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丽珠医药
LIVZON

麗珠醫藥集團股份有限公司

LIVZON PHARMACEUTICAL GROUP INC.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1513)

CHANGES TO THE REGISTERED CAPITAL AND ARTICLES OF ASSOCIATION

Reference is made to the announcements of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.* (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 15 December 2014, 13 January 2015, 26 January 2015, 13 March 2015, 30 March 2015, 10 April 2015, 27 October 2015, 12 November 2015, 14 December 2015, 22 December 2015, 29 December 2015, 29 March 2016, 16 May 2016, 26 September 2016, 30 November 2016 and 8 February 2017, as well as the circular of the Company dated 5 February 2015 (the “**Circular**”) in respect of, among others, the repurchase and cancellation of locked Restricted Shares granted to the Incentive Participants no longer satisfying the conditions for incentive (the “**Repurchase and Cancellation**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular.

On 13 March 2015, the Restricted A Shares Incentive Scheme and the Proposed Grant have been approved at the EGM, A Shareholders’ Class Meeting and H Shareholders’ Class Meeting by way of special resolutions (the “**Shareholders’ Resolutions**”), pursuant to which, a mandate has been given to the Board to, among other things, make appropriate amendments to the articles of association of the Company (the “**Articles of Association**”).

On 20 February 2017, the thirty-fourth meeting of the eighth session of the Board has considered and approved, among other things, the changes to the registered capital of the Company and the Articles of Association because of the Repurchase and Cancellation of the Restricted Shares (the “**Board’s Resolutions**”).

CHANGES TO THE REGISTERED CAPITAL AND ARTICLES OF ASSOCIATION

Pursuant to the Shareholders' Resolutions and the Board's Resolutions, the Company is making corresponding changes to its registered capital and the Articles of Association.

The share capital of the Company has been reduced from 425,730,126 Shares (comprising 280,138,766 A Shares and 145,591,360 H Shares) to 425,596,852 Shares (comprising 280,005,492 A Shares and 145,591,360 H Shares), and the registered capital of the Company has been reduced from RMB 425,730,126 to RMB 425,596,852. Set out below are the amended Article 6 and Article 21 of the Articles of Association:

Article 6

The registered capital of the Company is RMB 425,596,852.

Article 21

Following the establishment of the Company, after public issuance of shares, rights issue, creation of bonus shares by transfer of capital reserve and undistributed profit and repurchase of foreign-invested shares, the share capital structure of the Company is changed as follows: 295,721,852 ordinary shares, of which 183,728,498 shares are domestic-listed domestic-invested shares, representing 62.13% of the total number of issued ordinary shares of the Company and 111,993,354 shares are domestic-listed foreign-invested shares, representing 37.87% of the total number of issued ordinary shares of the Company.

As approved by a special resolution passed at the shareholders' general meeting and authorized by securities regulatory bodies under the State Council, the Company's domestic-listed foreign-invested shares are converted into overseas-listed foreign-invested shares listed on The Hong Kong Stock Exchange by way of introduction for trading.

After the aforesaid domestic-listed foreign-invested shares converted into overseas-listed foreign-invested shares are listed on The Hong Kong Stock Exchange by way of introduction for trading, the share capital structure of the Company is as follows: 295,721,852 ordinary shares, of which 111,993,354 shares are held by holders of overseas-listed foreign-invested shares (H Shares) and 183,728,498 shares are held by holders of domestic-listed domestic-invested shares, representing 37.87% and 62.13% of the total number of issued ordinary shares of the Company respectively.

As approved by a special resolution passed at the shareholders' general meeting and filed with no objection by the China Securities Regulatory Commission, after the completion of the first grant under the Restricted Shares Incentive Scheme by the Company, the share capital structure of the Company is changed as follows: 304,382,252 ordinary shares, of which 192,388,898 shares are domestic-listed domestic-invested shares and 111,993,354 shares are overseas-listed foreign-invested shares (H Shares), representing 63.21% and 36.79% of the total number of issued ordinary shares of the Company respectively.

As approved by a special resolution passed at the shareholders' general meeting, bonus shares created by transfer of capital reserve are issued to all shareholders by the Company. After the bonus shares are created by transfer, the share capital structure of the Company is changed as follows: 395,696,927 ordinary shares, of which 250,105,567 shares are domestic-listed domestic-invested shares and 145,591,360 shares are overseas-listed foreign-invested shares (H Shares), representing 63.21% and 36.79% of the total number of issued ordinary shares of the Company respectively.

Approved by the board of directors of the Company with authorization of the shareholders' general meeting, after the Company has completed the repurchase and cancellation of locked restricted shares granted to incentive participants no longer satisfying the conditions for incentive and the grant of reserved restricted shares, the share capital structure of the Company is changed as follows: 396,889,547 ordinary shares, of which 251,298,187 shares are domestic-listed domestic-invested shares and 145,591,360 shares are overseas-listed foreign-invested shares (H Shares), representing 63.32% and 36.68% of the total number of issued ordinary shares of the Company respectively.

Approved by the board of directors of the Company with authorization of the shareholders' general meeting, after the Company has completed the repurchase and cancellation of locked restricted shares granted to incentive participants no longer satisfying the conditions for incentive, the share capital structure of the Company is changed as follows: 396,631,923 ordinary shares, of which 251,040,563 shares are domestic-listed domestic invested shares and 145,591,360 shares are overseas-listed foreign-invested shares (H Shares), representing 63.29% and 36.71% of the total number of issued ordinary shares of the Company respectively.

Approved by the board of directors of the Company with authorization of the shareholders' general meeting, after the Company has completed the registration of the non-public issuance of A shares, the share capital structure of the Company is changed as follows: 425,730,126 ordinary shares, of which 280,138,766 shares are domestic-listed domestic invested shares and 145,591,360 shares are overseas-listed foreign-invested shares (H Shares), representing 65.80% and 34.20% of the total number of issued ordinary shares of the Company respectively.

Approved by the board of directors of the Company with authorization of the shareholders' general meeting, after the Company has completed the repurchase and cancellation of locked restricted shares granted to incentive participants no longer satisfying the conditions for incentive, the share capital structure of the Company is changed as follows: 425,596,852 ordinary shares, of which 280,005,492 shares are domestic-listed domestic invested shares and 145,591,360 shares are overseas-listed foreign-invested shares (H Shares), representing 65.79% and 34.21% of the total number of issued ordinary shares of the Company respectively.

By order of the Board
Livzon Pharmaceutical Group Inc. *
麗珠醫藥集團股份有限公司
Yang Liang
Company Secretary

Zhuhai, China
20 February 2017

As at the date of this announcement, the Executive Directors of the Company are Mr. Tao Desheng (Vice Chairman and President), Mr. Fu Daotian (Vice President) and Mr. Yang Daihong (Vice President); the Non-Executive Directors of the Company are Mr. Zhu Baoguo (Chairman), Mr. Qiu Qingfeng and Mr. Zhong Shan; and the Independent Non-Executive Directors of the Company are Mr. Xu Yanjun, Mr. Guo Guoqing, Mr. Wang Xiaojun, Mr. Zheng Zhihua and Mr. Xie Yun.

** For identification purpose only*