

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING FOR THE YEAR 2016,
THE 2017 FIRST CLASS MEETING OF A SHAREHOLDERS AND
THE 2017 FIRST CLASS MEETING OF H SHAREHOLDERS
HELD ON 23 JUNE 2017**

The board of directors of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.* (the “**Company**”) (the “**Board**”) hereby announced that at the annual general meeting for the year 2016 (the “**AGM**”), the 2017 first class meeting of A shareholders (the “**Class Meeting of A Shareholders**”) and the 2017 first class meeting of H shareholders (the “**Class Meeting of H Shareholders**”) (collectively, the “**Meetings**”) held on 23 June 2017 at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China., all the proposed resolutions as set out in the notices of the Meetings were duly passed by the shareholders of the Company by way of poll.

Details of the resolutions considered at the Meetings were set out in the circular dated 2 June 2017 of the Company (the “**Circular**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

As at the date of the Meetings, the total number of shares of the Company in issue was 425,562,592 shares (the “**Shares**”), which comprise of 279,971,232 A Shares and 145,591,360 H Shares. Therefore, Shareholders (or authorized proxies) who hold 425,562,592 Shares were entitled to attend and vote on the resolutions proposed at the AGM; and Shareholders (or authorized proxies) who hold 279,971,232 A Shares and who hold 145,591,360 H Shares were entitled to attend and vote on the resolutions proposed at the Class Meeting of A Shareholders and Class Meeting of H Shareholders, respectively.

There were no Shareholders who were required to abstain from voting at the Meetings according to the Hong Kong Listing Rules. There were no restrictions on any Shareholders for casting votes on the resolutions proposed at the Meetings and none of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Meetings.

ATTENDANCE OF THE MEETINGS

(I) Attendance at the AGM:

Set out below are the details of the Shareholders and authorized proxies present at the AGM:

Number of Shareholders and authorized proxies	40
Including: Number of A Shareholders and authorized proxies	39
Number of H Shareholders and authorized proxies	1
Total number of Shares carrying voting rights (shares)	209,347,417
Including: Total number of A Shares of the Company carrying voting rights held by A Shareholders and authorized proxies (shares)	111,411,043
Total number of H Shares of the Company carrying voting rights held by H Shareholders and authorized proxies (shares)	97,936,374
Percentage of the total number of Shares of the Company carrying voting rights (%)	49.19%
Including: Total number of shares carrying voting rights held by A Shareholders and authorized proxies as a percentage of the total number of Shares of the Company (%)	26.18%
Total number of shares carrying voting rights held by H Shareholders and authorized proxies as a percentage of the total number of Shares of the Company (%)	23.01%

(II) Attendance at the Class Meeting of A Shareholders

Set out below are the details of the A Shareholders and authorized proxies present at the Class Meeting of A Shareholders:

Number of A Shareholders and authorized proxies	36
Total number of A Shares carrying voting rights (shares)	111,389,743
Total number of shares carrying voting rights held by A Shareholders and authorized proxies as a percentage of the total number of A Shares of the Company (%)	39.79%

(III) Attendance at the Class Meeting of H Shareholders:

Set out below are the details of the H Shareholders and authorized proxies present at the Class Meeting of H Shareholders:

Number of H Shareholders and authorized proxies	1
Total number of H Shares carrying voting rights (shares)	98,237,401
Total number of shares carrying voting rights held by H Shareholders and authorized proxies as a percentage of the total number of H Shares of the Company (%)	67.47%

POLL RESULTS OF THE RESOLUTIONS PROPOSED AT THE MEETINGS

(1) Poll results of the AGM are as follows:

No.	Resolutions	Category of shares	Number of shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting
Ordinary Resolutions									
1	To consider and approve the work report of the Board of the Company for the year 2016.	Total	209,347,417	209,347,417	100.0000%	0	0.0000%	0	0.0000%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%
2	To consider and approve the work report of the Supervisory Committee of the Company for the year 2016.	Total	209,347,417	209,347,417	100.0000%	0	0.0000%	0	0.0000%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%
3	To consider and approve the financial accounts report of the Company for the year 2016.	Total	209,347,417	209,347,417	100.0000%	0	0.0000%	0	0.0000%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%
4	To consider and approve the reappointment of Ruihua Certified Public Accountants (LLP) (瑞華會計師事務所(特殊普通合伙)) as the auditor of the Company for the year 2017 and fix its remuneration.	Total	209,347,417	209,347,417	100.0000%	0	0.0000%	0	0.0000%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%
5	To consider and approve the 2016 annual report of Livzon Pharmaceutical Group Inc.*.	Total	209,347,417	209,347,417	100.0000%	0	0.0000%	0	0.0000%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%

No.	Resolutions	Category of shares	Number of shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting
9	To consider and approve the adjustment to the fund-raising investment project plan of the non-public issuance of A shares of the Company.	Total	209,347,417	209,347,217	99.9999%	200	0.0001%	0	0.0000%
		A shares	111,411,043	111,410,843	99.9998%	200	0.0002%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%
10	To consider and approve the proposed disposal of 100% equity interest of a subsidiary, Zhuhai Weixing Shiye Co., Ltd. (珠海維星實業有限公司)	Total	209,347,417	208,229,868	99.4662%	0	0.0000%	1,117,549	0.5338%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	96,818,825	98.8589%	0	0.0000%	1,117,549	1.1411%
11	To consider and approve the grant of full mandate to the board and its authorizers for conducting the equity transfer of Zhuhai Weixing Shiye Co., Ltd. (珠海維星實業有限公司)	Total	209,347,417	208,229,868	99.4662%	0	0.0000%	1,117,549	0.5338%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	96,818,825	98.8589%	0	0.0000%	1,117,549	1.1411%
As votes cast for all the above ordinary resolutions were more than one-half of the valid voting rights of shareholders (including authorized proxies) present at the AGM, all the above ordinary resolutions were duly passed as ordinary resolutions									
Special Resolutions									
12	To consider and approve the 2016 Annual Profit Distribution Plan of the Company.	Total	209,347,417	209,347,417	100.0000%	0	0.0000%	0	0.0000%
		A shares	111,411,043	111,411,043	100.0000%	0	0.0000%	0	0.0000%
		H shares	97,936,374	97,936,374	100.0000%	0	0.0000%	0	0.0000%
13	To consider and approve the Company's facility financing and provision of financing guarantees to its subsidiaries.	Total	209,347,417	207,635,227	99.1821%	1,712,190	0.8179%	0	0.0000%
		A shares	111,411,043	111,410,843	99.9998%	200	0.0002%	0	0.0000%
		H shares	97,936,374	96,224,384	98.2519%	1,711,990	1.7481%	0	0.0000%

No.	Resolutions	Category of shares	Number of shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting
14	To consider and approve the grant of general mandate to the Board for issuing of shares.	Total	209,347,417	193,015,483	92.1986%	16,331,934	7.8014%	0	0.0000%
		A shares	111,411,043	111,410,843	99.9998%	200	0.0002%	0	0.0000%
		H shares	97,936,374	81,604,640	83.3241%	16,331,734	16.6759%	0	0.0000%
As votes cast for all the above special resolutions were more than two-thirds of the valid voting rights of shareholders (including authorized proxies) present at the AGM, all the above special resolutions were duly passed as special resolutions.									

(2) Poll results of the AGM by cumulative voting are as follows:

No.	Resolutions	Category of shares	Number of shares cast
6. To consider and approve one by one the re-election and appointment of the Non-Independent Directors for the ninth session of the Board.			
6.1	To consider and approve the re-election of Mr. Zhu Baoguo (朱保國先生) as a Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB90,000.	Total	206,964,030
		A shares	110,148,705
		H shares	96,815,325
6.2	To consider and approve the re-election of Mr. Qiu Qingfeng (邱慶豐先生) as a Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB72,000.	Total	208,081,579
		A shares	110,148,705
		H shares	97,932,874

No.	Resolutions	Category of shares	Number of shares cast
6.3	To consider and approve the re-election of Mr. Zhong Shan (鍾山先生) as a Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB72,000.	Total	208,081,579
		A shares	110,148,705
		H shares	97,932,874
6.4	To consider and approve the re-election of Mr. Tao Desheng (陶德勝先生) as an Executive Director of the ninth session of the Board, and his annual director's fee of RMB72,000.	Total	193,450,199
		A shares	110,148,705
		H shares	83,301,494
6.5	To consider and approve the re-election of Mr. Fu Daotian (傅道田先生) as an Executive Director of the ninth session of the Board, and his annual director's fee of RMB72,000.	Total	208,085,079
		A shares	110,148,705
		H shares	97,936,374
6.6	To consider and approve the appointment of Mr. Xu Guoxiang (徐國祥先生) as an Executive Director of the ninth session of the Board, and his annual director's fee of RMB72,000.	Total	208,085,079
		A shares	110,148,705
		H shares	97,936,374
7. To consider and approve one by one the re-election of the Independent Directors for the ninth session of the Board.			
7.1	To consider and approve the re-election of Mr. Xu Yanjun (徐焱軍先生) as an Independent Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB96,000.	Total	208,085,079
		A shares	110,148,705
		H shares	97,936,374
7.2	To consider and approve the re-election of Mr. Guo Guoqing (郭國慶先生) as an Independent Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB96,000.	Total	207,898,666
		A shares	110,148,705
		H shares	97,749,961

No.	Resolutions	Category of shares	Number of shares cast
7.3	To consider and approve the re-election of Mr. Wang Xiaojun (王小軍先生) as an Independent Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB96,000.	Total	207,898,666
		A shares	110,148,705
		H shares	97,749,961
7.4	To consider and approve the re-election of Mr. Zheng Zhihua (鄭志華先生) as an Independent Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB96,000.	Total	208,085,079
		A shares	110,148,705
		H shares	97,936,374
7.5	To consider and approve the re-election of Mr. Xie Yun (謝耘先生) as an Independent Non-executive Director of the ninth session of the Board, and his annual director's fee of RMB96,000.	Total	208,013,166
		A shares	110,148,705
		H shares	97,864,461
8. To consider and approve one by one the re-election of the Supervisors of the ninth session of the Supervisory Committee.			
8.1	To consider and approve the re-election of Mr. Huang Huamin (黃華敏先生) as a Supervisor of the ninth session of the Supervisory Committee, and his annual supervisor's fee of RMB36,000.	Total	207,954,879
		A shares	110,148,705
		H shares	97,806,174
8.2	To consider and approve the re-election of Mr. Tang Yin (湯胤先生) as a Supervisor of the ninth session of the Supervisory Committee, and his annual supervisor's fee of RMB36,000.	Total	208,085,079
		A shares	110,148,705
		H shares	97,936,374
As votes cast for all the above ordinary resolutions were more than one-half of the valid voting rights of shareholders (including authorized proxies) present at the AGM, all the above ordinary resolutions were duly passed as ordinary resolutions			

(3) Poll results of the Class Meeting of A Shareholders are as follows:

No.	Resolutions	Category of shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting
Special Resolution									
1	To consider and approve the 2016 Annual Profit Distribution Plan of the Company.	A shares	111,389,743	111,389,743	100.0000%	0	0.0000%	0	0.0000%
As votes cast for the resolution were more than two-thirds of the valid voting rights of A Shareholders (including authorized proxies) present at the Class Meeting of A Shareholders, the resolution was duly passed as special resolution.									

(4) Poll results of the Class Meeting of H Shareholders are as follows:

No.	Resolutions	Category of shares	Number of Shares with voting rights held by Shareholders present at the meeting	For		Against		Abstain	
				Number of Shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting	Number of shares	Approximate percentage (%) of total number of Shares with voting rights held by Shareholders present at the meeting
Special Resolution									
1	To consider and approve the 2016 Annual Profit Distribution Plan of the Company.	H shares	98,237,401	98,237,401	100.0000%	0	0.0000%	0	0.0000%
As votes cast for the resolution were more than two-thirds of the valid voting rights of H Shareholders (including authorized proxies) present at the Class Meeting of H Shareholders, the resolution was duly passed as special resolution.									

Ruihua Certified Public Accountants (LLP) (瑞華會計師事務所(特殊普通合夥)) acted as the scrutineer for the vote-taking at the Meetings. The Company's PRC legal advisor, D&S Law Firm (廣東德賽律師事務所), two representatives of Shareholders and a representative of supervisors of the Company also jointly acted as the scrutineers for the vote-taking of the poll at the Meetings.

LEGAL OPINION ISSUED BY LAWYERS

Delegated lawyers from D&S Law Firm witnessed the Meetings and issued the "Legal Opinions of D&S Law Firm on AGM, Class Meeting of A Shareholders and Class Meeting of H Shareholders of Livzon Pharmaceutical Group Inc. (《廣東德賽律師事務所關於麗珠醫藥集團股份有限公司二零一六年度股東大會、二零一七年第一次 A 股類別股東會及二零一七年第一次 H 股類別股東會的法律意見書》)", certifying that: "The convening and procedures, the qualifications of personnels who attended the Meetings, the qualifications of the conveners and the voting procedure of the Meetings, complying with the relevant requirements of domestic laws, regulations and normative documents including Corporate Law, Rules of General Meetings of Stockholders, and Articles of Association of the Company, therefore the voting results of the resolutions at the Meeting are legal and effective."

SPECIAL NOTICE

There was neither objection to the proposed resolutions of the Meetings, nor changes to the resolutions of the previous general meetings at the Meetings.

CASH DIVIDEND AND BONUS ISSUE

The distribution of a cash dividend for 2016 of RMB5.00 (tax inclusive) for every 10 shares held (the "**Cash Dividend**") and a bonus issue by way of capitalising capital reserve on the basis of 3 shares for every 10 shares held (the "**Bonus Issue**") were approved at the Meetings.

Such Cash Dividend and Bonus Shares will be distributed to the H Shareholders whose names appear on the register of members of the Company on Wednesday, 12 July 2017. The distribution of Cash Dividend above are denominated in Renminbi ("RMB"), and are to be paid to A Shareholders in RMB and to H Shareholders in Hong Kong dollars ("HKD"). The exchange rate for calculating dividends denominated in HKD is subject to the middle exchange rates for RMB to HKD (i.e. HKD1.00 to RMB 0.87496) as announced by the People's Bank of China on the date of the AGM (i.e. Friday, 23 June 2017), being a Cash Dividend of approximately HKD 0.57145 per H Share (tax inclusive). Relevant cheques will be despatched on or before Friday, 28 July 2017 to H Shareholders entitled to receive such Cash Dividend by ordinary post and at their own risk.

The certificates of new H shares will be sent to the H Shareholders who are entitled to the new shares by ordinary post on Friday, 28 July 2017 at their own risk. In case of joint shareholders, certificates of new H shares will be posted to the person whose name appears first on the register of members of H Shareholders for such jointly-held shares. All Bonus Shares are non-renounceable. Shareholders will receive one share certificate for all the Bonus Shares being allotted. The expected date of commencement of dealings in the bonus H Shares is on Monday, 31 July 2017.

In accordance with the “Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法》) and the “Rules for the Implementation of the Enterprise Income Tax Law of the People’s Republic of China” (《中華人民共和國企業所得稅法實施 條例》), both implemented on 1 January 2008 and the “Notice of the State Administration of Taxation on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Offshore Non-resident Enterprise Holders of H Shares” (Guo Shui Han 2008 No. 897) (《關於中國居民企業向境外 H 股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008] 897 號)) promulgated on 6 November 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise shareholders at a tax rate of 10% when the Company distributes any dividends to non-resident enterprise shareholders whose names appear on the register of members of H Shares of the Company. As such, any H Shares of the Company which are not registered in the name(s) of individual(s) (which, for this purpose, includes shares registered in the name of HKSCC Nominees Limited, other nominees, trustees, or other organisations or groups) shall be deemed to be H Shares held by non-resident enterprise shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise shareholders may apply for a tax refund for the difference (if any) in accordance to relevant tax laws such as tax treaty (arrangement).

In accordance with the “Circular on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi 1994 No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字 [1994] 020 號)) promulgated by the Ministry of Finance and the State Administration of Taxation on 13 May 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. As the Company is a foreign-invested enterprise, the Company will not withhold and pay the individual income tax on behalf of individual shareholders when the Company distributes the cash dividends to overseas individual shareholders whose names appear on the register of members of H Shares of the Company.

The register of members of H Shareholders will be closed from Friday, 7 July 2017 to Wednesday, 12 July 2017 (both days inclusive), during which period no transfer of H Shares of the Company will be registered. In order to be qualified for the distribution of Cash Dividend and Bonus Shares, holders of H shares who are not registered must lodge all transfers of shares together with the relevant share certificates to the Company’s H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 6 July 2017.

For A Shareholders, the record date for Cash Dividend and Bonus Share entitlement, dividend payment methods and time will be announced separately on the website of the Shenzhen Stock Exchange.

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

Zhuhai, China
23 June 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; 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*