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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)**

## **SUPPLEMENTAL NOTICE OF THE 2018 THIRD EXTRAORDINARY GENERAL MEETING**

**REFERENCE IS HEREBY MADE** to the notice of the 2018 third extraordinary general meeting (the “**EGM**”) published by 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.\* (the “**Company**”) on 18 July 2018 which sets out the EGM to be held at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China on Wednesday, 5 September 2018 at 2:00 p.m. and contains resolutions proposed to be considered and approved at the EGM (the “**Initial Notice**”). This supplemental notice shall be read together with the Initial Notice. Unless otherwise defined herein, capitalised terms used in this supplemental notice shall have the same meanings as those defined in the Initial Notice.

Subsequent to the publication of the Initial Notice on 18 July 2018, the board of directors of the Company (the “**Board**”) considered and approved the 2018 Share Options Incentive Scheme of the Company (Revised Draft) and its summary on 17 August 2018 pursuant to its communication with The Stock Exchange of Hong Kong Limited. On the same day, given Joicare Pharmaceutical Industry Group Co., Ltd. (健康元藥業集團股份有限公司) (“**Joicare**”), the controlling shareholder of the Company, served a written notice to the Board, the Board agreed to the amendment of Resolution 3 of the EGM from “the 2018 Share Options Incentive Scheme of the Company (Draft) and its summary” to “the 2018 Share Options Incentive Scheme of the Company (Revised Draft) and its summary”.

\* For identification purpose only

Joincare, directly and indirectly, holds and controls approximately 44.81% of the total issued shares of the Company as at the date of this supplemental notice. Pursuant to the articles of association of the Company (the “**Articles of Association**”), the Shareholder(s) individually or jointly holding more than 3% of the Company’s shares may submit extra proposed resolutions in writing to the convener of a Shareholders’ general meeting in writing 10 days prior to the meeting. Except as provided by the preceding clause, the convener of a shareholders’ general meeting shall not amend the proposed resolutions set out in the notice of the meeting or add any new proposed resolutions subsequent to the issue of the notice of the shareholders’ general meeting. Therefore, the Board is of the view that the qualification, time and relevant procedures regarding the amendments to the resolution proposed by Joincare are in compliance with the provisions of the relevant laws, administrative rules and the Articles of Association.

Except the amendments to the Resolution 3 of the EGM as stated below, other matters as set out in the Initial Notice remain valid and effective. For details of the revised Resolution 3, please refer to the circular to be published by the Company in late August 2018.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held on the same date, at the same time and at the same place as initially scheduled in the Initial Notice, but Resolution 3 as set out in the Initial Notice should be deleted in its entirety and replaced as follows:

### **SPECIAL RESOLUTION**

3. To consider and approve the 2018 Share Options Incentive Scheme of the Company (Revised Draft) and its summary (*Note 1*):
  - (A) Basis for determining the Incentive Participants and the scope of Incentive Participants;
  - (B) Source, number and allocation of the Share Options;
  - (C) Validity period, date of grant, vesting period, exercise date and lock-up period of the Share Options Incentive Scheme;
  - (D) Exercise price of the Share Options and basis for determination;
  - (E) Conditions of grant and exercise of the Share Options;

- (F) Methods and procedures for adjustments for the Share Options Incentive Scheme;
- (G) Accounting treatment of the Share Options;
- (H) Procedures for implementation of the Share Options Incentive Scheme;
- (I) Respective rights and obligations of the Company and the Incentive Participants;
- (J) Handling unusual changes of the Company and the Incentive Participants.

*Notes:*

1. The Company proposed to adopt the 2018 Share Options Incentive Scheme of the Company (the “**Incentive Scheme**”) where the incentive participants (the “**Incentive Participants**”) will be granted share options (the “**Share Options**”) under the Incentive Scheme. The underlying shares of the Share Options are A shares of the Company.

The conditions for exercising the Share Options and the performance targets to be achieved for the exercise of the Share Options are governed by the Administrative Measures for Appraisal System of the 2018 Share Options Incentive Scheme of the Company.

For details related to the Incentive Scheme, please refer to the circular to be despatched by the Company.

2. Please refer to the Initial Notice for details of other resolutions to be proposed at the EGM, closure of register of members, qualification of the Shareholders for attending the EGM, registration procedures for attending the EGM and other relevant matters.
3. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint one or more persons as his proxy to attend and vote in his stead. A proxy need not be a Shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the class of shares and number in respect of which each such proxy is so appointed.

4. Since Resolution 3 as set out in the initial proxy form (the “**Initial Proxy Form**”) which was sent together with the Initial Notice will be invalid, a revised proxy form (the “**Revised Proxy Form**”) is sent together with the supplemental notice. Any Shareholder who intends to appoint a proxy to attend the EGM and have not lodged the Initial Proxy Form is required to complete and lodge the enclosed Revised Proxy Form in accordance with the instructions printed thereon and lodging the Initial Proxy Form is not required. Shareholder(s) who have lodged the Initial Proxy Form are also required to complete and lodge the enclosed Revised Proxy Form in accordance with the instructions printed thereon. For the holders of H shares of the Company, the Revised Proxy Form should be lodged to the Company’s H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. The Revised Proxy Form should be lodged no less than 24 hours before the time appointed for the holding of the EGM (or any adjournment thereof) (the “**Latest Time**”). Completion and lodge of the Revised Proxy Form will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.
5. Any Shareholder who has already lodged the initial proxy form, which was sent by the Company to Shareholders on 18 July 2018 (the “**Initial Proxy Form**”) with the Company should note that:
- (i) if no Revised Proxy Form is lodged with the Company, the lodged Initial Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by such Shareholder, but the vote on Resolution 3 as set out in the Initial Proxy Form will be invalid. The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on Resolution 3 as set out in the supplemental notice of EGM which was published by the Company on 18 August 2018.
  - (ii) if the correctly completed Revised Proxy Form is lodged with the Company before the Latest Time, the Initial Proxy Form previously lodged by such Shareholder will be revoked and superseded. The Revised Proxy Form, will then be treated as a valid proxy form lodged by the Shareholder.
  - (iii) if the Revised Proxy Form is lodged with the Company after the Latest Time, the Revised Proxy Form will be invalid, and the Initial Proxy Form previously lodged by the Shareholder (if any) will also be revoked. The vote casted by the purported proxy so appointed by invalid or revoked proxy form (whether appointed under the Initial Proxy Form or the Revised Proxy Form) will not be counted in any poll to be taken on any proposed resolution. Accordingly, Shareholders are advised not to lodge the Revised Proxy Form after the Latest Time. If such Shareholders wish to vote at the EGM, they will have to attend and vote at the EGM in person.

6. A Shareholder shall attend the EGM by his proxy duly authorised in writing. The instrument appointing a proxy must be signed by the Shareholder(s) or his attorney duly authorised in writing. Where the Shareholder is a legal person, the Revised Proxy Form shall be executed under its common seal or under the hand of its director or a legal representative or an attorney duly authorised. If the Revised Proxy Form is signed by the attorney of the Shareholder, the power of attorney or other documents of authorisation must be notarised. To be valid, the A Shareholders must lodge the Revised Proxy Form and the notarised power of attorney or other documents of authorisation (if any) with the Secretariat of the Board at Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China (postal code: 519090) not less than 24 hours before the holding of the EGM. To be valid, the H Shareholders must lodge the Revised Proxy Form with the H Share Registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the holding of the EGM. Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting at the EGM or any adjournment thereof in person, and in such event, the Revised Proxy Form shall be deemed to be revoked.
7. Contact details of the Secretariat of the Board are as follows:
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| Address:         | Secretariat of the Board, Livzon Pharmaceutical Group Inc.,<br>Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai,<br>Guangdong Province, China |
| Postal code:     | 519090  |
| Contact persons: | Mr. Wang Shuguang, Ms. Yuan Ailing  |
| Telephone:       | (86) 756 8135888  |
| Fax:             | (86) 756 8891070  |
8. Shareholders or their proxies shall produce their identity proof when attending the EGM.
9. Pursuant to the Administrative Measures on Share Incentives of Listed Companies (the “**Administrative Measures**”), the independent non-executive director of a company listed on the Shenzhen Stock Exchange shall solicit voting rights from all shareholders of the company in the event of the proposed adoption of a share incentive scheme by such company. The solicitation is intended to provide shareholders of such listed company with an alternative approach to participate in general meetings, so as to encourage them to vote on the resolutions in respect of the adoption of a share incentive scheme. Pursuant to the Administrative Measures and authorisation of other independent non-executive directors, Mr. Guo Guoqing, an independent non-executive director, has sent the revised proxy form for the solicitation of voting rights by independent non-executive director (the “**Revised Independent Director’s Proxy Form**”) to solicit voting rights from the Shareholders on the special resolutions in respect of the Incentive Scheme and its related matters at the EGM. For further details of the Revised Independent Director’s Proxy Form, please refer to the report on the public solicitation of voting rights by the independent non-executive director published by the Company on 18 August 2018.

Should you wish to appoint Mr. Guo Guoqing as your proxy to vote for you and on your behalf at the EGM on the special resolutions in respect of the Incentive Scheme and its related matters at the EGM, please complete, sign and return the Revised Independent Director's Proxy Form to the H Share Registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by hand or by post, no later than 24 hours before the time appointed for holding of the EGM or any adjournment thereof.

You may appoint Mr. Guo Guoqing as your proxy to vote for you and on your behalf solely on the special resolutions in respect of the Incentive Scheme and its related matters. If you wish to appoint any person other than Mr. Guo Guoqing as your proxy to vote for you and on your behalf solely on all resolutions at the EGM, you may disregard the Revised Independent Director's Proxy Form and complete and return the Revised Proxy Form only.

Please note that if you have completed and returned both the Revised Proxy Form and the Revised Independent Director's Proxy Form, but have given inconsistent voting instructions on the resolutions concerned between the Revised Proxy Form and the Revised Independent Director's Proxy Form, your voting instructions given in the Revised Independent Director's Proxy Form will be counted as your vote for or against special resolutions in respect of the Incentive Scheme and its related matters.

10. The EGM is expected to last for one hour. Shareholders who attend the EGM (in person or by proxy) should be responsible for their own travelling, accommodation and the other related costs.

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  
18 August 2018

*As at the date of this notice, the Executive Directors of the Company are Mr. Tao Desheng (Vice Chairman and President), Mr. Fu Daotian (Vice President) and Mr. Xu Guoxiang (Vice President); the Non-Executive Directors of the Company are Mr. Zhu Baoguo (Chairman) and Mr. Qiu Qingfeng; 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.*

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