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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)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING FOR THE YEAR 2023,
THE 2024 FIRST CLASS MEETING OF A SHAREHOLDERS AND
THE 2024 FIRST CLASS MEETING OF H SHAREHOLDERS
HELD ON 14 JUNE 2024**

The board of directors (the “**Board**”) of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc.* (the “**Company**”) hereby announced that at the Annual General Meeting for the Year 2023 (the “**AGM**”), the 2024 First Class Meeting of A Shareholders (the “**Class Meeting of A Shareholders**”) and the 2024 First Class Meeting of H Shareholders (the “**Class Meeting of H Shareholders**”) (collectively, the “**Meetings**”) held on 14 June 2024 at the Conference Room on the 6th 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 of the Company dated 14 May 2024 (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 record date of the Meetings, the total number of shares of the Company in issue was 924,042,142 shares (excluding shares repurchased but not yet cancelled), comprising 616,989,725 A Shares and 307,052,417 H Shares. Joicare and its associates, directly or indirectly holding 418,878,625 shares of the Company (comprising 255,513,953 A Shares and 163,364,672 H Shares), representing approximately 45.33% of the total issued share capital (excluding shares repurchased but not yet cancelled) of the Company, were required to abstain from voting at the AGM in relation to Resolution 8 as set out in the notice of the AGM pursuant to the Hong Kong Listing Rules as they are deemed to have material interest in Resolution 8. Accordingly, Shareholders (or authorized proxies) holding a total of 505,163,517 shares (excluding shares repurchased but not yet cancelled) of the Company (comprising of 361,475,772 A Shares and 143,687,745 H Shares) were entitled to attend and vote on Resolution 8 proposed at the AGM.

In respect of resolutions other than Resolution 8 proposed at the AGM, Shareholders (or authorized proxies) holding a total of 924,042,142 shares (excluding shares repurchased but not yet cancelled) of the Company (comprising 616,989,725 A Shares and 307,052,417 H Shares) were entitled to attend and vote on the resolutions proposed at the AGM; and Shareholders (or authorized proxies) holding a total of 616,989,725 A Shares (excluding A Shares repurchased but not yet cancelled) and a total of 307,052,417 H Shares (excluding H Shares repurchased but not yet cancelled) were entitled to attend and vote on the resolutions proposed at the Class Meeting of A Shareholders and Class Meeting of H Shareholders, respectively.

Save as disclosed above, to the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there were no restrictions on any Shareholders for casting votes on the resolutions proposed at the Meetings and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the Meetings. No Shareholders are required under the Hong Kong Listing Rules 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	124
Including: Number of A Shareholders and authorized proxies	123
Number of H Shareholders and authorized proxies	1
Total number of Shares carrying voting rights (shares)	487,641,988
Including: Total number of A Shares of the Company carrying voting rights held by A Shareholders and authorized proxies (shares)	287,501,095
Total number of H Shares of the Company carrying voting rights held by H Shareholders and authorized proxies (shares)	200,140,893
Percentage of the total number of Shares of the Company carrying voting rights (%)	52.77%
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 (%)	31.11%
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 (%)	21.66%

(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	123
Total number of A Shares carrying voting rights (shares)	287,501,095
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 (%)	46.5974%

(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)	200,140,893
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 (%)	65.18%

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 2023.	Total	487,641,988	486,772,368	99.8217%	476,420	0.0977%	393,200	0.0806%
		A shares	287,501,095	287,436,475	99.9775%	64,620	0.0225%	0	0.0000%
		H shares	200,140,893	199,335,893	99.5978%	411,800	0.2058%	393,200	0.1965%
2	To consider and approve the work report of the supervisory committee of the Company for the year 2023.	Total	487,641,988	486,772,368	99.8217%	476,420	0.0977%	393,200	0.0806%
		A shares	287,501,095	287,436,475	99.9775%	64,620	0.0225%	0	0.0000%
		H shares	200,140,893	199,335,893	99.5978%	411,800	0.2058%	393,200	0.1965%
3	To consider and approve the financial accounts report of the Company for the year 2023.	Total	487,641,988	486,772,368	99.8217%	476,420	0.0977%	393,200	0.0806%
		A shares	287,501,095	287,436,475	99.9775%	64,620	0.0225%	0	0.0000%
		H shares	200,140,893	199,335,893	99.5978%	411,800	0.2058%	393,200	0.1965%
4	To consider and approve the 2023 annual report of 麗珠醫藥集團股份有限公司 Livzon Pharmaceutical Group Inc*.	Total	487,641,988	486,772,368	99.8217%	476,420	0.0977%	393,200	0.0806%
		A shares	287,501,095	287,436,475	99.9775%	64,620	0.0225%	0	0.0000%
		H shares	200,140,893	199,335,893	99.5978%	411,800	0.2058%	393,200	0.1965%
5	To consider and approve the re-appointment of Grant Thornton (Special General Partnership) as the auditor of the Company for the year 2024 and fix its remuneration.	Total	487,641,988	484,748,852	99.4067%	2,614,133	0.5361%	279,003	0.0572%
		A shares	287,501,095	286,997,112	99.8247%	503,980	0.1753%	3	0.0000%
		H shares	200,140,893	197,751,740	98.8063%	2,110,153	1.0543%	279,000	0.1394%

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
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									
6	To consider and approve the 2023 annual profit distribution plan of the Company.	Total	487,641,988	487,349,388	99.9400%	13,600	0.0028%	279,000	0.0572%
		A shares	287,501,095	287,487,495	99.9953%	13,600	0.0047%	0	0.0000%
		H shares	200,140,893	199,861,893	99.8606%	0	0.0000%	279,000	0.1394%
7	To consider and approve the Company's facility financing and provision of financing guarantees to its subsidiaries.	Total	487,641,988	475,031,780	97.4140%	9,667,753	1.9826%	2,942,455	0.6034%
		A shares	287,501,095	283,004,708	98.4360%	1,832,932	0.6375%	2,663,455	0.9264%
		H shares	200,140,893	192,027,072	95.9459%	7,834,821	3.9147%	279,000	0.1394%
8	To consider and approve the Company's provision of financing guarantees to its controlling subsidiary Lijian Animal Healthcare.	Total	86,069,692	73,459,484	85.3488%	9,667,753	11.2325%	2,942,455	3.4187%
		A shares	49,293,471	44,797,084	90.8783%	1,832,932	3.7184%	2,663,455	5.4033%
		H shares	36,776,221	28,662,400	77.9373%	7,834,821	21.3040%	279,000	0.7586%
9	To consider and approve the renewal of the Repurchase of Part of the Company's A Shares Scheme.	Total	487,641,988	486,934,575	99.8549%	425,400	0.0872%	282,013	0.0578%
		A shares	287,501,095	287,484,482	99.9942%	13,600	0.0047%	3,013	0.0010%
		H shares	200,140,893	199,450,093	99.6548%	411,800	0.2058%	279,000	0.1394%
10	To consider and approve the grant of general mandate to the Board to repurchase H shares of the Company.	Total	487,641,988	486,484,075	99.7625%	875,900	0.1796%	282,013	0.0578%
		A shares	287,501,095	287,484,482	99.9942%	13,600	0.0047%	3,013	0.0010%
		H shares	200,140,893	198,999,593	99.4298%	862,300	0.4308%	279,000	0.1394%

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
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 at the AGM.									

2. 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	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
Special Resolution									
1	Proposal of the renewal of the Repurchase of Part of the Company's A Shares Scheme.	A Shares	287,501,095	287,484,482	99.9942%	13,600	0.0047%	3,013	0.0010%
2	Proposal of the grant of general mandate to the Board to repurchase H shares of the Company.	A Shares	287,501,095	287,484,482	99.9942%	13,600	0.0047%	3,013	0.0010%
As votes cast for the above 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 above resolution was duly passed as a special resolution at the Class Meeting of A Shareholders.									

3. 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	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting	Number of Shares	Percentage (%) of number of Shares with voting rights held by Shareholders present at the meeting
Special Resolution									
1	To consider and approve the renewal of the Repurchase of Part of the Company's A Shares Scheme.	H Shares	200,140,893	199,450,093	99.6548%	411,800	0.2058%	279,000	0.1394%
2	To consider and approve the grant of general mandate to the Board to repurchase H shares of the Company.	H Shares	200,140,893	198,999,593	99.4298%	862,300	0.4308%	279,000	0.1394%
As votes cast for the above 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 above resolution was duly passed as a special resolution at the Class Meeting of H Shareholders.									

Grant Thornton (Special General Partnership) 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二零二三年度股東大會、二零二四年第一次 A 股類別股東會及二零二四年第一次 H 股類別股東會的法律意見書》)", certifying that: "The convening and procedures of the Meetings comply with the requirements of laws, regulations and Articles of Association, the qualifications of personnels who attended the Meetings, the qualifications of the conveners and the voting procedure of the Meetings are legal and effective, and the voting results of the resolutions at the Meetings 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.

ATTENDANCE RECORD OF THE DIRECTORS

All Directors have attended the Meetings either in person or through electronic means.

CASH DIVIDEND AND BONUS ISSUE

The Meetings has approved to distribute cash dividend of RMB13.50 (tax inclusive) for every 10 shares to all Shareholders of the Company, based on the Company's total share capital (excluding the shares of the Company which were repurchased but not yet cancelled) as at the record date of shareholding determined for implementation of the 2023 annual profit distribution plan. There will be no bonus shares, nor will the capital reserves be capitalized.

The Cash Dividend will be distributed to Shareholders whose names are on the register of the Shareholders of the Company on Tuesday, 9 July 2024. The aforementioned Cash Dividend will be denominated and declared in RMB and will be distributed in RMB to the A Shareholders of the Company and in HKD to H Shareholders, using the middle exchange rates for RMB to HKD (i.e. HKD1.00 to RMB0.91091) as published by the People's Bank of China on the date of the AGM (Friday, 14 June 2024) as the exchange rate, being a Cash Dividend of approximately HKD14.8203 per H Share (tax inclusive). Relevant cheques of the Cash Dividend will be despatched on or before Monday, 5 August 2024 to the H Shareholders entitled to receive such Cash Dividend by ordinary post at their own risk.

The record date for determining the qualification of the H Shareholders for the proposed distribution of the Cash Dividend will be Tuesday, 9 July 2024. In order to be qualified for the proposed distribution of the Cash Dividend, H Shareholders who are not yet registered must lodge all transfers of shares accompanied by the relevant share certificates with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 9 July 2024.

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 became effective 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 Resident 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 by the State Administration of Taxation on 6 November 2008, the Company is obliged to withhold and pay the PRC enterprise income tax on behalf of non-resident enterprise(s) at a tax rate of 10% when the Company distributes any dividends to non-resident enterprise Shareholder(s) whose names appear on the register of members for H Shares of the Company. Accordingly, any H Shares which are not registered under the name(s) of individual(s) (which, for this purpose, include H Shares registered under 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 dividends payable thereon. Non-resident enterprise Shareholders may apply for a tax refund for the difference (if any) in accordance with 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 temporarily 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 overseas individual Shareholders whose names appear on the register of members for H Shares of the Company when the Company distributes dividends to those Shareholders.

In accordance with the “Notice of the Ministry of Finance, the State Administration of Taxation, and the China Securities Regulatory Commission on Taxation Policies concerning the Pilot Program of an Interconnection Mechanism for Transactions in the Shenzhen and Hong Kong Stock Markets (Cai Shui [2016] No. 127) (《財政部、國家稅務總局、證監會關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號))”, (i) for dividends received by domestic individual investor from investing in the Company’s H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the Company is obliged to withhold personal income tax at a tax rate of 20% when the Company shall apply to China Securities Depository and Clearing Corporation Limited (“CSDCC”) for the registrar of domestic individual investors. For dividends of the shares listed on the Hong Kong Stock Exchange received by mainland securities investment funds through the Shenzhen-Hong Kong Stock Connect, individual income tax shall be calculated in accordance with the above requirements; (ii) for dividends received by domestic enterprise investors from investing in the shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, such amount shall be reckoned in their gross revenue and subject to corporate income tax pursuant to laws. In particular, for the dividends obtained by mainland resident enterprises from holding relevant H Shares for consecutive 12 months, the corporate income taxes shall be exempted pursuant to laws. The Company shall apply to CSDCC for the registrar of domestic individual investors. The Company will not withhold the income tax on dividend for the domestic enterprise investors, and the tax payable shall be declared and paid by the domestic enterprise investors. For A Shareholders, the record date for Cash 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
14 June 2024

As at the date of this announcement, the Executive Directors of the Company are Mr. Tang Yanggang (President) and Mr. Xu Guoxiang (Vice Chairman and Vice President); the Non-Executive Directors of the Company are Mr. Zhu Baoguo (Chairman), Mr. Tao Desheng (Vice Chairman), Mr. Qiu Qingfeng and Mr. Yu Xiong; and the Independent Non-Executive Directors of the Company are Mr. Bai Hua, Mr. Tian Qiusheng, Mr. Wong Kam Wa, Mr. Luo Huiyuan and Ms. Cui Lijie.

** For identification purpose only*