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)

TERMS OF REFERENCE OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE OF THE BOARD (ADOPTED BY THE BOARD ON 23 OCTOBER 2025)

1. Membership

(a) The members (the "**Member(s)**") of the Environmental, Social and Governance Committee (the "**Committee**") shall consist of the directors (the "**Director(s)**") of 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**", together with its subsidiaries referred to as the "**Group**"). The Committee shall consist of not less than five Members, and the majority of whom shall be independent non-executive Directors of the Company. The constitution of the Committee shall comply with the requirements of the Stock Listing Rules of the Shenzhen Stock Exchange (the "**Shenzhen Listing Rules**") and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**") from time to time.

(b) The Members shall be nominated by the chairman of the Board, more than half of the independent non-executive Directors or one-third of all Directors and shall be appointed and removed by more than half of all members of the Board.

(c) The chairman of the Committee shall be appointed and removed by more than half of all members of the Board and shall be the chairman of the Board or an independent non-executive Director. The chairman of the Committee shall be responsible for presiding over the Committee.

(d) The term of office of the Members shall be consistent with that of the members of the Board. Upon expiry of a term of office, Members may serve consecutive terms if re-elected. If any Member ceases to serve as a Director of the Company during his/her term of office, such Member shall automatically be disqualified as a Member. The vacancy shall be filled by the Committee in accordance with Article 1 hereto. Unless there is circumstance under which dismissal is required as stipulated in the provisions of the Company Law of the People's Republic of China, the articles of association of Livzon Pharmaceutical Group Inc.* (the "**Articles of Association**"), the Shenzhen Listing Rules or the Hong Kong Listing Rules, otherwise no Members shall be removed from office without cause prior to the expiry of his/her term of office.

(e) The Committee may establish a working group (the "**Working Group**") as an executive agent to implement the environmental, social and governance ("**ESG**") activities of the Group in a comprehensive manner.

2. Attendance at Meetings

(a) Unless otherwise stated herein, the meetings of the Committee shall be governed by the provisions contained in the Articles of Association for regulating the meetings of the Board, and the convening of which shall comply with the relevant laws, regulations, the Articles of Association, the Shenzhen Listing Rules and the Hong Kong Listing Rules, as well as the provisions stated herein.

(b) The quorum for a meeting of the Committee shall be more than two-thirds of all Members. Each Member shall have one vote. Resolutions being put forward at the meeting shall be passed by more than half of all Members.

(c) Where the chairman of the Board is not a Member, he/she may be invited to attend meetings of the Committee.

(d) The Committee may, where appropriate, invite non-Member Directors, members of the Working Group, members of the management of the Company, external advisers and/or supervisors of the Company to attend the meeting to advise the Members at the Company's expense.

(e) The company secretary (the "**Company Secretary**") of the Company shall be the secretary of the Committee who shall attend all meetings of the Committee. In the event that the secretary of the Committee is absent, Members attending the meeting may appoint other person to act as the secretary to such meeting.

(f) Members may participate in a meeting of the Committee in person or by means of telephone conference or other similar communications equipment where simultaneous and instant communication between persons participating in the meeting is possible and participation in a meeting pursuant to this provision shall be considered as attending such meeting in person.

3. Frequency of Meetings

(a) The Committee shall convene and hold its regular meetings at least once a year. Any Member or the secretary of the Committee (i.e., the Company Secretary) may request an extraordinary meeting if he/she/they consider(s) it as necessary and upon the receipt of such request, the secretary of the Committee shall convene a meeting as soon as reasonably practicable at the convenience of all Members with priority given to the independent non-executive Directors.

(b) Notices must be given to all Members seven days prior to a regular meeting and five days prior to an extraordinary meeting. These deadlines for serving notices may be waived where there is unanimous consent from all Members. Meeting agenda and all relevant meeting documents shall be sent to all Members and (where appropriate) other individuals attending the meeting at least three days prior the date of the meeting (or such other period as the Members may agree).

(c) Notices shall be delivered by facsimile, telephone, e-mail, hand delivery, mail or other means as appropriate.

(d) The meeting shall be presided by the chairman of the Committee and, where the chairman of the Committee is unable to attend the meeting, he/she may appoint another Member to preside over the meeting.

(e) Any Member who appoints another Member as a proxy to attend and vote on his/her behalf shall submit the instrument of proxy to the chairman of the meeting. The latest time for such submission shall be prior to the commencement of voting at the meeting.

4. Committee's Resolutions

Subject to the requirements under the Hong Kong Listing Rules and/or the Shenzhen Listing Rules that any meeting of the Board or the Committee be held in person or by electronic communication, a written resolution signed by all Members of the Committee shall be considered valid and effective, as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the Members. Such resolution may be signed and circulated by facsimile or other electronic communications.

5. Authorization

(a) The Committee is authorised by the Board to review and assess any issue within its terms of reference and make recommendations in this regard.

(b) The Committee is authorised by the Board to seek any information it requires from any employee or executive Director of the Group (the "**Right to Obtain Information**") and such persons are directed to cooperate with any request made by the Committee. The Right to Obtain Information shall include but not limited to the followings: the Committee is able to conduct interviews with any employees of the Group, access to relevant internal records, information and reports of the Group, as well as to conduct meetings with senior management of the Group without any restrictions while performing its duties, and all employees of the Group shall fully cooperate with the Committee. The Committee may grant the secretary of the Committee (i.e., the Company Secretary) or a member of the Working Group the Right to Obtain Information.

(c) The Committee is authorised by the Board (i) to obtain external legal or other independent professional advice and to ensure that external parties with relevant experience and expertise are invited to attend the meetings of the Committee at the reasonable expense of the Company, if it considers this necessary; (ii) the Committee may employ, direct, appoint or retain any professional consultants if it considers this necessary and appropriate.

(d) The Committee shall be provided with sufficient resources by the Company to perform its duties.

6. Purposes and General Responsibilities

(a) The purpose of the establishment of the Committee is to review the ESG matters and report to the Board in this regard.

(b) The Committee shall also perform other responsibilities required by the Shenzhen Listing Rules and the Hong Kong Listing Rules from time to time.

(c) Save as otherwise provided by the relevant laws, regulations and/or regulatory authorities, Members and attendees attending the meetings of the Committee shall have an obligation to keep all matters discussed thereof confidential and shall not disclose the relevant information without permission.

7. Duties

The main duties of the Committee shall be:

(a) to formulate and review the vision, objectives, strategies and management policies of the Group's ESG, review and supervise the management structure, policies and operation management of the Group's ESG, and provide suggestions to the Board on the relevant ESG work to ensure the continuous compliance with legal and regulatory requirements;

(b) to review the main trends of ESG, identify the risks and opportunities related to ESG, and assess whether the relevant structure of the Group's ESG is sufficient and effective accordingly, adopt and update the policies of the Group's ESG when necessary, and ensure that such policies keep abreast of the times and comply with applicable laws, regulations and regulatory requirements;

(c) to monitor communication with the Group's stakeholders and identify ESG-related matters that have a significant impact on the Group's operations and/or the interests of other key stakeholders;

(d) to supervise the formulation of the Group's ESG goals, the corresponding implementation, planning and effectiveness, to regularly review the progress regarding the achievement of ESG goals, and give suggestions on actions required to improve performance;

(e) to identify matters related to ESG caused by external factors, evaluate the impact of ESG work on the Company externally and internally, listen to the feedback on ESG work from the Company externally and internally, and propose improvement suggestions for the next step of ESG work;

(f) to ensure that the Company prepares and discloses the environmental, social and governance report (the "**ESG Report**") in accordance with the requirements of the Hong Kong Listing Rules and (if applicable) the Shenzhen Listing Rules from time to time, and review the ESG Report and report to the Board. At the same time, specific actions or decisions are recommended to the Board to maintain the integrity of the ESG Report.

(g) to monitor staff training on ESG issues;

(h) to check the budget and expenditure of ESG work of the Group;

(i) to report to the Board any new developments in its terms of reference as necessary;

(j) to report the findings and make recommendations to the Board; and

(k) other matters related to ESG authorised by the Board.

8. Decision-making Procedures

(a) The Working Group is responsible for the preparatory work for the Committee to make decisions and reports to the Committee by provision of written information in such respect of the Group.

(b) The Committee is accountable to the Board, and its proposals and reports shall be submitted to the Board for consideration and approval.

9. Reporting Procedures

(a) The Committee shall report in writing to the Board the resolutions and poll results passed at the meeting. At the next meeting of the Board following a meeting of the Committee, the chairman of the Committee shall report the findings and recommendations of such meeting to the Board unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

(b) Full minutes of the Committee meetings shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings shall be sent to all Members within a reasonable time after the meeting. The drafts shall be sent to the Members for their comments and the final version shall be sent to the Members for their record.

(c) The secretary of the Committee shall circulate copies of the minutes of the Committee meetings to all members of the Board for reference.

10. Review and Availability

(a) These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and regulatory requirements (e.g. the Shenzhen Listing Rules and the Hong Kong Listing Rules) in the People's Republic of China and Hong Kong. The Board shall review the composition of the Members and terms of reference of the Committee whenever it considers appropriate.

(b) These terms of reference shall be made available to the public through publication on the websites of CNINFO, Hong Kong Exchanges and Clearing Limited and the Company, respectively.

(c) These Terms of Reference shall come into effect upon consideration and approval by the Board of Directors of the Company.

Note: In case of any discrepancy between the English translation and the Chinese version of these terms of reference, the Chinese version shall prevail.

* *For identification purpose only*