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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)**

# CONTINUING CONNECTED TRANSACTIONS ENTERING INTO THE 2026 WATER ELECTRICITY FRAMEWORK AGREEMENT, THE 2026 LEASING ASSETS FRAMEWORK AGREEMENT, THE 2026 PURCHASE FRAMEWORK AGREEMENT AND THE 2026 PROVISION OF LABOUR SERVICES FRAMEWORK AGREEMENT WITH LIVZON MAB

**Entering into the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement with Livzon MAB**

On 30 December 2025, the Company convened a Board meeting to consider and approve the continuing connected transactions for the period from 1 January 2026 to 31 December 2026 in relation to (1) provide water, electricity, steam, natural gas and sewage treatment to Livzon MAB by the Group, (2) leasing assets to Livzon MAB by the Group, (3) purchasing drugs from Livzon MAB by the Group and (4) provision of labour services to Livzon MAB by the Group with an annual cap of RMB20.00 million, RMB35.00 million, RMB75.00 million and RMB80.50 million, respectively. On the same day, the Company and Livzon MAB entered into the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement in relation to the above-mentioned continuing connected transactions, respectively.

**Implications of the Hong Kong Listing Rules**

As at the date of this announcement, Joincare directly and indirectly owns approximately 46.33% equity interests in the Company, therefore it is the controlling shareholder of the Company. Joincare indirectly owns 22.58% equity interests in Livzon MAB (excluding any interests held through the Company). Therefore, Livzon MAB, as a connected subsidiary, is a connected person of the Company. As such, the transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules, respectively.

As the highest applicable percentage ratios of the 2026 Water Electricity Cap, the 2026 Lease Cap, the 2026 Purchase Cap and the 2026 Provision of Labour Services Cap are higher than 0.1% but lower than 5%, respectively, the transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement are subject to the reporting and announcement requirements, but are exempted from the Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

## I. THE 2026 WATER ELECTRICITY FRAMEWORK AGREEMENT

On December 30, 2025, the company entered into the 2026 Water Electricity Framework Agreement with Livzon MAB. The agreement approved the adjustment of the continuing connected transactions of the provision of water, electricity, steam and sewage treatment by the Group to Livzon MAB for the period from 1 January 2026 to 31 December 2026, with the annual cap of RMB20.00 million.

### Date

30 December 2025

### Parties

Purchaser: Livzon MAB
Seller: The Company

### Term

From 1 January 2026 to 31 December 2026

### Conditions Precedent

The 2026 Water Electricity Framework Agreement and the proposed transactions thereunder shall become effective subject to the approval of the Board.

### Subject Matter

Pursuant to the 2026 Water Electricity Framework Agreement, the Group will provide water, electricity, steam and sewage treatment to Livzon MAB for the period from 1 January 2026 to 31 December 2026. The Group may separately enter into specific implementation contracts with Livzon MAB for the provision of water, electricity, steam and sewage treatment (including but not limited to terms of payment and payment arrangements), provided that the detailed terms of such implementation contracts shall not contravene the terms of the 2026 Water Electricity Framework Agreement.

### Annual Cap and Basis of Determination

For the period from 1 January 2026 to 31 December 2026, the Group will provide water, electricity, steam and sewage treatment to Livzon MAB, with an annual cap of RMB20.00 million. The annual cap was

determined after arm's length negotiations between the Group and Livzon MAB with reference to factors such as the historical transaction amounts and Livzon MAB's relevant drug R&D, operation and production plans for 2026. The increase in the 2026 Water Electricity Cap is primarily due to the expansion of Livzon MAB's operational scale, leading to an increase in energy consumption demand for scenarios including production operations, drug R&D (such as the LZSN2401 project), daily office operations and facility usage.

**Historical Transaction Amounts**

Unit: RMB million

| For the year ended 31 December 2023 | For the year ended 31 December 2024 | For the 11 months ended 30 November 2025 |
|---|---|---|
| (Audited) | (Audited) | (Unaudited) |
| 31.26 | 14.80 | 10.25 |

**Pricing Principles**

The prices for the provision of water, electricity and steam by the Group to Livzon MAB will be determined with reference to prevailing market prices after arm's length negotiations, while sewage treatment fees will be calculated comprehensively based on the volume of sewage treated and the corresponding material costs incurred. As at the date of this announcement, the national price administration authorities in the PRC have not stipulated prices for the provision of water, electricity, steam and sewage treatment by the Group to Livzon MAB.

The prices for water, electricity and steam will be determined with reference to the prevailing market prices, i.e., the prices at which the Group procures water, electricity and steam (the prices for electricity and steam will be determined with reference to the prices offered by the Group's electricity and steam suppliers; the water price will be determined with reference to the price set by the water authority) after arm's length negotiations between the parties, and shall be no less favourable than the terms available to the Group for comparable transactions of the same type with independent third parties.

For sewage treatment, as Livzon MAB is located within the Company's headquarters campus and there are no other suitable large-scale sewage treatment facilities nearby apart from the Company's headquarters campus, Livzon MAB's sewage is centrally treated by the sewage treatment facilities at the Company's headquarters campus. The sewage treatment fees will be calculated comprehensively based on the sewage volume treated by the Group and the corresponding material costs required per unit of sewage treatment, and determined after arm's length negotiations between the parties. The cost of materials consumed during the sewage treatment process (primarily including industrial-grade sodium hydroxide, polyaluminium chloride, etc.) will be calculated with reference to fair market prices, and the Group will seek quotations from at least two independent third-party suppliers in the open market for the major consumed materials as a reference for material costs.

**Reasons and Benefits of Entering into the 2026 Water Electricity Framework Agreement**

The production and operation of Livzon MAB require the use of water, electricity, steam and sewage treatment, etc. If Livzon MAB were to procure these separately from independent third parties, it would

require time to complete various procedures and processes, which could potentially affect Livzon MAB's recently increasing production and operation. Moreover, Livzon MAB would need to pay corresponding connection fees and bear additional administrative costs incurred. Therefore, the provision of water, electricity, steam and sewage treatment by the Group to Livzon MAB can reduce potential impacts on Livzon MAB's production and operation and save costs. As Livzon MAB is a subsidiary controlled by the Company, this arrangement contributes to enhancing the overall operational performance of the Group.

After considering all relevant factors, the Directors (including independent non-executive Directors) considered that the 2026 Water Electricity Framework Agreement (including the 2026 proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## II. 2026 LEASING ASSETS FRAMEWORK AGREEMENT

On 30 December 2025, the Company and Livzon MAB entered into the 2026 Leasing Assets Framework Agreement in relation to the continuing connected transactions for leasing assets to Livzon MAB by the Group for the period from 1 January 2026 to 31 December 2026, with an annual cap of RMB35.00 million.

### Date

30 December 2025

### Parties

Purchaser: Livzon MAB
Seller: the Company

### Term

From 1 January 2026 to 31 December 2026

### Conditions Precedent

The 2026 Leasing Assets Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

### Subject Matter

Pursuant to the 2026 Leasing Assets Framework Agreement, during the period from 1 January 2026 to 31 December 2026, the Group will lease factories and equipment to Livzon MAB. The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment arrangement) with Livzon MAB in respect of leasing assets, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2026 Leasing Assets Framework Agreement.

**Annual Cap and Basis of Determination**

During the period from 1 January 2026 to 31 December 2026, the Group will lease factories and equipment to Livzon MAB, with an annual cap of RMB35.00 million. The annual cap was determined by the Group and Livzon MAB on arm's length negotiations by taking into account factors such as the progress of R&D and production of Livzon MAB's product varieties of the next year, factory space and equipment required and business demand. The 2026 Lease Cap is higher than the transaction amount in previous years, which is mainly due to the fact that Livzon MAB will have new products successively approved for market launch in 2026, resulting in an expansion of its operational scale and an increase in demands including equipment leasing and factory space leasing.

**Historical Transaction Amounts**

Unit: RMB million

| **For the year ended 31 December 2023** | **For the year ended 31 December 2024** | **For the eleven months ended 30 November 2025** |
|---|---|---|
| **(Audited)** | **(Audited)** | **(Unaudited)** |
| 36.19 | 33.20 | 26.26 |

**Pricing Principles and Policies**

The prices for leasing factories and equipment to Livzon MAB by the Group will be determined on arm's length negotiations with reference to factors such as the costs of operation and the prevailing rentals of comparable factories and equipment (taking into account the location, area and status of the factories as well as the number and conditions of equipment, etc.), and the terms of the transactions will be similar to those of the same type of transactions conducted with independent third parties, details of which are as follows:

(1) The prices for leasing factories to Livzon MAB by the Group are calculated based on the maintenance costs for operating the factories, the area of the factories and the unit price of lease per square metre, which will be determined with reference to the prevailing market price of similar type of factories in the region where the factories are located, and shall be no less favourable than the rentals charged by the Group to independent third parties.

(2) The prices for leasing equipment to Livzon MAB by the Group will be determined with reference to factors such as the acquisition cost of the equipment, the period of acquisition, the depreciation and impairment provision made, its importance in the production process, and whether it is substitutable, and with reference to comparable rentals of similar equipment provided by independent third parties, and shall be no less favourable than the rentals charged by the Group to independent third parties.

The Group will compare the prices for leasing factories and equipment to Livzon MAB with the prevailing rentals of at least two comparable factories and/or equipment.

The terms for leasing factories and equipment to Livzon MAB by the Group shall be determined based on normal commercial terms after arm's length negotiations, and such terms shall be no less favourable than those of the comparable transactions of the same type between the Group and independent third parties, so as to ensure that the aforesaid transactions will be conducted in the interest of the Group.

**Reasons and Benefits of Entering into the 2026 Leasing Assets Framework Agreement**

Livzon MAB is located in the production site of Pharmaceutical Factory and is able to carry out relevant production activities in a convenient and efficient manner by leasing of the existing factories and equipment of Pharmaceutical Factory, while the existing factories and equipment of Pharmaceutical Factory can meet Livzon MAB's needs for its production. If Livzon MAB leases the factories and equipment from the independent third parties and outside the production site, the long distance is not conducive to the development of its production activities, and it will take time for Livzon MAB to complete various procedures and formalities, which may affect its production and operation. Therefore, leasing factories and equipment by Livzon MAB from Pharmaceutical Factory can reduce the potential impact on the production and operation of Livzon MAB and save costs, thereby improving the overall operation performance of the Group as Livzon MAB is a controlling subsidiary of the Company.

After considering all relevant factors, the Directors (including independent non-executive Directors) considered that the 2026 Leasing Assets Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

**III. 2026 PURCHASE FRAMEWORK AGREEMENT**

On 30 December 2025, the Company and Livzon MAB entered into the 2026 Purchase Framework Agreement in relation to the continuing connected transactions for purchasing drugs from Livzon MAB by the Group for the period from 1 January 2026 to 31 December 2026, with an annual cap of RMB75.00 million.

**Date**

30 December 2025

**Parties**

Purchaser: the Company
Seller: Livzon MAB

**Term**

From 1 January 2026 to 31 December 2026

**Conditions Precedent**

The 2026 Purchase Framework Agreement and the transactions contemplated thereunder are subject to the approval of the Board.

**Subject Matter**

Pursuant to the 2026 Purchase Framework Agreement, during the period from 1 January 2026 to 31 December 2026, the Group will purchase drugs from Livzon MAB, primarily Tocilizumab Injection (托珠單抗注射液) and Recombinant Human Choriogonadotropin alfa for Injection (注射用重組人絨促性素), etc. The Group may enter into specific implementation contracts (including but not limited to settlement terms and payment

arrangement) with Livzon MAB in respect of purchasing drugs, provided that such detailed terms of the implementation contracts shall not contravene the terms of the 2026 Purchase Framework Agreement.

**Annual Cap and Basis of Determination**

During the period from 1 January 2026 to 31 December 2026, the Group will purchase drugs from Livzon MAB, primarily Tocilizumab Injection (托珠單抗注射液) and Recombinant Human Choriogonadotropin alfa for Injection (注射用重組人絨促性素), with an annual cap of RMB75.00 million. The annual cap was determined by the Group and Livzon MAB on arm's length negotiations by taking into account factors such as the estimated market demand, market selling price, and estimated sales cost of the above drugs. The 2026 Purchase Cap is higher than the transaction amount in previous years, which is mainly due to the fact that Tocilizumab Injection (托珠單抗注射液) and Recombinant Human Choriogonadotropin alfa for Injection (注射用重組人絨促性素) are expected to further expand into new sales markets in 2026, and new products such as Recombinant Human Follicle-Stimulating Hormone Injection (重組人促卵泡激素注射液) are expected to obtain approval for market launch in 2026.

**Historical Transaction Amounts**

Unit: RMB million

| **For the year ended 31 December 2023** | **For the year ended 31 December 2024** | **For the eleven months ended 30 November 2025** |
|---|---|---|
| **(Audited)** | **(Audited)** | **(Unaudited)** |
| 27.28 | 25.75 | 36.40 |

**Pricing Principles and Policies**

The prices for drugs to be purchased from Livzon MAB by the Group will be determined after arm's length negotiations with reference to factors such as the drugs' market selling price in various provinces and estimated sales costs. As the Group will sell the drugs purchased from Livzon MAB to external parties, therefore the prices for drugs purchased from Livzon MAB will be determined with reference to the Group's estimated sales cost, and a reasonable profit margin will be retained for the Group for selling such drugs to external parties. The estimated sales cost will be determined with reference to factors such as the estimated sales volume, the sales staff expenses and the operation costs, while the reasonable profit margin will be determined with reference to the average profit margin enjoyed by the Group in comparable transactions for the sales of the same type of drugs.

Meanwhile, the Group will obtain quotations for the same type of drugs from at least two independent third party suppliers, and such quotations will be comprehensively reviewed and assessed by the designated personnel of the Group, including the officers and managers of the purchasing department and the sales department, and the senior officer of the finance department who is responsible for procurement functions, after taking into account price and other non-price factors (such as the market competitiveness of the products, product quality and credit terms) to ensure that the prices of the drugs purchased from Livzon MAB are no less favourable than the prices and other terms and conditions offered by independent third parties for such drugs.

The terms of drugs to be purchased from Livzon MAB by the Group shall be determined based on normal commercial terms after arm's length negotiation, and such terms shall be no less favourable than those available to the Group from independent third party suppliers, so as to ensure that the aforesaid transactions will be conducted in the interest of the Group.

**Reasons and Benefits of Entering into the 2026 Purchase Framework Agreement**

Livzon MAB can leverage the Group's rich experience in the management of sales teams and advantages of sales pipeline layout and fully utilize the Group's existing sales system structure, and the Group's internal resources can be integrated, which can improve resource efficiency and reduce operating costs. Livzon MAB can focus its resources on R&D by avoiding the repeated construction of its sales teams. Therefore, the overall operation performance of the Group can be improved, as Livzon MAB is a controlling subsidiary of the Company.

After considering all relevant factors, the Directors (including independent non-executive Directors) considered that the 2026 Purchase Framework Agreement (including the proposed annual cap) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## IV. THE 2026 PROVISION OF LABOUR SERVICES FRAMEWORK AGREEMENT

On December 30, 2025, the Company entered into the 2026 Provision of Labour Services Framework Agreement with Livzon MAB, which concerns the continuing connected transactions of the Group providing labor services to Livzon MAB from 1 January 2026 to 31 December 2026, with an annual cap of RMB 80.50 million.

**Date**

30 December 2025

**Parties**

Purchaser: Livzon MAB
Seller: The Company

**Term**

From 1 January 2026 to 31 December 2026

**Conditions Precedent**

The 2026 Provision of Labour Services Framework Agreement and the proposed transactions thereunder shall become effective subject to the approval of the Board.

**Subject Matter**

Pursuant to the 2026 Provision of Labour Services Framework Agreement, the Group will provide drug contract R&D services and drug contract manufacturing services to Livzon MAB for the period from 1 January 2026 to 31 December 2026. The Group may separately enter into specific implementation contracts with Livzon MAB for the provision of service (including but not limited to terms of payment and payment arrangements), provided that the detailed terms of such implementation contracts shall not contravene the terms of the 2026 Provision of Labour Services Framework Agreement.

**Annual Cap and Basis of Determination**

For the period from 1 January 2026 to 31 December 2026, the Group will provide drug contract R&D services and drug contract manufacturing services to Livzon MAB, with an annual cap of RMB80.50 million. This annual cap was determined after arm's length negotiations between the Group and Livzon MAB with reference to factors such as the relevant costs of the drug contract R&D services and drug contract manufacturing services. The increase in the 2026 New Service Cap is primarily due to: (1) increased provision of R&D services: Livzon MAB has commissioned the Group to conduct non-clinical, medical, clinical operation and registration research work for multiple projects such as LZSN2401 and other newly introduced projects, resulting in an expansion of the commissioned R&D work scale; (2) increased provision of drug manufacturing services: the sales volume of Livzon MAB's Tocilizumab Injection (托珠單抗注射液) and Human Chorionic Gonadotropin (人絨促性素) (HCG) product have increased and new products such as Recombinant Human Follicle-Stimulating Hormone Injection (重組人促卵泡激素注射液) are expected to obtain market approval in 2026, leading to a corresponding rise in demand for commissioning production from the Group.

**Historical Transaction Amounts**

Unit: RMB million

| For the year ended 31 December 2023 | For the year ended 31 December 2024 | For the 11 months ended 30 November 2025 |
|---|---|---|
| (Audited) | (Audited) | (Unaudited) |
| 8.34 | 11.43 | 7.09 |

**Pricing Principles**

The prices for the provision of R&D services by the Group to Livzon MAB will be determined with reference to factors such as the overall project costs and profit margin of the R&D service projects, after arm's length negotiations.

The Group will consider the service costs of the commissioned drug R&D projects and the historical service costs of other similar R&D projects, including labor costs, operating costs and time costs for the R&D services, and add a reasonable profit margin on top of the costs. This profit margin will be determined with reference to the profit margin achievable by the Group when providing comparable drug contract R&D services of the same type to at least two independent third parties (subject to the availability of a sufficient number of comparable transactions at the time), as a reference for the prevailing market price for the drug R&D services provided to Livzon MAB. The aforementioned measures will ensure that the prices for the drug contract R&D services provided by the Group to Livzon MAB are no less favourable than the prices at which the Group provides comparable drug contract R&D services to independent third parties.

The prices for the provision of drug contract manufacturing by the Group to Livzon MAB will be determined with reference to operating costs, the comparable prevailing market prices for drug contract manufacturing, and other factors, after arm's length negotiations. The Group will conduct cost estimations for the production of the commissioned drugs, which will include costs of relevant materials, energy

consumption, labor, etc., taking into account factors such as relevant technical support, production models and capacity allocation, and add a reasonable profit margin on top of the costs. This profit margin will be determined with reference to the profit margin achievable by the Group when providing comparable quantities of the same type of drug contract manufacturing to independent third parties (subject to the availability of a sufficient number of comparable transactions at the time), as a reference for the prevailing market price for the drug contract manufacturing services provided to Livzon MAB. This is to ensure that the prices for the drug contract manufacturing provided by the Group to Livzon MAB are no less favourable than the comparable prices available to the Group for providing the same type of drug contract manufacturing to independent third parties.

**Reasons and Benefits of Entering into the 2026 Provision of Labour Services Framework Agreement**

Providing drug contract R&D services to Livzon MAB can fully utilise the Group's professional capabilities in R&D stages such as non-clinical, medical, clinical operation and registration, enhancing cross-stage R&D project management experience. Providing drug contract manufacturing services to Livzon MAB leverages the Group's extensive production and operational experience in the field of hormonal drugs. Livzon MAB can fully utilise the Group's existing production workshops that meet the process and dosage form requirements for HCG, mobilise some of the Group's excess production capacity, and optimise the utilisation rate of the Group's production workshops. Simultaneously, this can avoid duplicate construction of production facilities by Livzon MAB and save production costs. As Livzon MAB is a holding subsidiary of the Company, it can enhance the overall operating performance of the Group.

After considering all relevant factors, the Directors (including independent non-executive Directors) considered that the 2026 Provision of Labour Services Framework Agreement (including the proposed annual caps) was entered into by the Company on normal commercial terms in the ordinary and usual course of business of the Group, and that the terms thereof are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## V. INTERNAL CONTROL MEASURES

In order to ensure that the actual prices of the transactions contemplated the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement between the Group and Livzon MAB are on normal commercial terms and on terms no less favourable to the Group than that available from third parties, the Group adopts the following internal control procedures for its daily operation:

(i) Each transaction to be conducted under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement will be signed by the designated staff of the department requesting such transaction and the finance department, and the general manager of the relevant subsidiary and/or the president of the Company.

(ii) The Group will conduct regular checks to review and assess whether the transactions have been conducted in accordance with the terms of the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement. Such checks will be conducted by the general manager of finance of the Company on a monthly basis and the secretary of the Board on a quarterly basis and will be reported to the Board.

(iii) To ensure the continuing connected transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement will not exceed the annual caps, each subsidiary will submit monthly financial figures to the financial department of the Company for consolidation and analysis. The Group will conduct transactions in accordance with the annual plan which is formulated by the finance department of the Group at the year end of the preceding year and is subject to quarterly review. In particular, the finance department of the Company is responsible for monitoring the actual transactions amounts between the Group and Livzon MAB on a monthly basis to ensure that the annual caps will not be exceeded. In the event the amount of continuing connected transactions incurred and to be incurred under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement is expected to exceed the annual caps, the general manager of finance of the Company shall report to the management of the Company in a timely manner for its determination as to whether revision to the annual caps is required to ensure compliance of the requirements under the Hong Kong Listing Rules.

(iv) The relevant departments and the finance department of the Company will review the internal pricing policy or mechanism, provisions and implementation status with respect to the continuing connected transactions on an annual basis, including but not limited to identifying the connected persons of the Group and their processes for handling the continuing connected transactions. In the event that the relevant departments consider adjustment to the pricing policy or mechanism is required, they shall make amendment proposals with detailed reasons and supporting materials for the management of the Company to consider and determine appropriate actions to be taken.

(v) The auditor of the Company will conduct an annual review of the transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement.

(vi) The audit committee of the Company shall review the continuing connected transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement twice a year to confirm whether the relevant transactions are on fair and reasonable terms and in the interest of the Company and the Shareholders as a whole.

Having considered the internal control measures mentioned above, the Directors (including the independent non-executive Directors) consider that such internal control measures are sufficient to ensure the transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement will be entered into on normal commercial terms, and will not impair the interests of the Company and the Shareholders as a whole.

## VI. INFORMATION OF THE PARTIES

The Company, through its subsidiaries, is principally engaged in the R&D, production and sales of drug preparation products, active pharmaceutical ingredients and intermediates, as well as diagnostic reagents and equipment.

Livzon MAB is a company incorporated in the PRC with limited liability and is principally engaged in the R&D and commercialization of biopharmaceutical products. Its ultimate beneficial owner is Mr. Zhu Baoguo, a non-executive Director and the chairman of the Company.

## VII. IMPLICATIONS OF THE HONG KONG LISTING RULES

As at the date of this announcement, Joincare directly and indirectly owns approximately 46.33% equity interests in the Company, therefore it is the controlling shareholder of the Company. Joincare indirectly owns 22.58% equity interests in Livzon MAB (excluding any interests held through the Company). Therefore, Livzon MAB, as a connected subsidiary, is a connected person of the Company. As such, the transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Hong Kong Listing Rules, respectively. As (i) Mr. Zhu Baoguo, a non-executive Director and the chairman of the Company, is also the chairman of Joincare and indirectly holds 48.96% equity interest in Joincare as at the date of this announcement; (ii) Mr. Qiu Qingfeng, a non-executive Director, is a director and a vice president of Joincare; (iii) Mr. Lin Nanqi, a non-executive Director, is the president and a director of Joincare; (iv) Mr. Tang Yanggang, an executive Director, is also a director of LivzonBio, which held 100% equity interest in Livzon MAB; and (v) Ms. Ran Yongmei, the employee director of the company, serves as the deputy general manager of quality for Livzon MAB, therefore Mr. Zhu Baoguo, Mr. Qiu Qingfeng, Mr. Lin Nanqi, Mr. Tang Yanggang and Ms. Ran Yongmei are deemed to have material interests in the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement and the transactions contemplated thereunder, and have abstained from voting at the Board meeting in relation to the approval of the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement and the transactions contemplated thereunder. Except for Mr. Zhu Baoguo, Mr. Qiu Qingfeng, Mr. Lin Nanqi, Mr. Tang Yanggang and Ms. Ran Yongmei, no other Directors are required to abstain from voting at the Board meeting in relation to the above matters.

As the highest applicable percentage ratios of the 2026 Water Electricity Cap, the 2026 Lease Cap, the 2026 Purchase Cap and the 2026 Provision of Labour Services Cap are higher than 0.1% but lower than 5%, respectively, the transactions contemplated under the 2026 Water Electricity Framework Agreement, the 2026 Leasing Assets Framework Agreement, the 2026 Purchase Framework Agreement and the 2026 Provision of Labour Services Framework Agreement are subject to the reporting and announcement requirements, but are exempted from the Shareholders' approval requirements under Chapter 14A of the Hong Kong Listing Rules.

**DEFINITIONS**

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

| | |
|---|---|
| "2026 Lease Cap" | The annual cap of RMB35.00 million regarding the Group's leasing assets to Livzon MAB during the period from 1 January 2026 to 31 December 2026 |
| "2026 Leasing Assets Framework Agreement" | The framework agreement entered into between the Company and Livzon MAB on 30 December 2025 in relation to the continuing connected transaction regarding leasing assets to Livzon MAB by the Group for the period from 1 January 2026 to 31 December 2026, with an annual cap of RMB35.00 million |
| "2026 Provision of Labour Services Cap" | The annual cap of RMB80.50 million regarding the Group's provision of labour services to Livzon MAB during the period from 1 January 2026 to 31 December 2026. |
| "2026 Provision of Labour Services Framework Agreement" | The framework agreement entered into between the Company and Livzon MAB on 30 December 2025 in relation to the continuing connected transaction regarding provision of labour services to Livzon MAB by the Group for the period from 1 January 2026 to 31 December 2026, with an annual cap of RMB80.50 million. |
| "2026 Purchase Cap" | The annual cap of RMB75.00 million regarding the Group's purchase of drugs from Livzon MAB during the period from 1 January 2026 to 31 December 2026 |
| "2026 Purchase Framework Agreement" | The framework agreement entered into between the Company and Livzon MAB on 30 December 2025 in relation to the continuing connected transaction regarding purchasing drugs from Livzon MAB by the Group for the period from 1 January 2026 to 31 December 2026, with an annual cap of RMB75.00 million |
| "2026 Water Electricity Cap" | The annual cap of RMB20.00 million regarding the Group's provision of water, electricity, steam, natural gas and sewage treatment from the Group to Livzon MAB during the period from 1 January 2026 to 31 December 2026 |
| "2026 Water Electricity Framework Agreement" | The framework agreement entered into between the Company and Livzon MAB on 30 December 2025 in relation to the continuing connected transaction regarding provision of water, electricity, steam, natural gas and sewage treatment from the Group to Livzon MAB for the period from 1 January 2026 to 31 December 2026, with an annual cap of RMB20.00 million |
| "associate(s)" | has the meaning ascribed to it under the Hong Kong Listing Rules |

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| "Board" | the board of Directors |
| "Company" | Livzon Pharmaceutical Group Inc.* (麗珠醫藥集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, the Shares of which are listed on the Shenzhen Stock Exchange and the Stock Exchange |
| "connected person(s)" | has the meaning ascribed to it under the Hong Kong Listing Rules |
| "controlling shareholder(s)" | has the meaning ascribed to it under the Hong Kong Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "Group" | collectively the Company and its subsidiaries |
| "Hong Kong" | Hong Kong Special Administrative Region of the PRC |
| "Hong Kong Listing Rules" | The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited, as amended and supplemented or otherwise modified from time to time |
| "independent third party (ies)" | a person or persons or a company or companies that is not or are not the connected person(s) of the Group |
| "Joincare" | Joincare Pharmaceutical Industry Group Co., Ltd.* (健康元藥業集團股份有限公司) (Shanghai Stock Exchange stock code: 600380), a joint stock company incorporated in the PRC and listed on the Shanghai Stock Exchange in 2001, and is a controlling shareholder of the Group |
| "Livzon MAB" | Livzon MABPharm Inc.* (珠海市麗珠單抗生物技術有限公司), a subsidiary indirectly owned as to 66.54% by the Company, which is a limited liability company established in the PRC in 2010 |
| "LivzonBio" | LivzonBio, Inc.*（珠海市麗珠生物醫藥科技有限公司）, a subsidiary directly owned as to 66.54% by the Company, which is a limited liability company established in the PRC in 2017 |
| "Pharmaceutical Factory" | Livzon Group Livzon Pharmaceutical Factory* (麗珠集團麗珠製藥廠), a wholly-owned subsidiary of the Company, which is a limited liability company established in the PRC in 1989 |
| "R&D" | research and development |

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| "PRC" | the People's Republic of China, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan district for the purpose of this announcement |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "Shanghai Stock Exchange" | the Shanghai Stock Exchange (上海證券交易所) |
| "Shareholder(s)" | holder(s) of the share(s) of the Company |
| "Shenzhen Stock Exchange" | the Shenzhen Stock Exchange (深圳證券交易所) |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "%" | per cent |

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

Zhuhai, China
30 December 2025

*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. Lin Nanqi and Mr. Qiu Qingfeng; the Employee Representative Director of the Company is Ms. Ran Yongmei; and the Independent Non-Executive Directors of the Company are Mr. Bai Hua, Mr. Luo Huiyuan, Ms. Cui Lijie and Ms. Wang Zhiyao.*

** For identification purpose only*