



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)

**REVISED PROXY FORM FOR THE SOLICITATION OF VOTING RIGHTS
BY INDEPENDENT NON-EXECUTIVE DIRECTOR
("REVISED INDEPENDENT DIRECTOR'S PROXY FORM") FOR USE
AT THE 2018 THIRD CLASS MEETING OF H SHAREHOLDERS TO BE HELD ON
WEDNESDAY, 5 SEPTEMBER 2018**

I/We ^(Note 1) _____

of _____

being the holder(s) of _____ H share(s) ^(Note 2)
of Livzon Pharmaceutical Group Inc.* (the "Company"), hereby confirm as the appointing party that I/we have, prior to signing this Revised Independent Director's Proxy Form, read carefully the full text of the report on the public solicitation of voting rights by the independent non-executive director of the Company prepared by the soliciting party for the current solicitation of voting rights published on 18 August 2018, the Notice and the Supplemental Notice convening the 2018 third class meeting of H Shareholders of the Company (the "H Shareholders' Class Meeting") to be held immediately after the conclusion of the 2018 third extraordinary general meeting and the 2018 third class meeting of holders of A shares of the Company (and at any adjournment thereof) on Wednesday, 5 September 2018 at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Revised Independent Director's Proxy Form or to amend the contents of this Revised Independent Director's Proxy Form in accordance with procedures specified in the report on the public solicitation of voting rights by the independent non-executive director.

Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Notice and the Supplemental Notice of the 2018 Third Class Meeting of H Shareholders dated 18 July 2018 and 18 August 2018 respectively.

As the appointing party, I/we hereby appoint Mr. Guo Guoqing, the independent non-executive director, as my/our proxy to attend the H Shareholders' Class Meeting (and any adjournment thereof) and to exercise voting rights in respect of the following matters to be considered at the H Shareholders' Class Meeting in accordance with instructions stipulated in this Revised Independent Director's Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows ^(note 3):

SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To consider and approve the 2018 Share Options Incentive Scheme of the Company (Revised Draft) and its summary:			
(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.			
2.	To consider and approve the Administrative Measures for Appraisal System of the 2018 Share Options Incentive Scheme of the Company.			
3.	To consider and approve at the general meeting for granting mandate to the board of directors to deal with matters regarding the 2018 Share Options Incentive Scheme.			

* Please refer to the Notice and Supplemental Notice of the 2018 Third Class Meeting of H Shareholders dated 18 July 2018 and 18 August 2018 respectively for the full text of the aforesaid resolutions. You should also read the circular to be despatched by the Company carefully before appointing any proxies.

Date: _____ 2018

Signature(s) ^(Note 4): _____

* For identification purpose only

Notes:

1. Full name(s) and address(es) (as shown in the register of members for H shares) to be inserted in **BLOCK CAPITALS**
2. Please insert the number of H shares registered in your name(s). If no number is inserted, this Revised Independent Director's Proxy Form will be deemed to relate to all the H shares registered in your name(s).
3. **Important:** if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". You may check only one of the three aforesaid boxes. The proxy in respect of any resolution for which more than one box or no box has been checked shall be deemed invalid. Your votes shall be used to compute the voting results of the resolutions concerned. Unless you have indicated otherwise in this Revised Independent Director's Proxy Form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the H Shareholders' Class Meeting other than those referred to in the notice convening the H Shareholders' Class Meeting. Any abstain vote will be counted in the calculation of the required majority. Where any shareholder is, under the rules governing the listing of securities on the Stock Exchange of Hong Kong limited, required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
4. This Revised Independent Director's Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. Where the shareholder is a legal person, the Revised Independent Director's Proxy Form should be executed under its common seal or under the hand of its director or a legal representative or an attorney duly authorised to sign the same. If the Revised Independent Director's Proxy Form is signed by an authorised person, the power of attorney or other documents of authorisation must be notified. **ANY ALTERATION MADE TO THIS REVISED INDEPENDENT DIRECTOR'S PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted by the Company to the exclusion of the votes any other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members for H shares of the Company.
6. In order to be valid, this Revised Independent Director's Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited, at 22/F, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 24 hours before the holding of the H Shareholders' Class Meeting or any adjournment thereof (the "**Latest Time**").
7. Completion and delivery of this Revised Independent Director's Proxy Form will not preclude you from attending and voting at the H Shareholders' Class Meeting if you so wish.
8. Any shareholder who has already lodged the initial independent director's proxy form, which was sent by the Company to shareholders on 18 July 2018 (the "**Initial Independent Director's Proxy Form**") with the Company should note that:
 - (i) if no Revised Independent Director's Proxy Form is lodged with the Company, the lodged Initial Independent Director's Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by such shareholder, but the vote on Resolution 1 as set out in the Initial Independent Director's 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 1 as set out in the supplemental notice of H Shareholders' Class Meeting which was published by the Company on 18 August 2018.
 - (ii) if the correctly completed Revised Independent Director's Proxy Form is lodged with the Company before the Latest Time, the Initial Independent Director's Proxy Form previously lodged by such shareholder will be revoked and superseded. The Revised Independent Director's Proxy Form, will then be treated as a valid proxy form lodged by the shareholder.
 - (iii) if the Revised Independent Director's Proxy Form is lodged with the Company after the Latest Time, the Revised Independent Director's Proxy Form will be invalid, and the Initial Independent Director's 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 Independent Director's Proxy Form or the Revised Independent Director's Proxy Form) will not be counted in any poll to be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Revised Independent Director's Proxy Form after the Latest Time. If such shareholders wish to vote at the H Shareholders' Class Meeting, they will have to attend and vote at the H Shareholders' Class Meeting in person.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Revised Independent Director's Proxy Form (the "**Purposes**"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.