



**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 2018 THIRD EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON WEDNESDAY, 5 SEPTEMBER 2018 (REVISED PROXY FORM)**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of a total of \_\_\_\_\_ <sup>(Note 2)</sup> A shares/H shares  
in the issued share capital of 麗珠醫藥集團股份有限公司Livzon Pharmaceutical Group Inc.\* (the "Company"), hereby appoint the Chairman of the meeting  
or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (Note 3) to attend and vote for me/us and on my/our behalf at the Company's 2018 third extraordinary general meeting (the "EGM") (and any adjournment thereof) to be held at the Conference Room on the 3rd Floor of Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China at 2:00 p.m. on Wednesday, 5 September 2018, in accordance with the instructions indicated below.

Please tick in the appropriate box to indicate how you wish to vote <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To consider and approve the Subsidiary Share Option Scheme and related matters.			
2.	To consider and approve the Proposed Grant of Subsidiary Share Options under the Subsidiary Share Option Scheme to Mr. Fu Daotian.			
SPECIAL RESOLUTIONS				
3.	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.			
4.	To consider and approve the Administrative Measures for Appraisal System of the 2018 Share Options Incentive Scheme of the Company.			
5.	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.			
6.	To consider and approve the increase of the registered capital of the Company.			
7.	To consider and approve the amendments to the articles of association of the Company.			

\* Please note that Mr. Guo Guoqing, the independent non-executive director, has sent a revised proxy form for the solicitation of voting rights by independent non-executive director (the "Revised Independent Director's Proxy Form") for the EGM in accordance with relevant regulations of the People's Republic of China to solicit votes from the Shareholders in respect of the special resolutions No. 3-5 set out above at the EGM. Should you wish to appoint Mr. Guo Guoqing as your proxy to vote for you and on your behalf at the EGM, please complete, sign and return the Revised Independent Director's Proxy Form to the Company's H Share Registrar, 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 holding of the EGM or any adjournment thereof. For the avoidance of doubt, if you wish to appoint persons other than Mr. Guo Guoqing as your proxy to vote on your behalf on resolutions at the EGM, you may complete and return this Revised Proxy Form only and disregard the Revised Independent Director's Proxy Form.

\*\* If you have completed and returned both this Revised Proxy Form and the Revised Independent Director's Proxy Form to the Company's H Share Registrar, Tricor Investor Services Limited, but have given inconsistent voting instructions on the resolutions concerned between this 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 the special resolutions No. 3-5 set out above.

Date: \_\_\_\_\_ 2018

Signature <sup>(Note 5)</sup>: \_\_\_\_\_

\* For identification purpose only

Notes:

1. Please insert the full name(s) and address(es) in **BLOCK CAPITALS**.
2. Please delete as appropriate for the class of share(s), and insert the number of share(s) registered under your name(s). If no number is inserted, this Revised Proxy Form will be deemed to relate to all the numbers and classes of shares of the Company registered under your name(s). If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. If any proxy other than the Chairman is preferred, strike out "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any Shareholder of the Company 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. The proxy need not be a Shareholder of the Company.
4. **IMPORTANT: If you wish to vote for a resolution, please tick in the box marked "For". If you wish to vote against a resolution, please tick in the box marked "Against". If you wish to abstain from voting on a resolution, please tick in the box marked "Abstain".** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Save as otherwise indicated in this Revised Proxy Form by you, your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the EGM. 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.
5. This Revised 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 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 Proxy Form is signed by an authorised person, the power of attorney or other documents of authorisation must be notarised. **ANY ALTERATION MADE TO THIS REVISED PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. 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 of the Company.
7. To be valid, this Revised Proxy Form and the notarised power of attorney or other documents of authorisation (if any) must be delivered to the Secretariat of the Board at Headquarters Building, 38 Chuangye North Road, Jinwan District, Zhuhai, Guangdong Province, China (postal code: 519090) (for A Shareholders) or the H Share Registrar of the Company, Tricor Investor Services Limited (for H Shareholders) of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the holding of the EGM (the "**Latest Time**").
8. Completion and return of the Revised Proxy Form will not preclude you from attending and voting at the meeting and any adjournment thereof in person, and in such event, this Revised Proxy Form shall be deemed to be revoked.
9. Unless otherwise indicated in the context in this Revised Proxy Form, capitalised terms defined in this Revised Proxy Form shall have the same meanings as defined in the Notice and the Supplemental Notice of the 2018 Third Extraordinary General Meeting dated 18 July 2018 and 18 August 2018 respectively.
10. 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 a 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.

**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 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.