



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)

**PROXY FORM FOR THE 2015 FIRST EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 13 MARCH 2015**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of a total of _____ ^(Note 2) 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 2015 first extraordinary general meeting (the
"EGM") (and any adjournment thereof) to be held at the Conference Room on the 2nd Floor of Livzon Building, 132 Guihua North Road,
Gongbei, Zhuhai, Guangdong Province, China at 2:00 p.m. on Friday, 13 March 2015, in accordance with the instructions indicated below.

Please tick in the appropriate box to indicate how you wish to vote ^(Note 4).

SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To consider and approve the Restricted Shares Incentive Scheme of the Company (Revised Draft) and its summary:			
	(A) Basis for determining the Incentive Participants and the scope of Incentive Participants of the Restricted Shares;			
	(B) Source, number and allocation of Restricted Shares;			
	(C) Validity period, date of grant, lock-up period, unlocking date and black out period of the Restricted Shares Incentive Scheme;			
	(D) Grant price of the Restricted Shares and the basis for determination;			
	(E) Conditions of granting and unlocking Restricted Shares;			
	(F) Adjustment methods and procedures of the Restricted Shares Incentive Scheme;			
	(G) Accounting treatment of the Restricted Shares;			
	(H) Procedures for grant and unlocking under the Restricted Shares Incentive Scheme;			
	(I) Rights and obligations of the Company and Incentive Participants;			
	(J) Handling unusual changes to the Company and Incentive Participants;			
	(K) Principles of repurchasing and cancelling the Restricted Shares.			
2.	To consider and approve the Administrative Measures for Appraisal System of the Share Incentive Scheme of the Company (Revised).			
3.	To consider and approve at the general meeting for granting mandate to the board of directors to deal with matters regarding the Restricted Shares Incentive Scheme.			

* Please note that Mr. Xu Yanjun, the independent non-executive director, has sent out a proxy form for the solicitation of voting rights by independent directors (the "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 resolutions relating to the Restricted Shares Incentive Scheme and its related matters (namely Special Resolutions Nos. 1-3 set out above) at the EGM. Should you wish to appoint Mr. Xu Yanjun as your proxy to vote for you and on your behalf at the EGM, please complete, sign and return the 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. Xu Yanjun as your proxy to vote on your behalf on resolutions at the EGM, you may complete and return this proxy form only and disregard the Independent Director's Proxy Form.

** If you have completed and returned both this proxy form and the 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 proxy form and the Independent Director's Proxy Form, your voting instructions given in the Independent Director's Proxy Form will be counted as your vote for or against resolutions in relation to the Restricted Shares Incentive Scheme and its related matters (namely Special Resolutions Nos. 1-3 set out above).

Date: _____ 2015

Signature ^(Note 5): _____

* 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 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 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.
5. This 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 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 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 PROXY FORM MUST BE INITIALLED 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 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 132 Guihua North Road, Gongbei, Zhuhai, Guangdong Province, China (postal code: 519020) (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.
8. Completion and return of the proxy form will not preclude you from attending and voting at the meeting and any adjournment thereof in person, and in such event, this proxy form shall be deemed to be revoked.
9. Unless otherwise indicated in the context in this proxy form, capitalised terms defined in this proxy form shall have the same meanings as defined in the Notice of the 2015 First Extraordinary General Meeting dated 26 January 2015.