

Security code: 000513, 200513 Security abbreviation: Livzon Group, Livzon B

Notice NO.: 2013-【】

Livzon Pharmaceutical Group Incorporated

Public Notice on Holding the 1st Extraordinary Shareholders Meeting of 2013

This Company and the directors, supervisor, and senior management thereof hereby guarantee the authenticity, accuracy and completeness of the public notice, and there is no false representation, misleading statements or serious omissions.

This Company is scheduled to hold the 1st Extraordinary Shareholders Meeting of 2013 on Feb.20th, 2013, subject to the review and approval of the 14th session of the 7th Board of Directors of Livzon Pharmaceutical Group Incorporated (hereinafter referred to as “The Company”). Matters concerned are as following:

I. Basic information of the meeting

1. Convener: the Board of the Company
2. Date of the meeting: time for meeting on site: 14:00 PM, Feb., 20th, 2013

Online voting time: Feb., 19th, 2013-Feb., 20th, 2013

Among this, the online voting time via transaction system of Shenzhen Stock Exchange is 9:30—11:30, 13:00—15:00, Feb. 20th, 2013, the online voting time via the voting system of Shenzhen Stock Exchange is at any time during 15:00, Feb., 19th, 2013--15:00, Feb. 20th, 2013,

3. Meeting site: 2F meeting room, No.132 of Guihua North Rd., Gongbei, Zhuhai

4. Way of holding: spot voting, online voting and solicitation voting (hereinafter referred to as Solicitation Voting) of independent directors combined.

Companies will be use the transaction system and online voting system of SZSE to provide a platform for online voting (<http://wltp.cninfo.com.cn>), shareholders of the Company can vote at the specified time period via the two systems. For details of solicitation vote, please refer to Statement for Independent Directors to Solicit Voting Right.

For one share, you are eligible for using one of the three voting approaches, site voting, online voting and solicitation voting.

For repeated voting, the first one will prevail.

5. Participants of the meeting

(1) A-share holders of the Company registered at Shenzhen Branch of China Securities Depository and Clearing Corporation Limited and registered by the date of Feb., 5th, 2013 when Shenzhen Stock Exchange closed for the day, and B-shareholders registered at Shenzhen Branch of China Securities Depository and Clearing Corporation Limited and registered by the date of Feb., 2th, 2013 when Shenzhen Stock Exchange closed for the day. In case any shareholder is not able to attend the meeting, the proxy can present who does not have to be the shareholder of the Company.

(2) All the directors of the Company, supervisor and senior management

(3) The witnessing lawyer employed by the Company.

II. Review items during the meeting

1. Proposal on Listing Location Change and Listing and Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong Co. Limited via introduction

2. Proposal on Submission to the General Meeting of Shareholders for Authorizing BOD and the Personnel thereof about Listing Location Change and Listing & Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong co., Limited via introduction

3. Proposal on Change of Company to a Foreign Offering Co., Ltd.

4. Proposal on Articles of Association of Livzon Pharmaceutical Group Inc.

(A+H)>(Draft)

5. Proposal on the Valid Period of Resolution of Listing Location Change and Listing and Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong Co., Limited via introduction

The above mentioned proposals have been disclosed on this notice day on the media specified by the Company and Juchao info. (<http://www.cninfo.com.cn/>)

Special hint: as this plan is related to provisions of "other items that have major impact on the Company which necessitate special resolution" stated in Company Law and Articles of Association of Livzon Pharmaceutical Group Inc., at the same time, this is also related to alteration of B-shareholder, to protect their right, this plan needs approval of 2/3 of the B-shareholders besides the approval of the general meeting of shareholder.

The Company will have separate account for all the shareholders presenting at the general meeting of shareholders and B-shareholders, and approval is upon 2/3 of shareholders presenting at the general meeting of shareholders and all B-shareholder separately, then this plan can be implemented.

The above proposals are mutually conditional, they are integral and inseparable, in case of any of them failed to pass the general meeting of shareholders, this plan should be stopped.

III. Registration of the meeting

1. File requirement for institutional shareholder and individual shareholder that meet the above requirements shall present for the meeting registration

(1) the institutional shareholder shall present at the meeting or the legal proxy thereof. The institutional shareholder should present identity card, legal representative certificate and shareholding list; for the proxy thereof, he or she should present the identity card, the authorization for proxy and shareholding list that are presented by the legal representative of institutional shareholder.

(2) For the individual shareholders, he or she shall present identity card, shareholding list; for the proxy thereof he or she shall present identity card, copy of identity card of the entrusting party, authorization for proxy and

shareholding list

2. How to get registered: site registration or correspondence or fax, the time for correspondence or fax is Feb., 5th, 2013—Feb., 19th, 2013(Working days, 8:30-11:50 AM, and 13:00-17:00 PM

3. Registration site: secretariat of board of directors, No.132 North Guihua Rd. Gongbei, Zhuhai City, Guandong Province.

IV. How to vote online

1. Vote via SZSE voting system

(1) Voting code: 360513;

(2) Voting short form: Livzon voting;

(3) The online voting time is 9:30-11:30 in the morning and 13:00-15:00 in the afternoon, for voting procedure, please refer to the subscribe procedure for new share of SZSE.

(4) On the voting day, on “Livzon voting”, “Closing price of yesterday” show the proposal total for review of this general meeting of shareholders;

(5) Vote the transaction system:

① when to vote, choose Buy for the Buy/Sell;

② Under the Entrusted Price, fill in the Proposal No. for the general meeting of shareholders, 100 stands for the total proposal, 1.00 stands for Proposal 1, and 2 for Proposal 2, following the same way for the rest. Subscribe the entrusted price for each proposal separately. If shareholder votes for the Total Proposal, then it will be deemed as the same opinion for all the proposals.

The corresponding entrusted price is as the following table:

Proposal No.	Proposals	Entrusted price (Yuan)
Total proposal	Proposal 1-5 needed to be reviewed for this general meeting of shareholders	100
1	Proposal on Listing Location Change and Listing and Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong Co. Limited via introduction	1.00
2	Proposal on Submission to the General Meeting of Shareholders for Authorizing BOD and the Personnel	2.00

	thereof about Listing Location Change and Listing & Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong co., Limited via introduction	
3	Proposal on Change of Company to a Foreign Offering Co., Ltd.	3.00
4	Proposal on Articles of Association of Livzon Pharmaceutical Group Inc. (A+H)>(Draft)	4.00
5	Proposal on the Valid Period of Resolution of Listing Location Change and Listing and Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong Co. Limited via introduction	5.00

③ Under Entrusted Quantity, fill in the opinion or the vote number: 1 for consent, 2 for against 3 for abstain

Table for Entrusted Quantity for Opinions

Opinions	Entrusted Quantity
Consent	1 share
Against	2 shares
Abstain	3 shares

④ During the review of several proposals, if the shareholder wants to yes to all, you can use Total proposal for voting;

⑤ If the shareholder has repeated voting for Total proposal and the single proposal via online voting, the first time will prevail.

If the shareholder votes for the relevant proposal and then vote for the total proposal, then the previous one should prevail, the rest proposal will be upon the total proposal voting, if the shareholder votes for the total proposal first, and the individual proposal, the total proposal voting should prevail.

⑥ To vote the same proposal, you can only subscribe once, and you can't cancel.

⑦ Subscription that contradicts the above provision, will be viewed as not

participate in the voting.

2. How to vote via internet voting system

(1) Online voting via internet voting system is 15:00, Feb., 19th 2013(1 day before the general meeting of shareholders on site, the closing time is 15:00, Feb., 20th, 2013(the closing day of the general meeting of shareholders).

(2) For shareholders that vote online via internet voting system, identification is needed according to the Implement provisions for online identification of investors for SZSE, to get a “digital certificate of SZSE” or “Service Password for Investors of SZSE”. To apply for the password, please log onto <http://wltp.cninfo.com.cn> to register, in password service area, fill in the relevant information and set the service password. If the server password is sent out before 11:30 AM, you can use it the next day. To apply for digital certificate, you can apply with Shenzhen Security Information Company or other entrusted issuing agency.

(3) With service password or digital certificate, the shareholder can log onto <http://wltp.cninfo.com.cn>, at the specified time, to vote online via the SZSE internet voting system.

3. Other matters worthy of attention for online voting.

(1) The online voting system accounts the result according to the account number of shareholders, for the same account, if you vote via both the transaction system and voting system of SZSE, the result will take the first time voting.

(2) If there is several proposals, one shareholder only vote for one or several proposals, when calculated, the shareholder will be deemed as presenting at the general meeting of shareholders, and will be among the total of shareholders; for other proposals that the shareholders didn't vote will be deemed as abstain them.

5. Other matters

(1) Meeting contact:

Contact; Li Rucai, Wang Shuguang

Add.: Secretariat of BOD of Livzon Pharmaceutical Group Inc., No.132, North Guihua Rd., Gongbei, Zhuhai

Zip code: 519020

Tel.: (0756) 8135888

Fax: (0756) 8891070

(2) Meeting cost: Attendees will be responsible for food, accommodation and traffic on their own

6. References

Resolution of the 14th session of the 7th board of directors of the Company, and public notice document.

**Board of Directors
Livzon Pharmaceutical Group
Inc.
Jan.30th, 2013**

Appendix: Proxy for the 1st extraordinary shareholders meeting of 2013 of Livzon Pharmaceutical Group Inc.

Livzon Pharmaceutical Group Inc. Proxy for the 1st Extraordinary Shareholders Meeting of 2013

Mr.(Mrs.)_____ is hereby entrusted to present at the 1st extraordinary shareholders meeting of 2013 of Livzon Pharmaceutical Group Inc., and execute the voting right for the proposals in accordance with

following instructions.

SN.	Proposals	Opinion		
		Con sent	Agai nst	Abst ain
1	Proposal on Listing Location Change and Listing and Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong Co. Limited via introduction			
2	Proposal on Submission to the General Meeting of Shareholders for Authorizing BOD and the Personnel thereof about Listing Location Change and Listing & Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong co., Limited via introduction			
3	Proposal on Change of Company to a Foreign Offering Co., Ltd.			
4	Proposal on Articles of Association of Livzon Pharmaceutical Group Inc. (A+H)>(Draft)			
5	Proposal on the Valid Period of Resolution of Listing Location Change and Listing and Trading of Domestically listed Foreign Shares on Main Market of Stock Exchange of Hongkong Co. Limited via introduction			

The trustor entrusts the trustee to tick in the box among “Consent”, “Against”, “Abstain”, for the same proposal, multiple authorization is not allowed. In case the trustor did not indicate for the proposal or has multiple authorized indication for one proposal, then the trustee can vote on his discretion for the above proposal or proposals with multiple authorized indication.

Trustor signature (Company stamp) :

Trustee signature:

Trustor ID Card No.:

Trustee ID Card No.

Stock account of trustor:

Stock quantity of trustor:

Entrusting date:

Date Month, 2013

(The newspaper clipping, copies or self-made of the above format are all valid)