

Livzon Pharmaceutical Group Inc.

Statement for Independent Directors to Solicit Voting Right

Important Note

To have the minority shareholders more involved in the voting activity in the first extraordinary shareholders meeting of Livzon Pharmaceutical Group Inc., (hereinafter referred to "Livzon Group" or "the Company"), to protect the rights of minority shareholders, according to the entrustment of independent directors from the 7th board of directors of Livzon Pharmaceutical Group Inc., the dependent director, Mr. Luo Xiaosong, as the solicitor, is scheduled to solicit votes among the general shareholders regarding the proposals to be reviewed during the 1st extraordinary shareholders meeting which will happen on 20th, Feb, 2013.

CSRC(China Securities Regulatory Commission), Shenzhen Stock Exchange and other government agency have not present any opinion in terms of the authenticity, accurateness, and completeness of the content, they shall bear no liability for the content of this statement, any statement that contradict this shall be deemed as false statement.

I. Statement of the solicitor

As the solicitor for the voting right, I, Luo Xiaosong, authorized by Mr. Wang Junyan and Yang Bin the independent directors, prepares and sign this statement, which is for the purpose of soliciting shareholders' voting right in the first extraordinary shareholders meeting of 2013 of the Company.

The solicitor assures that the Statement has no false record, misleading presentation, or material omission, and takes legal responsibility for its actuality, accuracy, and integrity, and promises no security frauds, such as internal trade and market manipulation.

The action of soliciting voting right processes for free. The statement shall be published in newspapers and magazines appointed by departments in charge. No information could be disclosed without authorization. The solicitation accords with duties of independent directors of listed companies. Information disclosed wouldn't contain any false and misleading presentation. The solicitation has been approved by other

independent directors of the Company. The solicitor has signed the statement, which wouldn't violate or conflict with any provision in Articles of Association or internal systems.

II. Basic information of the Company and items of the solicitation

1. Basic information of the Company:

Chinese name:: 丽珠医药集团股份有限公司

English name: LIVZON PHARMACEUTICAL GROUP INC.

Chinese abbreviation: 丽珠集团

English abbreviation: LIVZON GROUP

Date of initial registration: Jan. 26th, 1985

Registered Capital: 295,721,852 Yuan

Business license registration NO: 440400400032571

Legal representative: Zhu Baoguo

Board secretary: Li Rucai

Registered address: No.132, North Guihua Rd.,Gongbei, Zhuhai, Guangdong Province

Stock exchange on which the Company is listed: SZSE (Shenzhen Stock Exchange)

Stock short form : Livzon Group, Livzon B

Stock code: 000513 (A Share) , 200513 (B Share)

Office address: Livzon Mansion, No.132, North Guihua Rd.,Gongbei, Zhuhai, Guangdong Province

Zip code: 519020

Tel: (0756) 8135888

Website: <http://www.livzon.com.cn>

E-mail: LIVZON_GROUP@livzon.com.cn

2. Solicitation Items

The solicitor would solicit all the shareholders of the Company to review the following proposals in the 1st extraordinary shareholders Meeting of 2013,

Proposal on the Change of Listing Location for Domestically Listed Foreign Shares of the Company, as well as the Scheme on the Company's Mainboard Listing and Trade by Introduction in The Stock Exchange of Hong Kong Ltd.,

Proposal on Applying Authorization from the General Shareholders Meeting of the Company for the Company Board and Authorized People thereof to Process Issues Related to the change of Listing Location for Domestically Listed Foreign Shares, as well as the Company's Mainboard Listing and Trade by Introduction in the Stock Exchange of Hong Kong Ltd. with Full Authority,

Proposal on Confirming People Authorized by the Board, Proposal on Change of Company to a Foreign Offering Co., Ltd., Proposal on Articles of Association of Livzon Pharmaceutical Group Inc. (A+H)>(Draft) , Proposal on Applying the Authorization from General Shareholders Meeting of the Company for Guosen Securities Co., Ltd. to Open H-share Account in Guosen Securities (Hong Kong) Co., Ltd. and Provide Custodian Service for H Shares of the Company as the Nominal Holder, 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

3. The signing date of the solicitation statement entrusted for soliciting voting right: Jan.30th, 2013

III. Basic information of the Shareholders General Meeting

For details of convening of the General Meeting of Shareholders , please kindly refer to Notice on the 1st Extraordinary Shareholders Meeting of 2013

IV. General information of the solicitor

1. Mr. Luo Xiaosong, the present independent director of the Company, is the solicitor to solicit voting right. His general information shows as below:

Mr. Luo Xiaosong, aged 38, Bachelor degree, register accountant, in 2000 he Graduated from Xi'an Jiaotong University, majored in accounting, he worked as finance supervisor for Shenzhen Blessed Life Pharmaceutical Chained Company, Wanji Group from 2000 to 2002, from 2002 to 2005, he worked as the finance manager of Shenzhen Lisida Daily Chemicals Co., Ltd., from 2005 to today he is working as the department manager of Shenzhen Changcheng Accounting Firm. Starting form June, 2008, he is working as the independent director of this Company.

1. The solicitor has neither been punished by violating security laws, nor involving in significant civil actions or arbitrations concerning economic disputes so far.
2. The solicitor doesn't achieve any agreement or arrangement with his immediate

family on issues related to the Company's equity; as an independent director of the Company, he clarifies no stake between directors, senior management, major shareholders and their related parties, on issues concerning the solicitation of the Company and himself.

V. Votes from the solicitor for solicitation items

As an independent director of the Company, the solicitor presented at the 14th session of the 7th board of directors convened on Jan.30th, 2013 of the Company, and took affirmative votes for 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, 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, Proposal on Authorized Personnel of BOD, Proposal on Change of Company to a Foreign Offering Co., Ltd., Proposal on Articles of Association of Livzon Pharmaceutical Group Inc. (A+H)>(Draft), Proposal on Applying the Authorization from General Shareholders Meeting of the Company for Guosen Securities Co., Ltd. to Open H-share Account in Guosen Securities (Hong Kong) Co., Ltd. and Provide Custodian Service for H Shares of the Company as the Nominal Holder, 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.

VI. Solicitation Plan

According to current laws, administration rules, regulatory documents, Articles of Association, the solicitor has prepared the plan for soliciting voting right. The details are as below:

(I) Object party for solicitation: A-shareholders 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., 8th, 2013 when Shenzhen Stock Exchange closed for the day.

(II) Solicitation period: From Feb.5th, 2013 to Feb.19th, 2013(Working days, 9:00am—11:30am, 13:30pm—17:00pm).

(III) Solicitation method: Publicly publishing announcements on China Securities Journal, Securities Times, and www.cninfo.com.cn to solicit voting right as entrusted

(IV) Solicitation procedures and steps:

1. Fill the Proxy Form for Independent Directors to Solicit Voting Right Authorization (hereinafter referred as Proxy Form of Authorization) step by step according to the format confirmed by the attachment of the Statement

2. Submit the Proxy Form of Authorization signed by the authorizer and other related documents to the secretariat of the board of directors entrusted by the solicitor; The secretariat of the board of directors will sign and collect the Proxy Form of Authorization and other related documents this solicitation for voting right, which include

(1) Following materials should be submitted if the shareholder entrusted for voting is institutional shareholder:

- ①Copy of current and effective corporate business license;
- ②Original copy of identity certification for legal representative;
- ③Original of the Proxy Form of Authorization(signed by the legal representative; if it is entrusted signature, then authorization form of the legal representative which is notarized should be provided); and
- ④Stock Account Card of the legal representative.
- ⑤ Holding list for the registration date after the closing(Original with a stamp form business department of entrusted security company)

(Note: Any and all the files provided per this provision by the institutional shareholder, should be signed and stamped page by page by the legal representative)

(2) Following materials should be submitted if the shareholder entrusted for voting is individual shareholder:

- ①Copy of identity card of the shareholder;
- ②Original copy of the Proxy Form of Authorization; and
- ③Stock Account Card.
- ④Holding list for the registration date after the closing(Original with a stamp form business department of entrusted security company)

(Note: authentic signature of the individual shareholder is required)

(3) If the Proxy Form of Authorization is signed by other people authorized by the shareholder, the Proxy Form of Authorization should be notarized by notary organs, and the original copy shall be submitted together with the notary form. The Proxy Form of Authorization signed by the shareholder or legal representative of the shareholder's entity doesn't need to be notarized.

3. When the shareholder entrusting other party to vote has, in line with the aforesaid item 2, prepared related documents well, the Proxy Form of Authorization and related documents should be delivered by specially-assigned person or registered letter, or express mail to the appointed address of the Statement within the solicitation period; If the documents are delivered by registered letter or express mail, the signing of receipt by the BOD office will be deemed as formal receiving.

The appointed address for the Proxy Form of Authorization and related documents delivered from is:

Add.: 9th floor, No.132, North Guihua Rd.,Gongbei, Zhuhai

Secretariat of BOD of Livzon Pharmaceutical Group Inc.

Zip code: 519020

Tel.: (0756) 8135839、8135993

Fax: (0756) 8891070

Please kindly seal all the submitted documents well, specify the contact telephone number and contact person of the shareholder entrusting other party to vote, and mark out the "Proxy Form for Independent Directors to Solicit Voting Right Authorization" in prominent place.

(V) When the submitted documents from the shareholder entrusted arrive, the witnessing layer will have form review of the documents from institutional shareholder and individual shareholder. Those that are deemed valid after the review will be handed over to the solicitor. Beside the authorization of the shareholder shall also meet the following conditions to be valid:

1. In accordance with solicitation procedures of the Statement, the Proxy Form of Authorization and related documents have arrived at appointed address;
2. The Proxy Form of Authorization and related documents have been submitted in solicitation period;
3. The shareholder has, in light of forms regulated by the attachment of the

Statement, filled and signed the Proxy Form of Authorization with clear authorized content, as well as complete and effective related documents to submit;

4. The submitted Proxy Form of Authorization and related documents accord with recorded content in stock transfer books.

(VI) If the shareholder authorize and entrust the solicitor repeatedly in terms of items for voting right solicitation, but the authorized content differentiates from each other, the Proxy Form of Authorization signed by the shareholder at the last time shall be the effective one. If the signature time can't be told, the Proxy Form of Authorization received in the last shall be the effective one.

(VII) After the shareholder has authorized and entrusted the solicitor in terms of items for voting right solicitation, the shareholder can personally present or let the entrusted party present at the meeting.

(VIII) Should any of the circumstances occur to authorization previously confirmed effective, the solicitor can process according to following instructions:

1. When the shareholder has authorized the solicitor in terms of items for voting right solicitation, but cancels the authorization for the solicitor in written form before the deadline of registration period for field meeting, the solicitor will affirm that the authorization for solicitor is automatically invalid;

2. When the shareholder authorizes other parties other than the authorized solicitor in terms of items for voting right solicitation to register and present at the meeting, and has cancelled the authorization for the solicitor in written form before the deadline of registration period for field meeting, the solicitor will affirm that the authorization for solicitor is automatically invalid;

3. The shareholder should clarify the voting instruction in the submitted Proxy Form of Authorization, and select an item among "Consent", "Against" and "Abstain". If one more items are chosen or no item is chosen, the solicitor shall affirm that the authorization is invalid.

VII Special hint

Due to the special nature of solicitation of voting right, the witnessing layer only has the form review of the Proxy Form of Authorization, he shall not be liable for the review of the authenticity of the signature and stamp on the relevant documents, the Proxy Form of Authorization and the relevant supporting documents shall be deemed as valid as long as they satisfy the form requirements stated in this statement. Therefore, we

hereby remind the shareholders to protect your voting right with attention.

Solicitor: Luo Xiaosong
Jan.30th, 2013

Appendix:

Livzon Pharmaceutical Group Incorporated**Authorization for Independent Directors to Solicit Voting Right**

As the entrusting party, I/The company confirms that I/the company have/has seriously read the full text of the Statement for Independent Directors to Solicit Voting Right of Livzon Pharmaceutical Group Incorporated, Notice on the 1st Extraordinary Shareholders Meeting of 2013 of Livzon Group, and other documents, and has thoroughly understood circumstances related to items for voting right solicitation. Before registration for the field meeting, according to procedures confirmed by the Statement for Independent Directors to Solicit Voting Right, I/the company am/is authorized to cancel the authorization claimed in the Proxy Form of Authorization for the solicitor, or amend the Proxy Form of Authorization at any time.

As the entrusting party, I/The company now authorize Mr. Luo Xiaosong the Independent Director of Livzon Pharmaceutical Group Incorporated as the proxy of me/the company to present at the 1st Extraordinary Shareholders Meeting of 2013 of Livzon Pharmaceutical Group Incorporated and execute voting right according to instructions in the Proxy Form of Authorization for the following items reviewed by the meeting.

Voting opinion of I/ the company towards items for voting right solicitation:

Prop osal No.	Proposals	Voting intention		
		Cons ent	Abst ain	Agai nst
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			

Note: The voting symbol in the Proxy Form of Authorization is “√”. Please kindly select “Consent”, “Against”, or “Abstain”, and tick in corresponding forms according to the opinion of entrusting party for the aforesaid items for review. You can only choose one item among the three.

If one more items are chosen or no item is chosen, the vote shall be regarded as authorized to the proxy and the vote shall be confirmed as “abstain”.

Signature (Seal) of the entrusting party:

Identity Card No. or Registration No. of Business License:

Shareholder Account No.:

Quantity of shares held:

Signature Date:

Valid term of the authorization: from the signature date to the end of the 1st Extraordinary Shareholders Meeting of 2013

(Note: The copy of this table is valid)