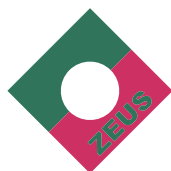


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## **Zhongzhi Pharmaceutical Holdings Limited**

**中智藥業控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 3737)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the announcement of Zhongzhi Pharmaceutical Holdings Limited (the “**Company**”) dated 8 January 2016 in relation to the adoption of share award plan (the “**Announcement**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Further to the Announcement, the Company would like to disclose that Acheson Limited and its ultimate beneficial owners are independent third parties of the Company and its connected persons. The other trustee(s) to the Plan, who are to be appointed at the discretion of the Company, will also be independent third parties of the Company and its connected persons.

The Company would like to further disclose that the Trustee is not an associate of a connected person under Rule 14A.12(1)(b) because the Plan is an employees’ share scheme established for a wide scope of participants with over 2,200 employees being Eligible Persons under the Plan and the connected persons’ aggregate interests in the Plan are less than 30%.

The Company would also like to disclose that the Shares held by the Trustee under the Plan are not regarded as being “in public hands” under Rule 8.24. The controlling shareholders, Mr. Lai Zhi Tian (“**Mr. Lai**”) and his connected persons are currently holding 65.67% interest of the Company. Since the aggregate number of shares awarded under the Plan shall not exceed 1% of the issued share capital of the Company, the aggregate number of Shares to be held by the Trustee together with the interest of Mr. Lai and his connected persons will not exceed 75% of the issued shares of the Company. Thus the Company will be able to maintain the minimum public float requirement.

By order of the Board  
**Zhongzhi Pharmaceutical Holdings Limited**  
**Mr. Lai Zhi Tian**  
*Chairman and executive director*

Hong Kong, 22 January 2016

*As at the date of this announcement, the Board comprises seven directors. The executive directors are Mr. Lai Zhi Tian, Ms. Jiang Li Xia, Ms. Mou Li and Mr. Cao Xiao Jun. The independent non-executive directors are Mr. Ng Kwun Wan, Mr. Wong Kam Wah and Mr. Zhou Dai Han.*