

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended (dd/mm/yyyy) : 31/5/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Zhongzhi Pharmaceutical Holdings Limited

Date Submitted 1/6/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>3737</u> Description : <u>ZHONGZHI PHARM</u> |                        |                               |  |
|--|------------------------|-------------------------------|--|
|  | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                              | <u>1,560,000,000</u>   | <u>HK\$0.01</u>               | <u>HK\$15,600,000.00</u>                     |
| Increase/(decrease)  | <u>Nil</u>             |                               | <u>Nil</u>                                   |
| Balance at close of the month                                    | <u>1,560,000,000</u>   | <u>HK\$0.01</u>               | <u>HK\$15,600,000.00</u>                     |

  

| (2) Stock code : <u>--</u> Description : <u>--</u> |                        |                               |  |
|--|------------------------|-------------------------------|--|
|  | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |
| Balance at close of preceding month                | <u></u>                | <u></u>                       | <u></u>                                      |
| Increase/(decrease)                                | <u></u>                |                               | <u></u>                                      |
| Balance at close of the month                      | <u></u>                | <u></u>                       | <u></u>                                      |

## 2. Preference Shares

|   |                                |  |  |
|---|--------------------------------|--|--|
| Stock code :   --                    Description :   -- |                                |  |  |
|   | No. of<br>preference<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                     | _____                          | _____                                      | _____  |
| Increase/(decrease)                                     | _____                          | _____                                      | _____  |
| Balance at close of the month                           | _____                          | _____                                      | _____  |

## 3. Other Classes of Shares

|   |                                      |  |  |
|---|--------------------------------------|--|--|
| Stock code :   --                    Description :   -- |                                      |  |  |
|   | No. of other<br>classes of<br>shares | Par value<br>( <i>State<br/>currency</i> ) | Authorised share<br>capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month                     | _____                                | _____                                      | _____  |
| Increase/(decrease)                                     | _____                                | _____                                      | _____  |
| Balance at close of the month                           | _____                                | _____                                      | _____  |

Total authorised share capital at the end of the month (*State  
currency*) :

**HK\$15,600,000.00**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares |     | No of preference shares | No. of other classes of shares |
|---------------------------------------|------------------------|-----|-------------------------|--------------------------------|
|                                       | (1)                    | (2) |                         |                                |
| Balance at close of preceding month   | <b>800,000,000</b>     | --  | --                      | --                             |
| Increase/ (decrease) during the month | <b>Nil</b>             | --  | --                      | --                             |
| Balance at close of the month         | <b>800,000,000</b>     | --  | --                      | --                             |

## III. Details of Movements in Issued Share Capital

### Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |                            |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|---------------------------|-----------|----------------------------|--------|--|---|
|  | Granted                   | Exercised | Cancelled                  | Lapsed |  |   |
| 1.Exercise Price<br>HK\$   |                           |           |                            |        |  |   |
| Meeting approved<br>( / / )  |                           |           |                            |        |  |   |
| Ordinary shares<br>(Note 1)  | --                        | --        | --                         | --     | --   | --  |
| 2.Exercise Price<br>HK\$   |                           |           |                            |        |  |   |
| Meeting approved<br>( / / )  |                           |           |                            |        |  |   |
| Ordinary shares<br>(Note 1)  |                           |           |                            |        |  |   |
| 3.Exercise Price<br>HK\$   |                           |           |                            |        |  |   |
| Meeting approved<br>( / / )  |                           |           |                            |        |  |   |
| Ordinary shares<br>(Note 1)  |                           |           |                            |        |  |   |
|  |                           |           | Total A. (Ordinary shares) |        | --   |   |
|  |                           |           | (Preference shares)        |        | --   |   |
|  |                           |           | (Other class)              |        | --   |   |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |                            | --     |  |   |

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency<br>of nominal<br>value | Nominal value<br>at close of<br>preceding<br>month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---------------------------------|--|----------------------------------|---|---|---|
| 1.<br>_____<br>_____<br>_____   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| 2.<br>_____<br>_____<br>_____   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| 3.<br>_____<br>_____<br>_____   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| 4.<br>_____<br>_____<br>_____   | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| (    /    /    )<br>Stock code (if listed) _____<br>Class of shares<br>issuable (Note 1) _____<br>Subscription price _____<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy) _____ (    /    /    ) | _____                           | _____  | _____                            | _____                                     | _____   | _____   |
| Total B.    (Ordinary shares) _____<br>(Preference shares) _____<br>(Other class) _____   |                                 |  |                                  |   |   |   |

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description  | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month     | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|--------------------------------|------------------------------------|----------------------------|----------------------------------|--|---|
| 1.<br>_____<br>_____<br>_____  |                                |                                    |                            |                                  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                  |  |   |
| 2.<br>_____<br>_____<br>_____  |                                |                                    |                            |                                  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                  |  |   |
| 3.<br>_____<br>_____<br>_____  |                                |                                    |                            |                                  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                  |  |   |
| 4.<br>_____<br>_____<br>_____  |                                |                                    |                            |                                  |  |   |
| Stock code (if listed) _____<br>Class of shares issuable ( <i>Note 1</i> ) _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / ) |                                |                                    |                            |                                  |  |   |
|  |                                |                                    |                            | Total C. (Ordinary shares) _____ |  |   |
|  |                                |                                    |                            | (Preference shares) _____        |  |   |
|  |                                |                                    |                            | (Other class) _____              |  |   |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|--|---|
| 1. _____<br>_____<br>_____ ( / / )<br>_____ shares (Note 1)   |  |   |
| 2. _____<br>_____<br>_____ ( / / )<br>_____ shares (Note 1)   |  |   |
| 3. _____<br>_____<br>_____ ( / / )<br>_____ shares (Note 1)   |  |   |
| _____<br>_____ Total D. (Ordinary shares)<br>_____ (Preference shares)<br>_____ (Other class)           |  |   |

Other Movements in Issued Share Capital

| Type of Issue |              |            |                      | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |       |
|---------------|--------------|------------|----------------------|---|---|-------|
| 1.            | Rights issue | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |
| 2.            | Open offer   | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |
| 3.            | Placing      | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |
| 4.            | Bonus issue  |            |                      | Class of shares issuable (Note 1) _____<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | _____   | _____ |

| Type of Issue |                      |            |                      | No. of new shares of issuer issued during the month pursuant thereto  | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |       |
|---------------|----------------------|------------|----------------------|---|---|-------|
| 5.            | Scrip dividend       | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / ) | _____   | _____ |
| 6.            | Repurchase of shares |            |                      | Class of shares repurchased (Note 1) _____<br>Cancellation date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / )     | _____   | _____ |
| 7.            | Redemption of shares |            |                      | Class of shares redeemed (Note 1) _____<br>Redemption date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / )          | _____   | _____ |
| 8.            | Consideration issue  | At price : | State currency _____ | Class of shares issuable (Note 1) _____<br>Issue and allotment date : ( dd/mm/yyyy ) ( / / )<br>EGM approval date: ( dd/mm/yyyy ) ( / / ) | _____   | _____ |



| Type of Issue              |            |   | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|------------|---|--|---|
| 9. Capital reorganisation  |            |   |  |   |
|                            |            | Class of shares issuable (Note 1) _____         |  |   |
|                            |            | Issue and allotment date : (dd/mm/yyyy) ( / / ) |  |   |
|                            |            | EGM approval date: (dd/mm/yyyy) ( / / )         |  |   |
|                            |            |   | _____  | _____   |
| 10. Other (Please specify) | At price : | State currency _____                            | Class of shares issuable (Note 1) _____                              |   |
|                            |            |   | Issue and allotment date : (dd/mm/yyyy) ( / / )                      |   |
|                            |            |   | EGM approval date: (dd/mm/yyyy) ( / / )                              |   |
|                            |            |   |  | _____   |
|                            |            |   | Total E. (Ordinary shares)   | Nil   |
|                            |            |   | (Preference shares)  | --  |
|                            |            |   | (Other class)  | --  |

|   |     |     |
|---|-----|-----|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | Nil |
|   | (2) | --  |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | --  |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | --  |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |     |

Remarks (if any):

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Submitted by: Tricor Investor Services Limited

Title: Branch share registrar  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*