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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Zhongzhi Pharmaceutical Holdings Limited (the “**Company**”) will be held at Units A-H on the 20th Floor, Dream City Office Tower, Mei Lin Lu, Futian Qu, Shenzhen, the People’s Republic of China on Friday, 13 October 2017 at 2:30 p.m. (the “**EGM**”), for the following purposes:

ORDINARY RESOLUTION

As ordinary business to consider and, if thought fit, pass, with or without modification the following resolution as ordinary resolution:

- (a) the declaration and payment of an interim dividend of HK1.875 cents per ordinary share (the “**Shares**”) out of the share premium account of the Company (the “**Interim Dividend**”) to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of Directors (the “**Board**”) for determining the entitlements to the Interim Dividend be and is hereby approved; and
- (b) any Director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Interim Dividend.

By order of the Board
Zhongzhi Pharmaceutical Holdings Limited
Lai Zhi Tian
Chairman

Hong Kong, 20 September 2017

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarter, head office and principal place of
business in Hong Kong:*

Unit 10B, 15/F
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (i.e. 2:30 p.m. on Wednesday, 11 October 2017) before the time for holding the EGM. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
4. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
5. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof.
6. For the purposes of holding the EGM, the register of members of the Company will be closed from Friday, 6 October 2017 to Friday, 13 October 2017 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the EGM scheduled to be held on Friday, 13 October 2017. The record date will be Friday, 6 October 2017. In order to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 4 October 2017.
7. The register of members of the Company will be closed from Thursday, 19 October 2017 to Tuesday, 24 October 2017, (both days inclusive), for the purpose of determining the entitlement to the proposed interim dividend for the six months ended 30 June 2017. The record date will be Thursday, 19 October 2017. In order to qualify for the proposed interim dividend the six months ended 30 June 2017, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Wednesday, 18 October 2017.

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Lai Zhi Tian (*Chairman*)

Ms. Mou Li

Mr. Cao Xiao Jun

Mr. Cheng Jin Le

Non-executive Director:

Ms. Jiang Li Xia

Independent Non-executive Directors:

Mr. Ng Kwun Wan

Mr. Wong Kam Wah

Mr. Zhou Dai Han