

*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2015 (the “Prospectus”) issued by Zhongzhi Pharmaceutical Holdings Limited (the “Company”).*

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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.*

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”). The Offer Shares may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities of the Company in the United States.*

*In connection with the Global Offering, ABCI Securities Company Limited, as stabilising manager (the “Stabilising Manager”), its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilising or supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period after the Listing Date. However, there is no obligation on the Stabilising Manager, its affiliates or any person acting for it, to conduct any such stabilising action, which, if commenced, will be done at the sole and absolute discretion of the Stabilising Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Cap.571 of the Laws of Hong Kong). The details of the intended stabilisation and how it will be effected in compliance with the Securities and Futures Ordinance are set forth in the “Structure and conditions of the Global Offering” section in the Prospectus.*

*Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which will begin on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.*



## Zhongzhi Pharmaceutical Holdings Limited

中智藥業控股有限公司

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

### GLOBAL OFFERING

Number of Offer Shares	:	200,000,000 Shares	(subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	:	20,000,000 Shares	(subject to reallocation)
Number of International Placing Shares	:	180,000,000 Shares	(subject to reallocation and the Over-allotment Option)
Maximum Offer Price	:	HK\$3.08 per Offer Share plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars, subject to refund)	
Nominal value	:	HK\$0.01 per Share	
Stock code	:	3737	

#### Sole Sponsor



#### Joint Global Coordinators



#### Joint Bookrunners and Joint Lead Managers



#### Financial Advisor



Application has been made by the Company to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the Shares to be issued pursuant to (i) the Global Offering and the Capitalisation Issue (including the additional Shares which may be issued pursuant to the exercise of the Over-allotment Option); and (ii) the exercise of the options that may be granted under the Share Option Scheme). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m., dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 13 July 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at [www.zeus.cn](http://www.zeus.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The Global Offering comprises the Hong Kong Public Offering of initially 20,000,000 Offer Shares (representing 10% of the initial number of the Offer Shares and subject to reallocation), and the International Placing of initially 180,000,000 Offer Shares (representing 90% of the initial number of the Offer Shares and subject to reallocation and the Over-allotment Option). The allocation of the Offer Shares between the Hong Kong Public Offering and the International Placing will be subject to reallocation as described in the paragraph headed "Structure and conditions of the Global Offering — Pricing and Allocation" in the Prospectus.

In connection with the Global Offering, the Company is expected to grant the Over-allotment Option to the International Placing Underwriters, which is exercisable by the Joint Global Coordinators on behalf of the International Placing Underwriters at any time and from time to time from the Listing Date and ends on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Pursuant to the Over-allotment Option, the Company may be required to allot and issue up to 30,000,000 additional Shares, representing 15% of the initial number of the Offer Shares available under the Global Offering, at the Offer Price to cover over-allocations in the International Placing, if any.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Stock Exchange and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$3.08 per Offer Share and is currently expected to be not less than HK\$2.46 per Offer Share, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$3.08 per Offer Share together with brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price as finally determined is less than HK\$3.08 per Offer Share.

**Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms.** Applicants who would like to have the allocated Hong Kong Offer Shares issued in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at [www.hkeipo.hk](http://www.hkeipo.hk) under the **HK eIPO White Form** service. Applicants who would like to have the allocated Hong Kong Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant's stock account maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 June 2015, until 12:00 noon on Monday, 6 July 2015 from:

1. the following addresses:

**Guosen Securities (HK) Capital Company Limited**

42/F, Two International Finance Centre  
No. 8 Finance Street  
Central  
Hong Kong

**ABCI Securities Company Limited**

10/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

**CMB International Capital Limited**

Units 1803–4, 18/F, Bank of America Tower  
12 Harcourt Road  
Hong Kong

2. any of the following branches of the receiving bank:

**Bank of Communications Co., Ltd. Hong Kong Branch**

<b>District</b>	<b>Branch Name</b>	<b>Address</b>
Hong Kong Island	Central District Sub-Branch	G/F., Far East Consortium Building, 125A Des Voeux Road C., Central
	King's Road Sub-Branch	67–71 King's Road, North Point
Kowloon	Shamshuipo Sub-Branch	Shop G1, G/F., Golden Centre, 94 Yen Chow Street, Sham Shui Po
	Wong Tai Sin Sub-Branch	Shop N118, 1/F., Lung Cheung Plaza, 136 Lung Cheung Road, Wong Tai Sin
New Territories	Tsuen Wan Sub-Branch	G/F., Shop G9B–G11, Pacific Commercial Plaza, Bo Shek Mansion, 328 Sha Tsui Road, Tsuen Wan
	Tai Po Sub-Branch	Shop No.1, G/F., Wing Fai Plaza, 29–35 Ting Kok Road, Tai Po

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 30 June 2015 until 12:00 noon on Monday, 6 July 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker's cashier order payable to "**Bank of Communications (Nominee) Co. Ltd. — Zhongzhi Pharm Public Offer**" attached, should be deposited in the special collection boxes provided at any of the branches of Bank of Communications Co., Ltd. Hong Kong Branch, referred to above on such dates and during such time as specified in the Application Forms.

Applicants applying by **HK eIPO White Form** may submit applications through the **HK eIPO White Form** service provider at [www.hkeipo.hk](http://www.hkeipo.hk) from 9:00 a.m. on Tuesday, 30 June 2015 until 11:30 a.m. on Monday, 6 July 2015 or such later time as described in the section "How to Apply for the Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 30 June 2015 until 12:00 noon on Monday, 6 July 2015 or such later time as described in the section “How to Apply for the Hong Kong Offer Shares — Effect of Bad Weather on the Opening of the Application Lists” in the Prospectus.

Please refer to the sections “Structure and conditions of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Placing, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in *The Standard* (in English); (ii) in the *Hong Kong Economic Times* (in Chinese); (iii) on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)); and (iv) on our website ([www.zeus.cn](http://www.zeus.cn)) on Friday, 10 July 2015. The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Friday, 10 July 2015 as described in the section “How to Apply for the Hong Kong Offer Shares — Publication of Results” in the Prospectus.

Share certificates will only become valid documents of title at 8:00 a.m. on Monday, 13 July 2015 provided that the Global Offering has become unconditional in all respects and the right of termination described in the paragraph headed “Underwriting — Underwriting arrangements and expenses — The Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised.

The Company will not issue temporary documents of title. No receipt will be issued for application monies received. Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m., dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 13 July 2015. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 3737.

By order of the Board of Directors  
**Zhongzhi Pharmaceutical Holdings Limited**  
**Lai Zhi Tian**  
*Chairman and Executive director*

Hong Kong, 30 June 2015

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

*Please also refer to the published version of this announcement in **The Standard** (in English) and **The Hong Kong Economic Times** (in Chinese).*