

IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.



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 International Placing Shares	:	180,000,000 Shares (subject to reallocation and the Over-allotment Option)
Number of Hong Kong Offer Shares	:	20,000,000 Shares (subject to reallocation)
Offer Price	:	Not more than HK\$3.08 per Offer Share and expected to be not less than HK\$2.46 per Offer Share (payable in full on application in Hong Kong dollars, subject to refund, plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%)
Nominal value	:	HK\$0.01 per Share
Stock code	:	3737

Sole Sponsor



Joint Global Coordinators



Joint Bookrunners and Joint Lead Managers



Financial Advisor



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus having attached thereto the documents specified in Appendix VI headed "Documents Delivered to the Registrar of Companies in Hong Kong and Available for Inspection" to this prospectus has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Securities and Futures Commission of Hong Kong nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of this prospectus or any other documents referred to above.

The Offer Price is expected to be fixed by an agreement between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company on or around Monday, 6 July 2015, or such other time and date as may be agreed between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company, but in any event no later than 6:00 p.m. (Hong Kong time) on Thursday, 9 July 2015. If, for any reason, the Offer Price is not agreed between the Joint Global Coordinators (for themselves and on behalf of the Underwriters) and the Company by 6:00 p.m. on Thursday, 9 July 2015, the Global Offering will not proceed and will lapse. Applicants for Hong Kong Offer Shares under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$3.08 (plus 1% brokerage, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee) for each Hong Kong Offer Share. The Joint Global Coordinators (for themselves and on behalf of the Underwriters) may, with the consent of the Company, reduce the indicative Offer Price range stated in this prospectus at any time prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such case, the Company will, as soon as practicable following the decision to make any such reduction, and in any event no later than the morning of the last day for lodging applications under the Hong Kong Public Offering, cause to be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) and on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.zeus.cn notice of the reduction in the indicative Offer Price range.

Prospective investors of the Offer Shares should note that the Joint Global Coordinators (for themselves and on behalf of the Underwriters) are entitled to terminate their obligations under the Underwriting Agreements by notice in writing to be given by the Joint Global Coordinators (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the "Underwriting" section in this prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date.

Prior to making an investment decision, prospective investors should consider carefully all of the information set out in this prospectus, including the risk factors set out under the "Risk Factors" section in this prospectus.

The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. securities laws. The Offer Shares are being offered and sold only outside the United States in offshore transactions in reliance on Regulation S.