

*The following information does not form part of the Accountants' Report from Ernst & Young, Certified Public Accountants, Hong Kong, the Company's reporting accountants, as set out in Appendix I to this prospectus, and is included for information purposes only. The pro forma financial information should be read in conjunction with the "Financial Information" section in this prospectus and the Accountants' Report set out in Appendix I to this prospectus.*

**A. UNAUDITED PRO FORMA ADJUSTED COMBINED NET TANGIBLE ASSETS**

The following unaudited pro forma adjusted combined net tangible assets have been prepared in accordance with Rule 4.29 of the Hong Kong Listing Rules and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial Information for inclusion in Investment Circulars" issued by the HKICPA for illustration purposes only, and is set out here to illustrate the effect of the Global Offering on our combined net tangible assets as of 31 December 2014 as if it had taken place on 31 December 2014.

The unaudited pro forma adjusted combined net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of our Group had the Global Offering been completed as of 31 December 2014 or any future date. It is prepared based on our combined net tangible assets as of 31 December 2014 as set out in the Accountants' Report as set out in Appendix I to this prospectus, and adjusted as described below. The unaudited pro forma adjusted combined net tangible assets does not form part of the Accountants' Report as set out in Appendix I to this prospectus.

	<b>Combined net tangible assets attributable to owners of our Company as of 31 December 2014</b>	<b>Estimated net proceeds from the Global Offering</b>	<b>Unaudited pro forma adjusted combined net tangible assets</b>	<b>Unaudited pro forma adjusted combined net tangible assets per Offer Share</b>	
	<b>RMB'000</b> <i>(Note 1)</i>	<b>RMB'000</b> <i>(Note 2)</i>	<b>RMB'000</b>	<b>RMB</b> <i>(Note 3 and Note 4)</i>	<b>(HK\$ equivalent)</b> <i>(Note 5)</i>
Based on an Offer Price of HK\$2.46 per Offer Share	117,903	362,292	480,195	0.60	0.75
Based on an Offer Price of HK\$3.08 per Offer Share	117,903	458,516	576,419	0.72	0.90

*Notes:*

- (1) The combined net tangible assets of our Group attributable to owners of our Company as of 31 December 2014 is extracted from the Accountants' Report, which is based on the audited combined equity attributable to owners of our Company as of 31 December 2014 of approximately RMB120.9 million less goodwill and other intangible assets as of 31 December 2014 of approximately RMB1.6 million and RMB1.3 million, respectively.
- (2) The estimated net proceeds from the Global Offering are based on the Offer Price of HK\$2.46 per Offer Share and HK\$3.08 per Offer Share, after deduction of the underwriting fees and related expenses payable by our Company and does not take into account of any Shares which may be issued upon the exercise of the Over-allotment Option. The estimated net proceeds from the Global Offering are converted from Hong Kong dollars into Renminbi at an exchange rate of HK\$1.0 to RMB0.8 prevailing on 31 December 2014.
- (3) The unaudited pro forma adjusted combined net tangible assets per Offer Share is calculated based on 800,000,000 Shares in issue immediately following the completion of the Global Offering and does not take into account of any Shares which may be issued upon the exercise of the Over-allotment Option.
- (4) The unaudited pro forma adjusted combined net tangible assets attributable to owners of our Company does not take into account a dividend of RMB30 million declared and paid by Zhongzhi Pharmaceutical in April 2015. Had the dividend been taken into account, the unaudited pro forma adjusted combined net tangible assets per Share would be HK\$0.70 (assuming an Offer Price of HK\$2.46 per Offer Share) and HK\$0.85 (assuming an Offer Price of HK\$3.08 per Offer Share), respectively.
- (5) The unaudited pro forma adjusted combined net tangible assets per Offer Share is converted into Hong Kong dollars at an exchange rate of HK\$1.0 to RMB0.8 prevailing on 31 December 2014.

**B. INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this prospectus.



22/F CITIC Tower,  
1 Tim Mei Avenue,  
Central, Hong Kong

To the Directors of Zhongzhi Pharmaceutical Holdings Limited

We have completed our assurance engagement to report on the compilation of pro forma financial information of Zhongzhi Pharmaceutical Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma combined net tangible assets as of 31 December 2014 and related notes as set out on pages II-2 of the Prospectus issued by the Company (the “Pro Forma Financial Information”). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described in Appendix II to the Prospectus.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Global Offering of shares of the Company on the Group’s financial position as of 31 December 2014 as if the transaction had taken place at 31 December 2014. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s financial statements for the period ended 31 December 2014, on which an accountants’ report has been published.

**Directors’ responsibility for the Pro Forma Financial Information**

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

**Reporting Accountant's responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information, in accordance with paragraph 4.29 of the Listing Rules and with reference to AG7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the Global Offering of shares of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgement, having regard to the reporting accountant's understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,  
**ERNST & YOUNG**  
*Certified Public Accountants*  
Hong Kong  
30 June 2015