

Unless otherwise defined herein, capitalised terms used 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 or 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**”) or any state securities laws of the United States. 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 to the extent permitted by the applicable laws of Hong Kong or elsewhere, 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 regulated under the Securities and Futures Ordinance are set forth in the “Structure and conditions of the Global Offering” section in the Prospectus. A public announcement will be made on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.zeus.cn within seven days after expiration of the stabilisation period in compliance with the Securities and Futures (Price Stabilising) Rules.

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.

Potential investors of the Hong Kong Offer Shares should note that the Joint Global Coordinators (for itself and on behalf of the Hong Kong Underwriters) is entitled, in their sole and absolute discretion, to terminate the Hong Kong Underwriting Agreement by giving notice in writing to the Company, upon the occurrence of any of the events set out in the section headed “Underwriting — Underwriting arrangements and expenses — The Hong Kong Public Offering — Ground for termination” in the Prospectus, at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Monday, 13 July 2015).



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
Number of Hong Kong Offer Shares	:	60,000,000 Shares (as adjusted after reallocation)
Number of International Placing Shares	:	140,000,000 Shares (as adjusted after reallocation)
Offer Price	:	HK\$2.46 per Offer Share (exclusive of 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

