
APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION

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 [REDACTED], and is included for information purposes only. The pro forma financial information should be read in conjunction with the “Financial Information” section in this [REDACTED] and the Accountants’ Report set out in Appendix I to this [REDACTED].

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 [REDACTED] 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 [REDACTED] 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 [REDACTED], 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 [REDACTED].

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	Combined net tangible assets attributable to owners of our Company as of 31 December 2014	Estimated net proceeds from the [REDACTED]	Unaudited pro forma adjusted combined net tangible assets	Unaudited pro forma adjusted combined net tangible assets per [REDACTED]	
	RMB'000	RMB'000	RMB'000	RMB	(HK\$ equivalent)
	(Note 1)	(Note 2)		(Note 3 and Note 4)	(Note 5)
Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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 [REDACTED] are based on the [REDACTED] of HK\$[REDACTED] per [REDACTED] and HK\$[REDACTED] per [REDACTED], 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 [REDACTED]. The estimated net proceeds from the [REDACTED] 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 [REDACTED] is calculated based on [REDACTED] Shares in issue immediately following the completion of the [REDACTED] and does not take into account of any Shares which may be issued upon the exercise of the [REDACTED].
- (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\$[REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED]) and HK\$[REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED]), respectively.
- (5) The unaudited pro forma adjusted combined net tangible assets per [REDACTED] is converted into Hong Kong dollars at an exchange rate of HK\$1.0 to RMB0.8 prevailing on 31 December 2014.

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

[REDACTED]

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[REDACTED]

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[REDACTED]