



# Zhongzhi Pharmaceutical Holdings Limited

## 中智藥業控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 3737)

### ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 DECEMBER, 2015 FORM OF PROXY

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares (the "Shares") of HK\$0.01 each in  
the capital of Zhongzhi Pharmaceutical Holdings Limited (中智藥業控股有限公司) (the "Company"), HEREBY APPOINT THE CHAIRMAN OF  
THE MEETING<sup>3</sup>, or \_\_\_\_\_ of

(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> or  
of \_\_\_\_\_

(who represents \_\_\_\_\_ shares held by me/us)<sup>2</sup> as my/our proxy to attend and act for me/us and on my/our behalf at the annual  
general meeting (the "Meeting") of the Company to be held at Unit 10B, 15/F, Cable TV Tower, 9 Hoi Shing Road, Tsuen Wan, New Territories,  
Hong Kong on Friday, 13 May 2016 at 11:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the  
resolutions as set out in the notice convening the Meeting and at the Meeting (or at any adjournment thereof) to vote for me/us and in my/our  
name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit. My/our proxy will also  
be entitled to vote on any matter properly put to the Meeting in such manner as he/she thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 December 2015		
2.	(a) the declaration and payment of a final dividend of HK3.5 cents per ordinary share out of the share premium account of the Company (the "Final Dividend") to shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by the board of Directors (the "Board") for determining the entitlements to the Final Dividend be and is hereby approved; and (b) any Director of the Company be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the payment of the Final Dividend		
3.	(a) to re-elect Ms. Jiang Li Xia as executive director (b) to re-elect Ms. Mou Li as executive director (c) to re-elect Mr. Cao Xiao Jun as executive director		
4.	To authorise the board of Directors of the Company (the "Board") to fix the remuneration of all the directors of the Company for the year ending 31 December 2016		
5.	To re-appoint Ernst & Young as the auditors of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2016		
6.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the aggregate nominal amount of the existing issued share capital		
7.	To grant a general mandate to the directors of the Company to allot, issue and deal with additional shares in the Company not exceeding 20% of the aggregate nominal amount of the existing issued share capital		
8.	To extend the general mandate granted to the directors of the Company to allot, issue and deal with shares by the number of shares repurchased		

Signature<sup>5</sup> \_\_\_\_\_

Date \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all Shares registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT:** If you wish to vote for a resolution, tick in the box marked "For". If you wish to vote against a resolution, tick in the box marked "Against".  
If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than referred to the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
- In order to be valid, this form of proxy together with the notarially certified power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or the adjourned Meeting.
- In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and return of this form will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.
- The full text of the proposed resolutions appears in the notice of the Meeting.