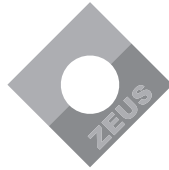

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect about this circular or as to what action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhongzhi Pharmaceutical Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Zhongzhi Pharmaceutical Holdings Limited

中智藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3737)

**PROPOSED DECLARATION AND
PAYMENT OF INTERIM DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Units A–H on the 20th Floor, Dream City Office Tower, Mei Lin Lu, Futian Qu, Shenzhen, the PRC on 3 October 2016 at 11:00 a.m. is set out in this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting and any adjournment thereof should you so wish.

15 September 2016

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“Articles”	the articles of association adopted by the Company, adopted on 8 June 2015, and amended from time to time
“Board”	the board of Directors
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Zhongzhi Pharmaceutical Holdings Limited, a company incorporated in the Cayman Islands with limited liability whose shares are listed on the Stock Exchange (stock code: 3737)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Units A–H on the 20th Floor, Dream City Office Tower, Mei Lin Lu, Futian Qu, Shenzhen, the PRC on Monday, 3 October 2016 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the EGM set out on page 7 to 9 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interim Dividend”	the proposed interim dividend of HK1.6 cents per Share as recommended by the Board
“Latest Practicable Date”	8 September 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Register of Members”	the register of members of the Company

DEFINITIONS

“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Award Plan”	“The Zhongzhi Pharmaceutical Holdings Limited Share Award Plan” adopted by the Board and became effective on 8 January 2016
“Share Premium Account”	the share premium account of the Company, the amount standing to the credit of which was approximately RMB341,306,000 as at 30 June 2016 based on the unaudited consolidated financial statement of the Company as at that date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



Zhongzhi Pharmaceutical Holdings Limited

中智藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3737)

Executive Directors:

Mr. Lai Zhi Tian (*Chairman*)
Mr. Cao Xiao Jun
Ms. Jiang Li Xia
Ms. Mou Li

Independent Non-executive Directors:

Mr. Ng Kwun Wan
Mr. Wong Kam Wah
Mr. Zhou Dai Han

Registered Address

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Principal Place of Business

In Hong Kong
Unit 10B, 15/F
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

15 September 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED DECLARATION AND
PAYMENT OF INTERIM DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the EGM for the proposed declaration and approval of the payment of Interim Dividend for the six months ended 30 June 2016 out of the Share Premium Account; and to give you notice of the EGM at which resolution will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

LETTER FROM THE BOARD

A notice convening the EGM is set out on pages 7 to 9 of this circular.

2. DECLARATION AND PAYMENT OF INTERIM DIVIDEND OUT OF THE SHARE PREMIUM ACCOUNT

The Board has recommended declaration and payment of an interim dividend of HK1.6 cents per Share out of the Share Premium Account for the six months ended 30 June 2016, subject to the Shareholders' approval at the EGM.

As at the Latest Practicable Date, the Company has 800,000,000 Shares in issue, of which 7,851,000 Shares were held by the trustee for the Share Award Plan. Based on the number of issued Shares as at the Latest Practicable Date and assuming no further grant of Shares under the Share Award Plan up to the record date of determination of entitlements of Interim Dividend, the Interim Dividend, if declared and paid, will amount to an aggregate amount of HK\$12,674,384, after the adjustment of excluding the dividend for Shares held under the Share Award Plan amounting to HK\$125,616. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the Payment of Interim Dividend out of the Share Premium Account" below, the Interim Dividend is intended to be paid out of the Share Premium Account pursuant to Article 13(h) of the Articles and in accordance with the Cayman Companies Law.

As at 30 June 2016, based on the unaudited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately RMB341,306,000. Following the payment of the Interim Dividend, there will be a remaining balance of approximately RMB330,474,000 standing to the credit of the Share Premium Account.

Conditions of the Payment of Interim Dividend out of the Share Premium Account

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Interim Dividend out of the Share Premium Account pursuant to Article 13(h) of the Articles; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on or about Thursday, 10 November 2016 to those Shareholders whose names appear on the Register of Members of the Company at close of business on Wednesday, 12 October 2016, being the record date of determination of entitlements of Interim Dividend.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid.

LETTER FROM THE BOARD

Reasons for and effect of the payment of Interim Dividend out of the Share Premium Account

The Board considers it appropriate to distribute the Interim Dividend in recognition of Shareholders' support.

After taking into account a number of factors including cash flow and financial condition of the Company, the Board considers it appropriate and proposes that Interim Dividend be paid out of the Share Premium Account in accordance with Article 13(h) of the Articles and the Cayman Companies Law. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole.

The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorized or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Closure of Register of Members

The Register of Members will be closed from Friday, 7 October 2016 to Wednesday, 12 October 2016 (both days inclusive), for the purpose of determining the entitlement to the Interim Dividend for the six months ended 30 June 2016. The record date will be Wednesday, 12 October 2016. In order to qualify for the Interim Dividend, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 6 October 2016.

3. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information relating to the Group. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular, the omission of which would make any statement in this circular incorrect or misleading.

4. THE EXTRAORDINARY GENERAL MEETING

A notice convening the EGM is set out on pages 7 to 9 of this circular. No Shareholder is required to abstain from voting in respect of the ordinary resolution to be proposed at the EGM to approve the proposed declaration and the payment of Interim Dividend for the six months ended 30 June 2016 out of the Share Premium Account.

LETTER FROM THE BOARD

Enclosed with this circular is a proxy form for use at the EGM. Whether or not you intend to attend the EGM or any adjournment thereof, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the EGM, his proxy form will be deemed to have been revoked.

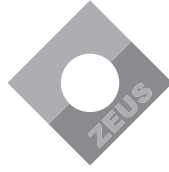
Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the EGM will be voted by way of a poll by the Shareholders. Results of the poll voting will be published on the Company's websites at www.zeus.cn and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk upon the closing of the EGM.

5. RECOMMENDATION

The Directors are of the opinion that the proposed resolution of declaration and payment of Interim Dividend out of the Share Premium Account at the EGM, is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the EGM.

Yours faithfully,
For and on behalf of the Board of
Zhongzhi Pharmaceutical Holdings Limited
Lai Zhi Tian
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING



Zhongzhi Pharmaceutical Holdings Limited 中智藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3737)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Zhongzhi Pharmaceutical Holdings Limited (the “**Company**”) will be held at Units A–H on the 20th Floor, Dream City Office Tower, Mei Lin Lu, Futian Qu, Shenzhen, the People’s Republic of China on Monday, 3 October 2016 at 11:00 a.m. (the “**EGM**”), for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business to consider and, if thought fit, pass, with or without modification the following resolutions as ordinary resolutions:

- (a) the declaration and payment of an interim dividend of HK1.6 cents per ordinary share (the “**Shares**”) out of the share premium account of the Company (the “**Interim 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 Interim 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 Interim Dividend.

By order of the Board
Zhongzhi Pharmaceutical Holdings Limited
Lai Zhi Tian
Chairman

Hong Kong, 15 September 2016

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Headquarter, head office and principal place of
business in Hong Kong:*

Unit 10B, 15/F
Cable TV Tower
9 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint on or more proxies to attend and vote on his behalf.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the EGM. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
4. The enclosed form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an office, attorney or other person duly authorized to sign the same.
5. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the Register in respect of such Share shall alone be entitled to vote in respect thereof.
6. For the purposes of holding the EGM, the register of members of the Company will be closed from Thursday, 29 September 2016 to Monday, 3 October 2016 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the EGM scheduled to be held on Monday, 3 October 2016. In order to be eligible to attend and vote at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4.30 p.m. on Wednesday, 28 September 2016.
7. The Register of Members will be closed from Friday, 7 October 2016 to Wednesday, 12 October 2016, (both days inclusive), for the purpose of determining the entitlement to the proposed interim dividend for the six months ended 30 June 2016. The record date will be Wednesday, 12 October 2016. In order to qualify for the proposed interim dividend the six months ended 30 June 2016, all transfer forms accompanied by relevant share certificates must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 6 October 2016.

NOTICE OF EXTRAORDINARY GENERAL MEETING

As at the date of this notice, the Directors of the Company are:

Executive Directors:

Mr. Lai Zhi Tian (*Chairman*)

Mr. Cao Xiao Jun

Ms. Jiang Li Xia

Ms. Mou Li

Independent Non-executive Directors:

Mr. Ng Kwun Wan

Mr. Wong Kam Wah

Mr. Zhou Dai Han