



# 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)

### EXTRAORDINARY GENERAL MEETING TO BE HELD ON 10 OCTOBER 2019 OR AT ANY ADJOURNMENT THEREOF 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>  
as my/our proxy to attend and act for me/us and on my/our behalf at the extraordinary general meeting (the "Meeting") of the  
Company to be held at Units 3306-12, 33/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Thursday, 10 October  
2019 at 2:30 p.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.	(a) the declaration and payment of an interim dividend of HK3.15 cents per ordinary share 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 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.		
2.	(a) the declaration and payment of a special dividend of HK1.45 cents per ordinary share out of the share premium account of the Company (the "Special 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 for determining the entitlements to the Special 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 Special Dividend.		

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

Date \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. 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).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting, or" 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.**
4. **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.
5. 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.
6. 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 Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours (i.e. 2:30 p.m. on Tuesday, 8 October 2019) before the time appointed for holding of the Meeting or the adjourned Meeting.
7. 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 were 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.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. 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.
10. The full text of the proposed resolution appears in the notice of the Meeting.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the 'Purposes'). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Union Registrars Limited at the above address.