



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)

ANNUAL GENERAL MEETING FOR THE YEAR ENDED 31 DECEMBER 2019 FORM OF PROXY

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares (the "Shares") of HK\$0.01 each in the capital of Zhongzhi Pharmaceutical Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³, or _____
of _____
(who represents _____ shares held by me/us)² 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 908A, 9/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Monday, 18 May 2020 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 ⁴	AGAINST ⁴
1.	To receive and approve the audited consolidated financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2019		
2.	(a) the declaration and payment of a final dividend of HK2.9 cents per ordinary share out of the Share Premium account of the Company (the "Final Dividend") to shareholders of the Company whose names appeared 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) 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 appeared on the register of members of the Company on the record date fixed by the Board 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		
4.	(a) to re-elect Mr. Cao Xiao Jun as an executive director of the Company (b) to re-elect Mr. Wong Kam Wah as an independent non-executive director of the Company (c) to re-elect Mr. Zhou Dai Han as an independent non-executive director of the Company		
5.	To authorise the Board to fix the remuneration of all the directors of the Company for the year ending 31 December 2020		
6.	To re-appoint Ernst & Young as the auditor of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2020		
7.	To grant a general mandate to the directors of the Company to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company		
8.	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 total number of issued shares of the Company		
9.	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		

Signature⁵ _____

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, 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.**
- 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 and transfer office of the Company in Hong Kong, 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 Saturday, 16 May 2020) 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 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.
- 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 in person 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.

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 fulfill 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.