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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)

POLL RESULTS OF 2020 ANNUAL GENERAL MEETING

The Board is pleased to announce that all resolutions proposed at the AGM held on 18 May 2020 were duly passed by the Shareholders by way of poll at the AGM.

The board of directors (the “**Board**”) of Zhongzhi Pharmaceutical Holdings Limited (the “**Company**”) is pleased to announce that all the proposed resolutions as set out in the notice of annual general meeting of the Company dated 15 April 2020 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the annual general meeting of the Company held on 18 May 2020 (the “**AGM**”).

As at the date of the AGM, the total number of shares in the issued share capital of the Company was 840,000,000 shares. There were no shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM. None of the Shareholders were required to abstain from voting at the AGM. Accordingly, there were a total of 840,000,000 shares, representing the entire issued share capital of the Company, entitling the Shareholders to attend and vote for or against the resolutions proposed at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

The poll results in respect of all the resolutions at the AGM are set out as follows:

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
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	618,375,000 (100.0000%)	0 (0.0000%)
2.	<p>(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</p> <p>(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</p>	618,375,000 (100.0000%)	0 (0.0000%)
3.	<p>(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</p> <p>(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</p>	618,375,000 (100.0000%)	0 (0.0000%)

ORDINARY RESOLUTIONS		Number of votes (%)	
		FOR	AGAINST
4.	(a) to re-elect Mr. Cao Xiao Jun as an executive director of the Company	618,375,000 (100.0000%)	0 (0.0000%)
	(b) to re-elect Mr. Wong Kam Wah as an independent non-executive director of the Company	616,059,000 (99.6255%)	2,316,000 (0.3745%)
	(c) to re-elect Mr. Zhou Dai Han as an independent non-executive director of the Company	618,375,000 (100.0000%)	0 (0.0000%)
5.	To authorise the Board to fix the remuneration of all the directors of the Company for the year ending 31 December 2020	618,375,000 (100.0000%)	0 (0.0000%)
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	618,375,000 (100.0000%)	0 (0.0000%)
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	618,375,000 (100.0000%)	0 (0.0000%)
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	614,792,000 (99.4206%)	3,583,000 (0.5794%)
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	614,792,000 (99.4206%)	3,583,000 (0.5794%)

As more than 50% of the votes were cast in favour of each of the above resolutions no. 1 to no. 9, all such resolutions were duly passed as ordinary resolutions of the Company.

By order of the Board
Zhongzhi Pharmaceutical Holdings Limited
Mr. Lai Zhi Tian
Chairman and Executive Director

Hong Kong, 18 May 2020

As at the date of this announcement, the Board comprises nine directors. The executive Directors are Mr. Lai Zhi Tian, Mr. Lai Ying Feng, Mr. Cao Xiao Jun and Mr. Cheng Jin Le. The non-executive Directors are Ms. Jiang Li Xia and Mr. Yang Ai Xing. The independent non-executive Directors are Mr. Ng Kwun Wan, Mr. Wong Kam Wah and Mr. Zhou Dai Han.