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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)

CHANGE OF DIRECTORS

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The board of directors (the “**Board**”) of Zhongzhi Pharmaceutical Holdings Limited (the “**Company**”) hereby announces that with effect from 10 April 2025:

- (i) Mr. Zhu Shangheng has been appointed as an independent non-executive director, the chairman of each of the remuneration committee and the nomination committee and the member of the audit committee of the Company.
- (ii) Mr. Wong Kam Wah has resigned as an independent non-executive director, the chairman of each of the remuneration committee and the nomination committee and the member of the audit committee of the Company.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Biographical details of Mr. Zhu Shangheng are set out below:

Mr. Zhu Shangheng (“**Mr. Zhu**”), aged 51, graduated from the Medical Department of Hunan University of Chinese Medicine in 1997 with a bachelor’s degree in medicine. Subsequently, he entered the Law School of Hainan University for postgraduate studies through the national examination, obtaining a master’s degree in laws. He received formal and systematic education in pharmacy and law, with inter-disciplinary and composite knowledge. Mr. Zhu is a member of the Medical Law Professional Committee of Guangzhou Lawyers Association and is currently a practicing lawyer at Guangdong Easwayer Law Firm (廣東嘉賢律師事務所). Since practicing as a lawyer in 2008, Mr. Zhu has successfully represented clients in a number of cases, including contracts, mergers and acquisitions and shareholding disputes, labour and personnel disputes, medical and personal injury compensation. During his practice, he has handled a number of difficult and complicated cases, specialising in analysing and addressing complicated and difficult economic cases, providing clients with practical legal advice with operability, solving clients’ problems in a timely and effective manner, and maximising the

protection of clients' rights and interests. He is familiar with legal issues and risks that may be involved in the operation and management of enterprises, and is equipped with the ability to address, prevent and control legal risks.

Since March 2018, Mr. Zhu has been appointed for two consecutive terms as a member of the Expert Panel on Legal Services for SMEs by seven departments, including the Guangzhou Federation of Industry & Commerce, the Justice Bureau of Guangzhou Municipality, and the Guangzhou Municipal Industry and Information Technology Bureau.

Currently, Mr. Zhu is in charge of the main consultancy of more than ten enterprise legal consultancy units of Guangdong Easwayer Law Firm, focusing on the indication, assessment and prediction of the legal risks of enterprises, resolving the legal risks faced by enterprises in a timely manner, and properly addressing various economic disputes of enterprises with his legal wisdom and experience accumulated over a long period of time, as well as proficiency in legal theories. He has participated in the legal advise on the establishment of rules and regulations of enterprises, corporate restructuring, capital operation, asset and debt restructuring, major investment projects, acquisition and merger planning and feasibility studies, contract preparation and review, collection of receivables, legal training, and other non-litigation legal matters. At the same time, as a lawyer specialising in pharmaceuticals in the firm, he is responsible for assisting in the handling of daily legal affairs of governmental units in Guangdong Province and municipal drug regulatory system, presiding over the formulation of relevant regulatory draft projects, and participating in more than 500 cases of administrative review and administrative litigation in respect of pharmaceuticals and food.

Mr. Zhu has entered into a service agreement with the Company for a term of three years commencing on 10 April 2025 until terminated by either party by giving to the other party not less than three months' notice in writing at any time after such initial fixed term.

Pursuant to the service agreement, Mr. Zhu is entitled to HK\$180,000 per annum (excluding payment pursuant to any discretionary benefits or bonus, granting of share options, or other fringe benefits) for his appointment as an independent non-executive Director.

Save as disclosed above, (i) Mr. Zhu has not held any directorships in the past three years in any listed companies in Hong Kong or overseas; (ii) Mr. Zhu has not held any other positions in the Company or any of its subsidiaries; (iii) Mr. Zhu does not have any relationship with any other directors, chief executives, senior management, substantial, controlling or management shareholders of the Company or any of its subsidiaries or any of their respective associates; (iv) Mr. Zhu does not have any interests in the Shares within the meaning of Part XV of SFO; and (v) there is no information relating to Mr. Zhu that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matter concerning Mr. Zhu that needs to be brought to the attention of the Shareholders.

Mr. Zhu Shangheng has confirmed that (i) he satisfies the independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interests in the business of the Company or its subsidiaries, nor is he connected with any core connected person (as defined in the Listing Rules) of the Company; and (iii) that there are no other factors that may affect his independence at the time of his appointment.

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

THE Board announces Mr. Wong Kam Wah has resigned with effect from 10 April 2025 due to his other business commitments. Mr. Wong Kam Wah has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and the Stock Exchange. The Company would like to express gratitude to Mr. Wong Kam Wah for his continuous support and contributions to the Company.

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

Hong Kong, 10 April 2025

As at the date of this announcement, the Board comprises eight directors. The executive directors are Mr. Lai Zhi Tian, Mr. Lai Ying Feng, Mr. Lai Ying Sheng and Mr. Cao Xiao Jun. The non-executive director is Ms. Jiang Li Xia. The independent non-executive directors are Mr. Ng Kwun Wan, Mr. Zhu Shangheng and Mr. Zhou Dai Han.