

These procedures are prepared in Chinese and English. In the event that there is any discrepancy or inconsistency between the two versions, the English version shall prevail.

ZHONGZHI PHARMACEUTICAL HOLDINGS LIMITED

中智藥業控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(the “**Company**”, Stock code: **3737**)

Procedures for shareholders to propose a person for election as a Director

The procedures for proposing a person for election as a director of the Company (the “**Director**”) are set out below.

- A shareholder of the Company shall prepare a notice in writing indicating his/her intention to propose a person for election as a Director.
- The person proposed for election as a Director shall also prepare a notice in writing indicating his/her willingness to be elected.
- Such notices shall have been lodged at the headquarter of the Company in the PRC at No. 3 Kongtai Road South, Torch Development Zone, Zhongshan, Guangdong province, PRC or at the address of Tricor Investor Services Limited, the Hong Kong branch share registrar and transfer office of the Company at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- The period for lodgment of such notices will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least 7 days.

(Extracted from the Articles of Association of the Company)

Date: 13 July 2015