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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)**

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND THE ADOPTION OF THE AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by Zhongzhi Pharmaceutical Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in relation to the proposed amendments to the memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposed to make certain amendments to the existing Memorandum and Articles of Association (the “**Proposed Amendments**”), for the purpose of, inter alia, (i) bringing the existing Memorandum and Articles of Association in line with the latest regulatory requirements, including the relevant requirements of the Listing Rules in relation to the implementation of the treasury share regime and the further expansion of the paperless listing regime; (ii) preparing for the uncertificated securities market regime; and (iii) making certain other housekeeping changes to enable the Company to conduct general meetings (including holding hybrid/ virtual general meetings) and handle other corporate affairs more efficiently. For the purposes of the Proposed Amendments, the Board proposes to adopt the amended and restated Memorandum and Articles of Association incorporating and consolidating all the Proposed Amendments (the “**New Memorandum and Articles of Association**”). The Board is of the view that the Proposed Amendments are in the interests of the Company and its shareholders (the “**Shareholder(s)**”) as a whole.

The Proposed Amendments and the adoption of the New Memorandum and Articles of Association are subject to the consideration and approval by the Shareholders by way of a special resolution at the forthcoming annual general meeting to be convened by the Company (the “**AGM**”).

A circular containing, among other things, particulars relating to the Proposed Amendments and the adoption of the New Memorandum and Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 26 March 2026

*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 Shang Heng and Mr. Zhou Dai Han.*