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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in YiChang HEC ChangJiang Pharmaceutical Co., Ltd., you should at once hand this circular with the accompanying forms of proxy to the purchaser or transferee, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

**2021 Report of the Board of Directors
2021 Report of the Board of Supervisors
2021 Consolidated Financial Statements
2021 Annual Report**

**Re-appointment of the Auditor of the Company
Adjustment of the Remuneration of an Independent Non-executive Director
General Mandate to Issue Shares
General Mandate to Repurchase H Shares
Notice of Annual General Meeting
and
Notice of 2022 First H Shareholders Class Meeting**

A letter from the Board of Directors is set out on pages 4 to 11 of this circular.

A notice convening the AGM to be held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC, on Thursday, 2 June 2022 at 10:00 a.m., is set out on pages 12 to 14 of this circular; a notice convening the 2022 First H Shareholders Class Meeting to be held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC, on Thursday, 2 June 2022 at 11:00 a.m. (or immediately after the conclusion of the AGM to be convened on the same day or any adjournment thereof), is set out on pages 15 to 17 of this circular. The forms of proxy for use at the AGM and 2022 First H Shareholders Class Meeting are also enclosed. The forms of proxy are also published on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hec-changjiang.com).

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC for Domestic Shareholders, or the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders not less than 24 hours before the time appointed for the AGM (or any adjournment thereof) (i.e. before 10:00 a.m. on Wednesday, 1 June 2022). Completion and return of the form of proxy shall not preclude you from attending, and voting in person at the AGM or any adjournment thereof if you so desire.

Whether or not you intend to attend the 2022 First H Shareholders Class Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the 2022 First H Shareholders Class Meeting (or any adjournment thereof) (i.e. before 11:00 a.m. on Wednesday, 1 June 2022). Completion and return of the form of proxy shall not preclude you from attending, and voting in person at the 2022 First H Shareholders Class Meeting or any adjournment thereof if you so desire.

21 April 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expression have the meanings set forth below:

“2022 First Domestic Shareholders Class Meeting”	the class meeting of holders of Domestic Shares to be convened and held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang’an County, Dongguan, Guangdong Province, the PRC, at 11:00 a.m. on Thursday, 2 June 2022
“2022 First H Shareholders Class Meeting”	the class meeting of holders of H Shares to be convened and held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang’an County, Dongguan, Guangdong Province, the PRC, at 11:00 a.m. on Thursday, 2 June 2022
“AGM”	the annual general meeting of the Company to be convened and held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang’an County, Dongguan, Guangdong Province, the PRC, at 10:00 a.m. on Thursday, 2 June 2022
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board of Directors” or “Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors of the Company
“Class Meetings”	the 2022 First H Shareholders Class Meeting and the 2022 First Domestic Shareholders Class Meeting
“Company”	YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (宜昌東陽光長江藥業股份有限公司), a company established in the PRC on 11 May 2015 as a joint stock company
“Company Law”	the Company Law of the People’s Republic of China (《中華人民共和國公司法》)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	issued ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) subscribed for or credited as fully paid in RMB
“Domestic Shareholder(s)”	holder(s) of Domestic Shares
“Group”	the Company and its subsidiaries

DEFINITIONS

“H Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is (are) listed on the Stock Exchange and is (are) subscribed for and traded in Hong Kong dollars
“H Shareholder(s)”	holder(s) of H Shares
“HKD” or “HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	12 April 2022, being the latest practicable date for the purpose of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (《到境外上市公司章程必備條款》)
“PRC” or “China”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	subject to the conditions set out in the proposed resolution(s) approving the repurchase mandate at the AGM and Class Meetings, (i) the grant of a conditional general mandate to the Board of Directors to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing of such special resolution(s); and (ii) the authorization to the Board of Directors to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including, among others, to amend the Articles of Association and to cancel the H Shares repurchased upon the exercise of such general mandate

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC
“SAFE”	State Administration of Foreign Exchange of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and modified from time to time
“Share(s)”	share(s) of the Company
“Shareholder(s)”	the holder(s) of the ordinary share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary(ies)”	has the same meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“%”	percentage

In this circular, unless the context otherwise requires, the terms “core connected person(s)” and “subsidiary(ies)” shall have the meanings given to such terms in the Listing Rules, as modified by the Stock Exchange from time to time.

LETTER FROM THE BOARD OF DIRECTORS



YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

The Board of Directors

Executive Directors:

Mr. JIANG Juncai
Mr. WANG Danjin
Mr. CHEN Yangui
Mr. LI Shuang

Non-executive Directors:

Mr. TANG Xinfu (*Chairman*)
Mr. Eddy HUANG

Independent Non-executive Directors:

Mr. TANG Jianxin
Mr. ZHAO Dayao
Ms. XIANG Ling
Mr. LI Xuechen

**Registered Office and Principal Place
of Business in the PRC:**

No. 38 Binjiang Road
Yidu, Yichang
Hubei Province
the PRC

**Principal Place of Business
in Hong Kong:**

40th Floor, Dah Sing Financial Centre
No. 248 Queen's Road East
Wanchai
Hong Kong

21 April 2022

To the Shareholders

Dear Sir or Madam,

**2021 Report of the Board of Directors
2021 Report of the Board of Supervisors
2021 Consolidated Financial Statements
2021 Annual Report
Re-appointment of the Auditor of the Company
Adjustment of the Remuneration of an Independent Non-executive Director
General Mandate to Issue Shares
General Mandate to Repurchase H Shares
Notice of Annual General Meeting
and
Notice of 2022 First H Shareholders Class Meeting**

I. INTRODUCTION

The Company proposes to convene and hold the AGM at 10:00 a.m. on Thursday, 2 June 2022 at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC. The notice to convene the AGM is set out on pages 12 to 14 of this circular.

LETTER FROM THE BOARD OF DIRECTORS

The Company proposes to convene and hold the 2022 First H Shareholders Class Meeting at 11:00 a.m. on Thursday, 2 June 2022 at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC. The notice to convene the 2022 First H Shareholders Class Meeting is set out on pages 15 to 17 of this circular.

The purpose of this circular is to provide you with information of the resolutions to be proposed at the AGM and 2022 First H Shareholder Class Meeting to enable you to make an informed decision on whether to vote for or against or abstain from voting at those resolutions. Such resolutions and details are set out in the Letter from the Board of Directors.

II. MATTERS TO BE RESOLVED AT THE AGM

1. Report of the Board of Directors for the year ended 31 December 2021

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Directors for the year ended 31 December 2021, the full text of which is included in the 2021 annual report of the Company to be published on the websites of the Company and the Stock Exchange in due course.

2. Report of the Board of Supervisors for the year ended 31 December 2021

An ordinary resolution will be proposed at the AGM to approve the report of the Board of Supervisors for the year ended 31 December 2021, the full text of which is included in the 2021 annual report of the Company to be published on the websites of the Company and the Stock Exchange in due course.

3. Consolidated financial statements for the year ended 31 December 2021

An ordinary resolution will be proposed at the AGM to approve the consolidated financial statements of the Company for the year ended 31 December 2021, the full text of which is included in the 2021 annual report of the Company to be published on the websites of the Company and the Stock Exchange in due course.

4. 2021 Annual Report

An ordinary resolution will be proposed at the AGM to approve the 2021 annual report of the Company, which will be published on the websites of the Company and the Stock Exchange in due course.

5. Re-appointment of the auditor of the Company

An ordinary resolution will be proposed at the AGM to approve the re-appointment of KPMG as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorize the Board of Directors to determine its remuneration.

LETTER FROM THE BOARD OF DIRECTORS

6. *Adjustment of the Remuneration of Mr. Li Xuechen, an Independent Non-executive Director*

Reference is made to the announcement of the Company dated 21 March 2022 in relation to the proposed adjustment of remuneration of Mr. Li Xuechen (“**Mr. Li**”), an independent non-executive Director.

On 21 March 2022, the remuneration and evaluation committee of the Company has considered and proposed to the Board, and the Board has considered and approved that the remuneration of Mr. Li be adjusted from RMB160,000 per annum to RMB340,000 per annum (the “**Proposed Adjustment**”). The Proposed Adjustment is determined upon consideration of (i) the professional background and rich experience of Mr. Li as a chemical biology and medicinal chemistry scholar; (ii) Mr. Li’s support to the Company in the fields of product research and development and technical expertise; (iii) the level of remuneration of independent non-executive director of listed companies in the pharmaceutical industry; (iv) the need to retain and incentivize director who has played a key role in the Board and (v) the continuous growth of the business of Company.

An ordinary resolution will be proposed at the AGM to approve the adjustment of the remuneration of Mr. Li.

7. *Proposed Grant of General Mandate for the Issuance of Shares*

A special resolution will be proposed at the AGM to approve the general mandate for the issuance of Shares.

To guarantee the flexibility and the rights to handle the issuance of new Shares for the Board of Directors, the Company proposed to grant a general mandate to the Board of Directors to allot, issue and deal with the Domestic Shares and H Shares which, each of them, shall not exceed 20% of the respective aggregate number of the Domestic Shares and H Shares in issue of the Company at the date of the passing of this resolution. As at the Latest Practicable Date, issued share capital of the Company comprises 226,200,000 Domestic Shares and 653,767,700 H Shares. Upon the passing of the resolution of general mandate to issue Shares, and on the basis that no further Shares are issued before holding the AGM, the Company may issue a maximum of 45,240,000 Domestic Shares and 130,753,540 H Shares.

Details of the general mandate proposed to be granted to the Board of Directors are as follows:

- (1) the Board of Directors be granted an unconditional general mandate to issue, allot and deal with additional shares in the capital of the Company, whether Domestic Shares or H Shares, and to make or grant offers, agreements and options in respect thereof, subject to the following conditions:
 - (a) such mandate shall not exceed beyond the Relevant Period save that the Board of Directors may during the Relevant Period make or grant offers, agreements, or options which might require the exercise of such powers after the end of the Relevant Period;

LETTER FROM THE BOARD OF DIRECTORS

- (b) the aggregate number of shares allotted or conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board of Directors shall not exceed:
 - (i) 20% of the aggregate number of Domestic Shares in issue as at the date of the passing of this resolution; and/or
 - (ii) 20% of the aggregate number of H Shares in issue as at the date of the passing of this resolution; and
- (c) the Board of Directors will only exercise its power under such mandate in accordance with the Company Law and the Listing Rules (may be amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or relevant PRC government authorities are obtained;

For the purpose of this resolution:

“Domestic Shares” means the ordinary shares issued by the Company in the PRC, with a nominal value of RMB1.00 each, which are subscribed for in RMB;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HKD;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (A) the conclusion of the next annual general meeting of the Company following the passing of this resolution; or
 - (B) the expiration of the 12-month period following the passing of this resolution; or
 - (C) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company in a general meeting; and
- (2) subject to the Board of Directors resolving to issue shares pursuant to subparagraph (1) of this resolution, the Board of Directors be authorised to:
- (a) approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the issue of such new shares including, without limitation determining, the time and place of issuance, making all necessary applications to the relevant authorities, entering into an underwriting agreement (or any other agreement);
 - (b) determine the use of proceeds and make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and

LETTER FROM THE BOARD OF DIRECTORS

- (c) increase the registered capital of the Company in accordance with the actual increase of capital by issuing shares pursuant to sub-paragraph (1) of this resolution, to register the increase of capital with the relevant authorities in the PRC and to make such amendments to the articles of association of the Company as it thinks fit so as to reflect the increase and any other changes in the registered capital of the Company.

8. *Proposed Grant of General Mandate to Repurchase H Shares*

In order to provide flexibility to the Directors in any event that it becomes desirable to repurchase H Shares, approval is proposed to be sought from the Shareholders for the grant of the Repurchase Mandate to the Board of Directors. In accordance with the requirements under the Company Law, the Mandatory Provisions and the Articles of Association, the Company is required to convene the AGM and Class Meetings to seek the aforesaid approval from the Shareholders. At each of the meetings, special resolution(s) will be proposed for the relevant Shareholders to consider and, if thought fit, to approve, among other things, (i) the grant of a conditional general mandate to the Directors to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing of such special resolution(s); and (ii) the authorization to the Directors to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including, among others, to amend the Articles of Association and to cancel the H Shares repurchased upon the exercise of such general mandate.

The Repurchase Mandate will be conditional upon (a) the special resolution(s) for approving the grant of the Repurchase Mandate being passed at each of the AGM and Class Meetings; and (b) the approvals of and/or filings with SAFE (or its successor authority) and/or any other regulatory authorities as may be required by the laws, rules and regulations of the PRC being obtained by the Company, if appropriate. If the above conditions are not fulfilled, the Repurchase Mandate will not be exercisable by the Directors.

The Repurchase Mandate will expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; or (b) the expiry of a period of 12 months following the passing of the relevant resolution(s) at the AGM and Class Meetings; or (c) the date on which the authority conferred by the special resolution(s) is revoked or varied by a special resolution of the Shareholders in a general meeting or by special resolutions of H Shareholders or Domestic Shareholders at their respective class meeting.

The H Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the aggregate nominal value of H Shares in issue as at the date of passing of the special resolution(s) approving the Repurchase Mandate at the AGM and Class Meetings.

The Repurchase Mandate shall not be exercisable at any time after inside information has come to the Company's knowledge until the information is made publicly available.

The Repurchase Mandate shall not be exercisable by the Company during the period of one month immediately preceding the earlier of:

LETTER FROM THE BOARD OF DIRECTORS

- (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (ii) the deadline for the Company to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement.

In accordance with the requirements of Article 28 of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution(s) for the reduction of the registered capital of the Company. In addition, the Company Law provides that the shares repurchased by a company for the purpose of reducing its share capital will have to be cancelled and the registered capital of that company will therefore be reduced by an amount equivalent to the aggregate nominal value of the shares so cancelled. In the event of a reduction of registered capital, the Company shall inform its creditors by way of written notice and announcement within a prescribed period after the passing of the relevant resolution(s) approving such reduction. The creditors shall be entitled to request the Company for repayment of loan and/or provision of guarantee. The statutory notification requirement allows the creditors an opportunity for the recovery and/or security of the debt (in particular for those unsecured debts) where the Company's registered capital is to be reduced.

An explanatory statement giving certain information regarding the Repurchase Mandate is set out in Appendix I to this circular.

III. AGM AND VOTING METHOD

A notice convening the AGM of the Company to be convened and held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC, at 10:00 a.m. on Thursday, 2 June 2022, is set out on pages 12 to 14 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of the Company and the Stock Exchange.

To the best knowledge and belief of the Company, no Shareholder shall be required to abstain from voting at the AGM.

Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC (for holders of Domestic Shares) or to the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares). In any event, such form of proxy must be returned no later than 24 hours before the time appointed for the AGM (i.e.

LETTER FROM THE BOARD OF DIRECTORS

before 10:00 a.m. on Wednesday, 1 June 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending, and voting in person at the AGM or any adjournment thereof if you so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the AGM shall be voted by poll. Voting by the Shareholders may be given either personally or by proxy.

IV. 2022 FIRST H SHAREHOLDERS CLASS MEETING AND VOTING METHOD

The 2022 First H Shareholders Class Meeting will be convened and held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC, at 11:00 a.m. on Thursday, 2 June 2022 (or immediately after the conclusion of the AGM to be convened on the same day or any adjournment thereof) for H Shareholders to consider and, if thought fit, to approve, among other things, (i) the grant of a conditional general mandate to the Directors to repurchase H Shares in issue on the Stock Exchange with an aggregate nominal value of not exceeding 10% of the aggregate nominal value of H Shares in issue as at the date of passing of such special resolution; and (ii) the authorization to the Directors to do all such deeds, acts, matters and things necessary or desirable for the purpose of or in connection with the exercise of the general mandate to repurchase H Shares, including, among others, to amend the Articles of Association and to cancel the H Shares repurchased upon the exercise of such general mandate.

To the best knowledge and belief of the Company, no H Shareholder shall be required to abstain from voting at the 2022 First H Shareholders Class Meeting.

A notice convening the 2022 First H Shareholders Class Meeting is set out on pages 15 to 17 of this circular. The form of proxy for use at the 2022 First H Shareholders Class Meeting is also enclosed. Such form of proxy is also published on the websites of the Company and the Stock Exchange.

Whether or not you intend to attend the 2022 First H Shareholders Class Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the 2022 First H Shareholders Class Meeting (i.e. before 11:00 a.m. on Wednesday, 1 June 2022) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending, and voting in person at the 2022 First H Shareholders Class Meeting or any adjournment thereof if you so desire.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the 2022 First H Shareholders Class Meeting shall be voted by poll. Voting by the Shareholders may be given either personally or by proxy.

LETTER FROM THE BOARD OF DIRECTORS

V. RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022 (both days inclusive), during which periods no transfer of shares will be registered.

In order to qualify for attending and voting at the AGM and 2022 First H Shareholders Class Meeting, all unregistered H Shareholders of the Company shall lodge transfer documents together with the relevant share certificates with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Friday, 27 May 2022. The Shareholders whose names appear on the register of members of the Company on Monday, 30 May 2022 are entitled to attend the AGM and 2022 First H Shareholders Class Meeting.

VI. RECOMMENDATION

The Board of Directors considers that the above-mentioned resolutions are in the interests of the Company and the Shareholders as a whole, and thereby recommends the Shareholders to vote in favour of the resolutions at the AGM and 2022 First H Shareholders Class Meeting.

Yours faithfully

On behalf of the Board of Directors

YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

TANG Xinfa

Chairman

NOTICE OF ANNUAL GENERAL MEETING



YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (the “**Company**”) will be held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the People's Republic of China, at 10:00 a.m. on Thursday, 2 June 2022 to consider and, if thought fit, to pass the following resolutions. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company (the “**Circular**”) dated 21 April 2022.

ORDINARY RESOLUTIONS

1. To review and approve the report of the Board of Directors for the year ended 31 December 2021.
2. To review and approve the report of the Board of Supervisors for the year ended 31 December 2021.
3. To review and approve the consolidated financial statements of the Company for the year ended 31 December 2021.
4. To review and approve the 2021 annual report of the Company.
5. To review and approve the re-appointment of KPMG as auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and authorize the Board of Directors to determine its remuneration.
6. To consider and approve the adjustment of the remuneration of Mr. Li Xuechen, an independent non-executive Director.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

7. To consider and approve the general mandates to the Board to issue Shares.
8. To consider and approve the general mandates to the Board to repurchase H Shares.

Details of the above resolutions submitted to the AGM are set out in the Circular and is available for viewing on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hec-changjiang.com).

On behalf of the Board
YiChang HEC ChangJiang Pharmaceutical Co., Ltd.
TANG Xinfa
Chairman

Hubei, the PRC
21 April 2022

Notes:

1. In order to determine the Shareholders who will be entitled to attend and vote at the AGM to be held on Thursday, 2 June 2022, the registers of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022, both days inclusive, during which period no transfer of shares will be effected. Shareholders whose names appear on the registers of members of the Company on Monday, 30 May 2022 shall be entitled to attend and vote at the AGM. In order for the Shareholders to qualify to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC, for holders of Domestic Shares, or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H Shares no later than 4:30 p.m. on Friday, 27 May 2022 for registration.
2. Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the AGM (or any adjournment thereof) on his behalf. A proxy need not be a Shareholder of the Company.
3. Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant Shareholder or by a person duly authorized by the relevant Shareholder in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant Shareholder as aforesaid, the relevant power of attorney and other relevant documents of authorization (if any) must be notarized. If a corporate Shareholder of the Company appoints a person other than its legal representative to attend the AGM (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate Shareholder or duly signed by its director or any other person duly authorized by that corporate Shareholder of the Company as required by the articles of association of such company.

NOTICE OF ANNUAL GENERAL MEETING

4. To be valid, the form of proxy and the relevant notarized power of attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 3 above must be delivered to the Company's Board office at Securities Department, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC for holders of Domestic Shares, or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares not less than 24 hours before the time appointed for the AGM (i.e. before 10:00 a.m. on Wednesday, 1 June 2022) or any adjournment thereof.
5. A Shareholder or his proxy should produce proof of identity when attending the AGM (or any adjournment thereof). If a corporate Shareholder's legal representative or any other person duly authorized by such corporate Shareholder attends the AGM (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as legal representative or the valid authorization document (as the case may be).
6. The AGM (or any adjournment thereof) is expected to last less than one day. Shareholders or their proxies who attend the AGM (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
7. The Company's principal place of business in the PRC is situated at:

No. 38 Binjiang Road, Yidu, Yichang, Hubei Province, the PRC
Tel No.: 86-769-81768886
Fax No.: 86-769-81768866

The address of the Company's H share registrar, Computershare Hong Kong Investor Services Limited is:

Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel No.: 852-2862-8555
Fax No.: 852-2865-0990
8. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this notice, the Board consists of Mr. JIANG Juncai, Mr. WANG Danjin, Mr. CHEN Yangui and Mr. LI Shuang as executive Directors; Mr. TANG Xinfu and Mr. Eddy HUANG as non-executive Directors; and Mr. TANG Jianxin, Mr. ZHAO Dayao, Ms. XIANG Ling and Mr. LI Xuechen as independent non-executive Directors.

NOTICE OF 2022 FIRST H SHAREHOLDERS CLASS MEETING



YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

宜昌東陽光長江藥業股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 01558)

NOTICE OF 2022 FIRST H SHAREHOLDERS CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 first H shareholders class meeting (the “**2022 First H Shareholders Class Meeting**”) of YiChang HEC ChangJiang Pharmaceutical Co., Ltd. (the “**Company**”) will be held at Conference Room, 4/F, Administration Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the People's Republic of China, at 11:00 a.m. on Thursday, 2 June 2022 (or immediately after the conclusion of the annual general meeting of the Company to be convened on the same day or any adjournment thereof) to consider and, if thought fit, to approve the following resolution. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 21 April 2022 (the “**Circular**”).

SPECIAL RESOLUTION

1. To consider and approve the general mandates to the Board to repurchase H Shares.

Details of the above resolution submitted to the 2022 First H Shareholders Class Meeting are set out in the Circular and is available for viewing on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.hec-changjiang.com).

On behalf of the Board

YiChang HEC ChangJiang Pharmaceutical Co., Ltd.

TANG Xinfa

Chairman

Hubei, the PRC

21 April 2022

NOTICE OF 2022 FIRST H SHAREHOLDERS CLASS MEETING

Notes:

1. In order to determine the Shareholders who will be entitled to attend and vote at the 2022 First H Shareholders Class Meeting of the Company to be held on Thursday, 2 June 2022, the H share registers of members of the Company will be closed from Monday, 30 May 2022 to Thursday, 2 June 2022 (both days inclusive), during which period no transfer of H shares will be effected. Shareholders whose names appear on the H share registers of members of the Company on Monday, 30 May 2022 shall be entitled to attend and vote at the 2022 First H Shareholders Class Meeting. In order for the H Shareholders to qualify to attend and vote at the 2022 First H Shareholders Class Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for holders of H Shares no later than 4:30 p.m. on Friday, 27 May 2022 for registration.
2. H Shareholders may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2022 First H Shareholders Class Meeting (or any adjournment thereof) on his behalf. A proxy needs not be a Shareholder.
3. H Shareholders must use the form of proxy of the Company for appointing a proxy and the appointment must be in writing. The form of proxy must be signed by the relevant H Shareholder or by a person duly authorized by the relevant H Shareholder in writing ("**power of attorney**"). If the form of proxy is signed by the person authorized by the relevant H Shareholder as aforesaid, the relevant Power of Attorney and other relevant documents of authorization (if any) must be notarized. If a corporate H Shareholder appoints a person other than its legal representative to attend the 2022 First H Shareholders Class Meeting (or any adjournment thereof) on its behalf, the relevant form of proxy must be affixed with the company seal of the corporate H Shareholder or duly signed by its director or any other person duly authorized by that corporate H Shareholder as required by the articles of association of the company.
4. To be valid, the form of proxy and the relevant notarized Power of Attorney (if any) and other relevant documents of authorization (if any) as mentioned in note 3 above must be delivered to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the 2022 First H Shareholders Class Meeting (or any adjournment thereof) (i.e. before 11:00 a.m. on Wednesday, 1 June 2022).
5. H Shareholder or his proxy should produce proof of identity when attending the 2022 First H Shareholders Class Meeting (or any adjournment thereof). If a corporate H Shareholder's legal representative or any other person duly authorized by such corporate H Shareholder attends the 2022 First H Shareholders Class Meeting (or any adjournment thereof), such legal representative or other person shall produce his proof of identity, and proof of designation as a legal representative or the valid authorization document (as the case may be).
6. The 2022 First H Shareholders Class Meeting (or any adjournment thereof) is expected to last less than one day. H Shareholders or their proxies who attend the 2022 First H Shareholders Class Meeting (or any adjournment thereof) shall bear their own travelling, meal and accommodation expenses.
7. The address of the Company's H share registrar, Computershare Hong Kong Investor Services Limited is:

Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong
Tel No.: 852-2862-8555
Fax No.: 852-2865-0990

NOTICE OF 2022 FIRST H SHAREHOLDERS CLASS MEETING

8. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

As at the date of this notice, the Board consists of Mr. JIANG Juncai, Mr. WANG Danjin, Mr. CHEN Yanguai and Mr. LI Shuang as executive Directors; Mr. TANG Xinfu and Mr. Eddy HUANG as non-executive Directors; and Mr. TANG Jianxin, Mr. ZHAO Dayao, Ms. XIANG Ling and Mr. LI Xuechen as independent non-executive Directors.

This appendix serves as an explanatory statement, as required by the Listing Rules, to enable the Shareholders to make an informed decision on whether to vote for or against the grant of the Repurchase Mandate.

I. LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below. The Company is empowered by the Articles of Association to repurchase its own securities.

II. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares issued by the Company was 879,967,700 (including 226,200,000 Domestic Shares and 653,767,700 H Shares). Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 65,376,770 H Shares, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant resolution.

III. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders.

IV. FUNDING OF REPURCHASE

In repurchasing its H Shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws, rules and regulations of the PRC, including but not limited to surplus funds and undistributed profits of the Company.

V. IMPACT ON WORKING CAPITAL

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at 31 December 2021, being disclosed in the Company's latest published audited accounts contained in the annual report for the year ended 31 December 2021. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H Shares to be repurchased on any occasion and

the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing, in the best interests of the Company.

VI. STATUS OF REPURCHASED H SHARE

The Listing Rules provide that the listing of all the H Shares repurchased by the Company shall automatically be cancelled and the relevant share certificates shall be cancelled and destroyed. Under the PRC laws, the H Shares repurchased by the Company will be cancelled and the Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled.

VII. H SHARE PRICES

The highest and lowest prices at which the H Shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2021		
April	8.99	7.14
May	7.67	6.65
June	9.18	6.84
July	9.05	5.87
August	6.29	5.00
September	5.65	4.21
October	4.64	3.52
November	6.09	3.35
December	6.41	5.01
2022		
January	7.96	5.70
February	7.59	6.27
March	6.30	4.25
April (up to the Latest Practicable Date)	5.18	4.63

VIII. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

IX. DISCLOSURE OF INTERESTS

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors or their respective close associates have any present intention to sell to the Company any of the H Shares in the Company if the Repurchase Mandate is approved at the AGM and the Class Meetings.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any H Shares nor has such core connected person undertaken not to sell any of the securities held by him/her/it to the Company in the event that the Repurchase Mandate is granted.

X. IMPLICATIONS UNDER THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 26 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of Shares under the Repurchase Mandate.

XI. SECURITIES REPURCHASE MADE BY THE COMPANY

The Company had not purchased any H Shares on the Stock Exchange or otherwise during the six months immediately preceding the Latest Practicable Date.