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If you have sold or transferred all your shares in **Shenzhen Hepalink Pharmaceutical Group Co., Ltd.**, you should at once hand this circular and the accompanying form of proxy and reply slip to the purchaser or the transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SHENZHEN HEPALINK PHARMACEUTICAL GROUP CO., LTD. **(深圳市海普瑞藥業集團股份有限公司)**

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

(Stock code: 9989)

(1) PROPOSED ISSUANCE OF CORPORATE BONDS

(2) PROPOSED CHANGE IN USE OF PROCEEDS

AND

(3) NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

A letter from the Board is set out on pages 3 to 9 of this circular.

A notice of the extraordinary general meeting (the “EGM”) to be held at 2:30 p.m. on Friday, 4 November 2022 at Ballroom, 2/F, L’Hermitage Hotel, 3031 Nanhai Boulevard, Nanshan District, Shenzhen, the PRC, is being dispatched to the Shareholders together with this circular.

Shareholders who intend to appoint a proxy to attend the EGM shall complete and return the proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarized.

In the case of joint holders of the Shares, only the holder whose name stands first in the register of members of the Company shall alone be entitled to vote at the EGM, either in person or by proxy in respect of such Shares.

For H Share Shareholders, please return the proxy form together with any documents of authority to the Company’s H Share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. For A Share Shareholders, please return the proxy form together with any documents of authority to the headquarters of the Company in the PRC at No. 21 Langshan Road, Nanshan District, Shenzhen, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

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Note: If there are any discrepancies between the Chinese version and the English version of this circular, the Chinese version shall prevail.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“Articles”	the articles of association of the Company, as amended, modified or otherwise supplemented from time to time
“Announcement”	the announcement of the Company dated 30 September 2022, in respect of the Proposed Issuance and Proposed Change in Use of Proceeds
“A Share(s)”	domestic share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for or credited as paid in Renminbi and are listed for trading on the Shenzhen Stock Exchange
“A Share Shareholders”	holders of A Share(s)
“Board”	the board of Directors
“Company”	Shenzhen Hepalink Pharmaceutical Group Co., Ltd (深圳市海普瑞藥業集團股份有限公司), a joint stock company incorporated in the PRC with limited liability, whose A Shares are listed on the Shenzhen Stock Exchange (stock code: 002399) and whose H Shares are listed on the main board of the Hong Kong Stock Exchange (stock code: 9989)
“Corporate Bonds”	the corporate bonds with total amount not exceeding RMB1,000,000,000 (including RMB1,000,000,000) proposed to be issued by the Company in multiple tranches in the PRC
“Director(s)”	director(s) of the Company
“Extraordinary General Meeting” or “EGM”	the extraordinary general meeting of the Company to be convened and held on 4 November 2022
“Global Offering”	the global offering of the H Shares in July 2020
“Group”	the Company and its subsidiaries
“HK dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in HK dollars and listed on the Hong Kong Stock Exchange
“H Share Shareholder(s)”	the holder(s) of the H Share(s)
“Interim Report”	the interim report of the Company for the six months ended 30 June 2022 published on 27 September 2022
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Net Proceeds”	the net proceeds of RMB3,538.4 million from the Global Offering
“Notice of EGM”	the notice dated 3 October 2022 convening the EGM as set out on pages 10 to 13 of this circular
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Proposed Change in Use of Proceeds”	the proposed change in use of Net Proceeds, details of which are set out under the section headed “III. PROPOSED CHANGE IN USE OF PROCEEDS” in the Letter from the Board
“Proposed Issuance”	the proposed issuance of the Corporate Bonds, the principal terms of which are set out under the section headed “II. PROPOSED ISSUANCE OF CORPORATE BONDS” in the Letter from the Board
“Prospectus”	the prospectus issued by the Company dated 24 June 2020
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising the A Share(s) and H Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)

LETTER FROM THE BOARD



SHENZHEN HEPALINK PHARMACEUTICAL GROUP CO., LTD.

(深圳市海普瑞藥業集團股份有限公司)

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

(Stock code: 9989)

Executive Directors:

Mr. Li Li
Ms. Li Tan
Mr. Shan Yu

Registered office in the PRC:

No. 21 Langshan Road
Nanshan District
Shenzhen PRC

Independent non-executive Directors:

Dr. Lu Chuan
Mr. Chen Junfa
Mr. Wang Zhaohui

*Principal place of business
in Hong Kong:*

Room 4724, 47/F
Sun Hung Kai Centre
30 Harbour Road
Wan Chai, Hong Kong

3 October 2022

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED ISSUANCE OF CORPORATE BONDS

(2) PROPOSED CHANGE IN USE OF PROCEEDS

AND

(3) NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding, among other things, (i) the Proposed Issuance; (ii) the Proposed Change in Use of Proceeds; and (iii) the notice of EGM, to enable you to make an informed decision as to whether to vote for or against the relevant resolution(s) to be proposed at the EGM.

Reference is made to the Announcement, in respect of, among other things, the Proposed Issuance and Proposed Change in Use of Proceeds. Unless otherwise defined herein, capitalized terms used in this circular shall have the same meanings as those defined in the Announcement.

LETTER FROM THE BOARD

II. PROPOSED ISSUANCE OF CORPORATE BONDS

On 30 September 2022, the Board considered and approved the resolution in relation to the Proposed Issuance, the proposed principal terms of which are set out below:

1. Issue size

The Company proposes to issue the Corporate Bonds with a total principal amount not exceeding RMB1,000,000,000 (including RMB1,000,000,000) in multiple tranches.

2. Target subscribers

The Corporate Bonds are proposed to be issued to professional investors.

3. Term

The Corporate Bonds will have a term of maturity not exceeding five years (including five years).

4. Use of proceeds

The Company intends to apply the net proceeds to be raised from the Proposed Issuance (“**Proceeds**”) to repay the Company’s debts, adjust the debt structure and replenish the working capital of the Company. The resolution authorising the Board and its authorised individuals to determine the specific manner and proportion of the use of Proceeds in accordance with the actual needs of the Company shall be considered by way of special resolution at the EGM.

5. Interest Rate

The resolution authorising the Board and its authorised individuals to determine the interest rate of the Corporate Bonds in accordance with the relevant requirements and the market conditions shall be considered by way of special resolution at the EGM.

6. Validity of the resolution(s)

The resolution(s) approving the Proposed Issuance will be valid for 24 months commencing from the date of passing of the respective resolution(s) at the meeting of the Board and the EGM respectively, whichever is later.

The resolution(s) approving the Proposed Issuance at the EGM can only be executed after being considered and approved by way of special resolution at such general meeting.

Reasons and benefits of the Proposed Issuance

The Board considers that the Proposed Issuance will further optimize debt structure, broaden the financing channels and reduce the financing costs of the Group. Therefore, the Board considers that the Proposed Issuance is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

LETTER FROM THE BOARD

III. PROPOSED CHANGE IN USE OF PROCEEDS

As disclosed in the section headed “Future Plans and Use of Proceeds” in the Prospectus, approximately 30% of the Net Proceeds (or approximately RMB1,061.5 million) is intended to be used for improving capital structure and repaying the existing debt; approximately 30% of the Net Proceeds (or approximately RMB1,061.5 million) is intended to be used for expansion of the sales and marketing network and infrastructure in the European Union and other global markets, such as the PRC; approximately 20% of the Net Proceeds (or approximately RMB707.7 million) is intended to be used for expanding our development and manufacturing capacity and broadening our product and services offering of Cytovance; and approximately 20% of the Net Proceeds (or approximately RMB707.7 million) is intended to be used for investment in innovative drugs.

As disclosed in the section headed “Use of Proceeds from the H Share Listing of the Company” in the Interim Report, the Company had used approximately RMB1,115.2 million of the Net Proceeds as at 30 June 2022 in the manner disclosed in the Interim Report and the remaining unutilised Net Proceeds amounted to approximately RMB2,423.2 million.

LETTER FROM THE BOARD

Proposed Change in Use of Proceeds

Given that the global economic environment has brought uncertainties to the Group's operating environment due to high inflation and interest rate hikes, which resulted in a delay of the Group's plans for expansion and investment, the Board proposes to adjust the intended use of Net Proceeds as follows:

Business objectives	Original planned use of the Net Proceeds as disclosed in the Prospects (RMB million)	Utilised as at the date of the Announcement (RMB million)	Remaining proceeds as at the date of the Announcement (RMB million)	Revised allocation of unutilised Net Proceeds (RMB million)	Expected date of full utilisation of the unutilised Net Proceeds
(1) Improving capital structure and repaying the existing debt	1,061.5 (30% of the Net Proceeds)	1,034.4	27.1	–	–
(2) Expansion of the sales and marketing network and infrastructure in the European Union and other global markets, such as the PRC	1,061.5 (30% of the Net Proceeds)	–	1,061.5	636.9	Within next 24 months
(3) Expanding our development and manufacturing capacity and broadening our product and services offering of Cytovance	707.7 (20% of the Net Proceeds)	–	707.7	451.8	Within next 24 months
(4) Investment in innovative drugs	707.7 (20% of the Net Proceeds)	80.8	626.9	376.2	Within next 24 months
(5) General working capital of the Company or, subject to permission under the PRC laws and regulations, the balance to be placed with PRC financial institutions as short-term deposits	–	–	–	958.3	Within next 24 months
Total:	<u>3,538.4</u>	<u>1,115.2</u>	<u>2,423.2</u>	<u>2,423.2</u>	

LETTER FROM THE BOARD

Reasons for and benefits of the Proposed Change in Use of Proceeds

The global economic environment, with its high inflation and hikes in interest rates, has brought uncertainties to the Group's operating environment, while COVID-19 social distancing policies and lock-downs in the first half of 2022 put pressure on the Group's supply chain. The Company has been cautiously monitoring the situation, watching out for potential problems and operational risks brought about by the global economic environment and taking measures to mitigate any adverse impact. The Board considers that the above adjustment of the use of Net Proceeds is more in line with the current business needs of the Company and the market condition.

Facing uncertainties in the external operating environment, the Group adopted a very prudent approach in allocating financial resources to cope with the changes and impacts of the operating environment, and to a certain extent, adjusted the progress of the original plan as disclosed in the Prospectus. After two years since Listing Date, the effectiveness of the Company's response policies has gradually emerged, and the main business performance of the Company's heparin industry chain has continued to improve. Upon the expansion and in-depth exploration with the efforts of the Company's global sales team, the original plan of "expansion of the sales and marketing network and infrastructure in the European Union and other global markets, such as the PRC" has steadily achieved breakthroughs and growth under the principle of prudent allocation of financial resources. In particular, there has been a growth in sales of the Group's products in Europe, the United States and the PRC. In addition, the Group, through its own marketing strategies, has a competitive advantage in sales in both overseas and China markets. Therefore, the Board believes the revised allocation of RMB636.9 million for the expansion of its sales and marketing network in the European Union and other global markets, such as the PRC, is sufficient for this purpose.

Meanwhile, through the enhancement of Cytovance's management and operation system in the past two years, the Group has strengthened the timeliness and key success factors of the CDMO project, leading to a sustained revenue growth of CDMO service, and demonstrated a positive growth momentum in both revenue and operational efficiency. As such, the Group considers that the reallocation of the Net Proceeds could allow more efficient allocation of resources to support its business development in the next 24 months. At the same time, the Group can appropriately allocate additional resources to support the expansion and development of the heparin business segment by reallocating its resources. The Group will continue to maintain its backing to Cytovance and will continue to utilise approximately RMB451.8 million for the expansion and development of the CDMO business segment.

Besides, the Group has conducted a detailed review on the development of its innovative drugs. Based on the current research and development progress of innovative drugs, we can promote a more economical commercial development of innovative drugs through potential cooperation model or existing sales channels and advantages. Therefore, the Group believes that reallocation of Net Proceeds allows for sufficient funds to support the development of innovative drugs in the next 24 months. At the same time, the Group can optimise its financial structure and improve its profitability by reallocating resources. Under the revised allocation, the unutilised Net Proceeds of approximately RMB376.2 million allocated to innovative drugs will continue to be used for the development and commercialisation of innovative drugs, including payment for the rights to develop and commercialise the late-stage drug candidates in the Greater China.

LETTER FROM THE BOARD

Meanwhile, despite the continued outbreak of COVID-19, the Company's revenue in 2021 and 2022 witnessed a positive growth. In particular, the amount of enoxaparin sodium doses in the first six months of 2022 and the financial year ended 31 December 2021 exceeded 114 million and 180 million respectively. The Group requires more working capital to support growth of our existing production of finished doses, and satisfy the current business development of the Group. As such, based on the interest of the Group and its Shareholders as a whole, and in view of strengthening the efficiency and effectiveness of the capital use, the Board proposes to re-allocate a certain percentage of unutilised Net Proceeds for general working capital purposes to support the expansion of production lines, the improvement of supply chain management and the payment of bank loans, and/or, subject to permission under the PRC laws and regulations, to be placed with PRC financial institutions as short-term deposits before actual use of the Net Proceeds, enabling the Company to allocate its financial sources in a more beneficial and effective way so as to grasp potential business opportunities in the future, as well as generate profitable returns for the Group. Upon reallocation, the unutilised Net Proceeds reallocated for general working capital purposes or, subject to permission under the PRC laws and regulations, for being placed with PRC financial institutions as short-term deposits before actual use of the Net Proceeds, will be approximately RMB958.3 million. The Board believes that the Proposed Change in Use of Proceeds is more beneficial to meet the operation development needs of the Company and increase its financial effects.

The Board considers that the development direction of the Company is still in line with the disclosures in the Prospectus despite the change in use of the unutilised Net Proceeds as stated above.

The Board confirms that there are no material changes in the nature of the business of the Group as set out in the Prospectus. The Board considers the Proposed Change in Use of Proceeds is fair and reasonable as this would allow the Company to deploy its financial resources more effectively to enhance the profitability of the Group and is therefore in the interests of the Group and the Shareholders as a whole. The Board will continuously assess the plan for the use of the unutilised net proceeds and may revise or amend such plan where necessary to cope with the changing market conditions and strive for better business performance of the Group.

According to the Articles and the relevant laws and regulations in the PRC, the Proposed Change in Use of Proceeds is subject to the approval of the Shareholders by way of ordinary resolution at the general meeting of the Company.

IV. THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

A notice of the EGM to be held at 2:30 p.m. on Friday, 4 November 2022 at Ballroom, 2/F, L'Hermitage Hotel, 3031 Nanhai Boulevard, Nanshan District, Shenzhen, the PRC, is set out on pages 10 to 13 of this circular. At the EGM, a special resolution will be proposed to approve the Proposed Issuance.

A proxy form to be used at the EGM is also enclosed herein and published on the website of the Hong Kong Stock Exchange (www.hkexnews.com.hk). H Share Shareholders who intend to appoint a proxy to attend the EGM shall complete, sign and return the proxy form in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

For H Share Shareholders, the proxy form, and if the proxy form is signed by a person under a power of attorney or other authority on behalf of the appointor, a notarized copy of that power of attorney or other authority, must be delivered to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong, not less than 24 hours before the time for holding the EGM in order for such documents to be valid.

Pursuant to the Articles of Association, for the purpose of holding the EGM, the register of members of H Shares will be closed from Tuesday, 1 November 2022 to Friday, 4 November 2022 (both days inclusive), during this period no transfer of H Shares will be registered. H Share Shareholders whose names appear on the H Shares register of members of the Company on Tuesday, 1 November 2022 are entitled to attend and vote at the EGM. For information relating to attending the EGM for A Share Shareholders, please refer to the A Share announcement of the Company published on the website of the Shenzhen Stock Exchange.

In order to attend the EGM, H Share Shareholders shall lodge all transfer documents together with the relevant share certificates to the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong, not later than 4:30 p.m. on Monday, 31 October 2022.

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

V. RESPONSIBILITY STATEMENTS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

VI. RECOMMENDATION

The Directors believe that the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of such resolutions which will be proposed at the EGM.

By order of the Board
Shenzhen Hepalink Pharmaceutical Group Co., Ltd.
Li Li
Chairman

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING



SHENZHEN HEPALINK PHARMACEUTICAL GROUP CO., LTD.

(深圳市海普瑞藥業集團股份有限公司)

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

(Stock code: 9989)

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2022 second extraordinary general meeting (the “EGM”) of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Friday, 4 November 2022 at Ballroom, 2/F, L’Hermitage Hotel, 3031 Nanhai Boulevard, Nanshan District, Shenzhen, the PRC for the purpose of considering, and if thought fit, passing the following resolutions. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 3 October 2022.

SPECIAL RESOLUTION

1. To consider and pass the following special resolution by way of non-cumulative voting:
 - (a) the Company be and is hereby approved to issue corporate bonds (the “**Corporate Bonds**”) with total amount not exceeding RMB1,000,000,000 (inclusive) (the “**Proposed Issuance**”) in multiple tranches with a term of maturity not exceeding five years (inclusive);
 - (b) the board (the “**Board**”) of directors (the “**Directors**”) of the Company be and is hereby authorised to handle matters relating to the Proposed Issuance with absolute discretion to the extent permitted under the relevant laws and regulations, including but not limited to the following:
 - (i) subject to the national laws and regulations, other relevant normative and regulatory requirements and the resolution to be passed at the general meeting of the Company, the Board will be authorised to determine the specific proposal and to amend and adjust the terms of the Proposed Issuance in accordance with the actual conditions of the Company and the market, including but not limited to all matters relating to the Proposed Issuance such as the actual issue size, terms and types of the Corporate Bonds, interest rate or its determination basis, timing of issuance, target subscribers, method of issuance, whether the Corporate Bonds are to be issued once or by tranches, number of tranches and issue size of each tranche, whether to incorporate sell-back or redemption provisions, specific use of the raised proceeds, proportion of online and offline issuance, credit rating arrangement, specific subscription methods, repayment of principal and interest, measures for safeguarding repayments, listing arrangement and determining the underwriting arrangement, etc.;

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

- (ii) the Board will be authorised to determine the engagement of intermediaries and select the bond custodian in respect of the Proposed Issuance;
 - (iii) the Board will be responsible for the specific implementation and execution of the issuance and application for listing of the Corporate Bonds, including but not limited to formulating, authorising, signing, executing, revising and completing the relevant documentations in respect of the issuance and listing of the Corporate Bonds, including but not limited to the prospectus in relation to the offering of the Corporate Bonds, underwriting agreement, bond custodian agreement, rules of the bondholders' meetings, listing agreement and various announcements, etc., and the relevant information disclosure in accordance with the requirements under the national laws, regulations and other normative documents, etc.;
 - (iv) if there are any changes to the national laws, regulations and other normative documents or relevant policies of the regulatory institutions or market conditions, other than matters which require re-approval at the shareholders' meeting under the applicable laws, regulations, normative documents and the articles of association of the Company (the "**Articles**"), the Board will be authorised to make appropriate adjustments to the specific proposal of the Proposed Issuance in accordance with the relevant laws, regulations, the Articles and advice of the regulatory institutions (if any), or determine whether to proceed with the relevant work regarding the Proposed Issuance according to the actual conditions; and
 - (v) to handle with absolute discretion all other matters in relation to the issuance and listing of the Corporate Bonds.
- (c) on the basis of the authorisations as set out in paragraph (b) above, Mr. Li Li, chairman of the Board, and any person authorised by him, be and are hereby authorised to deal with all the aforementioned matters relating to the issuance and listing of the Corporate Bonds;

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

- (d) the authorisations as set out in paragraphs (b) and (c) above shall remain valid from the date of passing of this resolution up to the date of completion of the authorised matters; and
- (e) this resolution will be valid for 24 months commencing from the date of passing of this resolution.

ORDINARY RESOLUTION

2. To consider and pass the following ordinary resolution by way of non-cumulative voting:

the use of the unutilised Net Proceeds be and is hereby amended as follows:

- (a) RMB636.9 million (or approximately 26.3% of the unutilised Net Proceeds) is intended to be used for expansion of the sales and marketing network and infrastructure in the European Union and other global markets, such as the PRC;
- (b) RMB451.8 million (or approximately 18.6% of the unutilised Net Proceeds) is intended to be used for expanding our development and manufacturing capacity and broadening our product and services offering of Cytovance;
- (c) RMB376.2 million (or approximately 15.5% of the unutilised Net Proceeds) is intended to be used for investment in innovative drugs; and
- (d) RMB958.3 million (or approximately 39.5% of the unutilised Net Proceeds) is intended to be used as general working capital of the Company to support the expansion of production lines, the improvement of supply chain management and the payment of bank loans, or, subject to permission under the PRC laws and regulations, the balance to be placed with PRC financial institutions as short-term deposits before actual use of the Net Proceeds.

By order of the Board
Shenzhen Hepalink Pharmaceutical Group Co., Ltd.
Li Li
Chairman

Shenzhen, the PRC
3 October 2022

Notes:

1. For the purpose of holding the EGM, the H Share register of members of the Company will be closed from Tuesday, 1 November 2022 to Friday, 4 November 2022 (both days inclusive), during which period no transfer of H Shares can be registered. In order for H Share Shareholders to be qualified to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the H Share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harbour Road, Hong Kong, no later than 4:30 p.m. on Monday, 31 October 2022 for registration. The Shareholders whose names appear on the register of members of the Company on Tuesday, 1 November 2022 are entitled to attend and vote at the EGM.

NOTICE OF THE 2022 SECOND EXTRAORDINARY GENERAL MEETING

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy needs not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf.
4. In order to be valid, the proxy form must be deposited, for H Share Shareholders, to the H Share registrar of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harbourt Road, Hong Kong not less than 24 hours before the time for holding the EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarized copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identification documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorized representative shall produce his/her identification documents and a notarized copy of the relevant authorization instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarized documents allowed by the Company. Proxies shall produce their identification documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
6. The EGM is expected to take for less than half a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
7. All voting at the EGM will be conducted by poll.