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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)

**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.;
 - (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;
 - (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.
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 Harbour 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.

As at the date of this notice, the executive directors of the Company are Mr. Li Li, Ms. Li Tan and Mr. Shan Yu; and the independent non-executive directors of the Company are Dr. Lu Chuan, Mr. Chen Junfa and Mr. Wang Zhaohui.