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Hepalink

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 2020 THIRD EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 third extraordinary general meeting (the “**EGM**”) of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Monday, August 31, 2020 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 August 10, 2020.

ORDINARY RESOLUTIONS

To consider and pass the following ordinary resolutions by way of cumulative voting:

1.00 To elect non-independent Directors of the fifth session of the Board:

1.01 Re-elect Mr. Li Li as an non-independent Director of the Company;

1.02 Re-elect Mr. Sun Xuan as an non-independent Director of the Company;

1.03 Re-elect Ms. Li Tan as an non-independent Director of the Company;

1.04 Re-elect Mr. Shan Yu as an non-independent Director of the Company;

1.05 Re-elect Mr. Bu Haihua as an non-independent Director of the Company.

2.00 To elect independent non-executive Directors of the fifth session of the Board:

2.01 Re-elect Mr. Chen Junfa as an independent non-executive Director of the Company;

2.02 Re-elect Mr. Wang Zhaohui as an independent non-executive Director of the Company;

2.03 Re-elect Dr. Lu Chuan as an independent non-executive Director of the Company.

3.00 To elect Supervisors of the fifth session of the Supervisory Committee:

3.01 Re-elect Mr. Zheng Zehui as a Supervisor of the Company;

3.02 Re-elect Ms. Tang Haijun as a Supervisor of the Company.

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

4.00 To consider and approve the remuneration of the independent non-executive Directors of the fifth session of the Board.

SPECIAL RESOLUTIONS

To consider and pass the following special resolutions by way of non-cumulative voting:

5.00 To consider and approve the proposal for the Company and its wholly-owned subsidiary to apply for credit line and provide guarantees to the banks.

6.00 To consider and approve the amendments to the Articles of Association.

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

Shenzhen, PRC
August 10, 2020

Notes:

1. For the purpose of holding the EGM, the H Share register of members of the Company will be closed from Tuesday, August 25, 2020 to Monday, August 31, 2020 (both days inclusive), during which period no transfer of 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Monday, August 24, 2020 for registration.

The Shareholders whose names appear on the register of members of the Company on Tuesday, August 25, 2020 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 need not be a Shareholder.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 of the Company held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identification documents and a notarized copy of the relevant authorisation 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.
8. Regarding ordinary resolutions number 1 to 3, a cumulative voting system will be adopted. "Cumulative voting system" refers to a system of voting for election of Directors or Supervisors at general meetings under which each Share shall be entitled to the number of votes equivalent to the number of the Directors or Supervisors to be elected at the Shareholders' general meeting. Shareholders may consolidate their votes for one or more Director(s) or Supervisor(s). The principles below shall be followed for voting under the cumulative voting system:
 - (i) the number of candidates for the roles of Directors or Supervisors may be greater than that of the Directors or Supervisors to be elected at the Shareholders' general meeting, but the number of candidates to be voted by each Shareholder shall not exceed the number of Directors or Supervisors to be elected at the Shareholders' general meeting, and the total number of votes allocated to the Shareholders shall not exceed the number of votes held by them; otherwise, the votes shall be invalid;

- (ii) voting for the non-independent Directors and independent non-executive Directors shall be carried out separately. For the election of independent non-executive Directors, the number of votes each Shareholder is entitled to shall be equal to the number of Shares held by the Shareholder multiplied by the number of independent non-executive Directors to be elected, and such votes must be cast only for the candidates for the role of the Company's independent non-executive Directors; for the election of non-independent Directors, the number of votes each Shareholder is entitled to shall be equal to the number of Shares held by the Shareholder multiplied by the number of non-independent Directors to be elected, and such votes must be cast only for the candidates for the role of the Company's non-independent directors; and
- (iii) the candidates to be finally elected as Directors or Supervisors shall be determined according to the numbers of votes they have received, but the minimum number of votes each candidate elected has received must exceed half of the total number of Shares held by Shareholders (including proxies thereof) attending the EGM. If the number of Directors or Supervisors elected falls short of the number of Directors or Supervisors to be elected at the EGM, a new round of voting shall be carried out for the candidates for the roles of Directors or Supervisors not having received the required number of votes to fill the shortage. If the shortage is still not filled, a by-election shall be conducted at the next Shareholders' general meeting of the Company. If two or more candidates for the roles of Directors or Supervisors have the same number of votes, but not all of them can be elected according to the election quota, a separate round of voting shall be conducted for such candidates with the same number of votes.

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