
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about any of the contents of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisor.

If you have sold or transferred all your Shares in **Shenzhen Hepalink Pharmaceutical Group Co., Ltd.**, you should at once hand this circular together with the proxy form to the purchaser or transferee or to the bank, 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)

**CHANGE OF BUSINESS SCOPE AND
AMENDMENT OF THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 2 to 4 of this circular. A notice of the extraordinary general meeting (the "EGM") to be held at 2:30 p.m. on Tuesday, September 28, 2021 at Ballroom, 2/F, L'Hermitage Hotel, 3031 Nanshan 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 Level 54, Hopewell Centre, 183 Queen's Road East, 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.

September 7, 2021

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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, unless the context otherwise requires, the following terms shall have the following meanings:

“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 Shareholder(s)”	the holder(s) of the A Share(s)
“Articles of Association”	the articles of association of the Company
“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)
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held on September 28, 2021
“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
“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)
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“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
Mr. Zhang Bin

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

September 7, 2021

To the Shareholders

Dear Sir or Madam,

**CHANGE OF BUSINESS SCOPE AND
AMENDMENT OF THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you notice of the EGM and to provide you with the information regarding the special resolution to be proposed at the EGM relating to (including) the following matters in order to enable you to make informed decision on whether to vote for or against the resolution at the EGM:

At the EGM, a special resolution will be proposed to approve, among others, the change of the Company's business scope and the amendment of the Articles of Association.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF BUSINESS SCOPE AND PROPOSED AMENDMENT OF THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated August 26, 2021 in relation to the proposed change of the Company's business scope and the proposed amendment to the Articles of Association.

To satisfy the business needs of the Company, the Board proposes to expand the business scope of the Company to include non-residential property leasing and residential property leasing, primarily for providing rest areas and accommodation for its employees. For details in relation to the proposed change of business scope, please refer to the proposed amendment to Article 14 of the Articles of Association as set out in the Appendix to this circular.

The proposed change of business scope is conditional upon the following conditions being satisfied:

- (i) passing of special resolution by the Shareholders at the EGM to approve the change of business scope; and
- (ii) obtaining all the necessary approvals from the Market Supervision and Regulation Bureau of Shenzhen Municipality for the change of business scope.

The proposed change of business scope will be put forward to the Shareholders for approval by way of a special resolution at the EGM. The application for and filing of change and registration with the Market Supervision and Regulation Bureau of Shenzhen Municipality will be made by the Company after the passing of the relevant special resolution at the EGM. The proposed change of business scope will take effect from the date on which the business licence in relation to the amended business scope is issued by the Market Supervision and Regulation Bureau of Shenzhen Municipality.

In view of the proposed change of the business scope, the Board proposes to amend Article 14 of the Articles of Association. Please refer to the Appendix to this circular for details of the proposed amendment to the Articles of Association.

The Articles of Association are prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

3. THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

A notice of the EGM to be held at 2:30 p.m. on Tuesday, September 28, 2021 at Ballroom, 2/F, L'Hermitage Hotel, 3031 Nanhai Boulevard, Nanshan District, Shenzhen, the PRC, is set out on pages 6 to 7 of this circular.

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 Level 54, Hopewell Centre, 183 Queen's Road East, 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 Thursday, September 23, 2021 to Tuesday, September 28, 2021 (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 Thursday, September 23, 2021 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, September 21, 2021.

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 resolution proposed at the EGM will be voted by poll.

4. RECOMMENDATION

The Directors consider that aforementioned resolution is in the interests of the Company and the Shareholders as a whole. Accordingly, it is recommended that the Shareholders vote in favor of the resolution to be proposed at the EGM.

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

The Board proposes to amend the Articles of Association as follows:

Existing Terms of the Articles of Association	Proposed Amendment to the Articles of Association
<p>Article 14 The legally registered business scope of the Company is: development and production of APIs (heparin sodium and enoxaparin sodium), import and export of goods and technologies (excluding goods for distribution or specially operated, controlled or sold by the state).</p> <p>The Company may change its business scope according to laws, based on demands in domestic and international markets and its own development capability and business needs.</p>	<p>Article 14 The legally registered business scope of the Company is: development and production of APIs (heparin sodium and enoxaparin sodium), import and export of goods and technologies (excluding goods for distribution or specially operated, controlled or sold by the state), <u>non-residential property leasing and residential property leasing</u>.</p> <p>The Company may change its business scope according to laws, based on demands in domestic and international markets and its own development capability and business needs.</p>

NOTICE OF THE 2021 FIRST 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 2021 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 first extraordinary general meeting (the “**EGM**”) of Shenzhen Hepalink Pharmaceutical Group Co., Ltd. (the “**Company**”) will be held at 2:30 p.m. on Tuesday, September 28, 2021 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 resolution. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated September 7, 2021.

SPECIAL RESOLUTION

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

- To consider and approve the change of the Company’s business scope and the amendment to the articles of association of the Company.

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

Shenzhen, PRC
September 7, 2021

Notes:

1. For the purpose of holding the EGM, the H Share register of members of the Company will be closed from Thursday, September 23, 2021 to Tuesday, September 28, 2021 (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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, September 21, 2021 for registration.

The Shareholders whose names appear on the register of members of the Company on Thursday, September 23, 2021 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.

NOTICE OF THE 2021 FIRST EXTRAORDINARY GENERAL MEETING

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 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 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.