
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect 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 adviser.

If you have sold or transferred all your shares in **Sunshine Lake Pharma Co., Ltd.**, you should at once hand this circular, together with the form of proxy, 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



SUNSHINE LAKE PHARMA CO., LTD.

廣東東陽光藥業股份有限公司

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

(Stock Code: 6887)

PROPOSED GRANT OF GENERAL ISSUE MANDATE AND NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this circular have the meanings set out in the section headed “Definitions” in this circular. A letter from the Board is set out on pages 3 to 6 of this circular.

The Company will convene the EGM at 10:00 a.m. on Friday, 5 September 2025 at Conference Room, 3/F, Sales Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC. The notice convening the EGM is set out on pages N-1 to N-4 of this circular.

A form of proxy for use at the EGM is published on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.hecpfarm.com). If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the form of proxy 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, 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 accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

19 August 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING	N-1

DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“Company”	Sunshine Lake Pharma Co., Ltd. (廣東東陽光藥業股份有限公司), a joint stock company incorporated in the PRC with limited liability on 29 December 2003, the H Shares of which are listed and traded on the Hong Kong Stock Exchange (stock code: 6887)
“Company Law”	Company Law of the People’s Republic of China (as amended, supplemented or otherwise modified from time to time)
“Director(s)”	the director(s) of the Company
“Domestic Shares”	the ordinary shares with a nominal value of RMB1.00 each in the capital of the Company that are not listed on any stock exchange
“EGM”	the 2025 first extraordinary general meeting of the Company to be held at 10:00 a.m. on Friday, 5 September 2025 at Conference Room, 3/F, Sales Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang’an County, Dongguan, Guangdong Province, the PRC or any adjournment thereof
“General Issue Mandate”	the unconditional and general mandate proposed to be granted to the Directors to allot, issue or dispose of additional Shares and/or to sell Treasury Shares in an amount not exceeding 20% of the total number of issued Shares of the Company (excluding Treasury Shares) on the date the General Issue Mandate is approved by the Shareholders
“H Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the capital of the Company, which are listed and traded on the Hong Kong Stock Exchange
“HKEX”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (as amended from time to time)
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	19 August 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this circular
“Listing Document”	the listing document of the Company dated 30 June 2025
“PRC” or “China”	the People’s Republic of China, for the purpose of this circular, does not include Hong Kong, the Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	the ordinary share(s) with a nominal value of RMB1.00 each in the capital of the Company, comprising Domestic Shares and H Shares
“Shareholder(s)”	shareholders of the Company
“Treasury Shares”	has the meaning ascribed to it under the Hong Kong Listing Rules

LETTER FROM THE BOARD



SUNSHINE LAKE PHARMA CO., LTD.

廣東東陽光藥業股份有限公司

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

(Stock Code: 6887)

Executive Directors:

Dr. Zhang Yingjun (*Chairman*)
Dr. Li Wenjia (*General Manager*)

Non-executive Directors:

Mr. Zhang Yushuai
Mr. Tang Xinfu
Mr. Zhu Yingwei
Mr. Zeng Xuebo
Ms. Dong Xiaowei
Ms. Wang Lei

Independent non-executive Directors:

Dr. Li Xintian
Dr. Ma Dawei
Dr. Yin Hang Hubert
Dr. Lin Aimei
Dr. Ye Tao

Registered Office:

No. 1, Industrial North Road,
Songshan Lake Industrial Park
Dongguan City
Guangdong Province
the PRC

*Headquarters and Principal Place of
Business in the PRC:*

HEC Scientific Park
No. 368 Zhen An Zhong Road
Chang'an County Dongguan
Guangdong Province, the PRC

*Principal Place of Business
in Hong Kong:*

40/F, Dah Sing Financial Centre
No. 248, Queen's Road East
Wan Chai
Hong Kong

19 August 2025

To the Shareholders,

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL ISSUE MANDATE
AND
NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the notice of the EGM and details of the special resolution to be proposed at the EGM so that you can make an informed decision as to whether to vote for or against the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD

II. PROPOSED GRANT OF GENERAL ISSUE MANDATE

Rule 10.08 of the Hong Kong Listing Rules provides that no further shares or securities convertible into equity securities of a listed issuer may be issued or form the subject of any agreement to such an issue within six months from the date on which securities of the listed issuer first commence dealings on the Hong Kong Stock Exchange (whether or not such issue of shares or securities will be completed within six months from the commencement of dealing) except for the circumstances more particularly stated in the Hong Kong Listing Rules. The Company has applied to, and the Stock Exchange has granted, a waiver from strict compliance with Rule 10.08 of the Hong Kong Listing Rules which restricts the further issue of Shares (or convertible securities) during the first six months from the date of listing. For more details, please refer to the section headed “Waivers from Strict Compliance with the Listing Rules — Share Issue Restriction” of the Listing Document.

In order to meet the capital requirements for the continuous development of the Company’s business and to ensure that the Board will have the flexibility to issue any new Shares as and when appropriate, and in accordance with the relevant laws and regulations, including the Hong Kong Listing Rules and capital market practices the Company will propose a special resolution at the EGM to grant the Board the unconditional General Issue Mandate to allot, issue or dispose of additional Shares and/or to sell Treasury Shares of the Company in an amount not exceeding 20% of the total issued Shares (excluding Treasury Shares) on the date the General Issue Mandate is approved by the Shareholders, subject to the conditions set out in the notice of the EGM.

The Company will also propose at the EGM that the Board be granted a conditional general mandate to increase the Company’s registered capital to reflect the Shares to be issued under the General Issue Mandate, and to make such amendments to the Articles of Association as it considers appropriate and necessary to reflect the increase in the Company’s registered capital, and to take any other actions and complete any other formalities necessary to effectuate the increase in the Company’s registered capital.

As at the Latest Practicable Date, the registered capital of the Company consisted of 576,656,047 Shares (comprising 463,943,215 Domestic Shares and 112,712,832 H Shares) with a nominal value of RMB1.00 each and the Company does not have any Treasury Shares. Accordingly, subject to the approval of the relevant resolution at the EGM and assuming that no new Shares are issued and no Shares are repurchased or cancelled by the Company on or before the date of the EGM, the Board may allot, issue or dispose of additional Shares and/or sell Treasury Shares of the Company under the General Issue Mandate, either individually or concurrently, for up to a maximum of 115,331,209 Shares (representing 20% of the total number of issued Shares as at the Latest Practicable Date).

The exercise of any powers by the Board under the General Issue Mandate shall be in compliance with the Articles of Association, the Company Law, the Hong Kong Listing Rules and all other applicable laws, rules, regulations and requirements of the relevant government and/or regulatory authorities.

LETTER FROM THE BOARD

To ensure the Board's flexibility and discretion in issuing new Shares and/or selling Treasury Shares, the Board considers that the grant of a General Issue Mandate is in the best interests of the Company and its Shareholders as a whole.

The General Issuance Mandate will expire on the earliest of: (i) the conclusion of the Company's 2025 annual general meeting; (ii) the expiry of the 12-month period following the passing of the relevant resolution at the EGM; or (iii) the date on which the mandate is revoked or amended by a special resolution passed by the Company's Shareholders at a general meeting.

III. NOTICE OF THE EGM

The EGM will be held at 10:00 a.m. on Friday, 5 September 2025 at Conference Room, 3/F, Sales Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC. The notice convening the EGM is set out on pages N-1 to N-4 of this circular. The above-mentioned documents and the form of proxy for use at the EGM are published on the website of the HKEX (www.hkexnews.hk) and the website of the Company (www.hecpharm.com).

To the best of knowledge, information and belief of the Directors having made all reasonable enquiries, no Shareholder has a material interest in, and would be required to abstain from voting in respect of, the special resolution to be proposed at the EGM.

Shareholders who intend to appoint a proxy to attend the EGM are required to complete and return the form of proxy 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, 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 accordance with the instructions printed thereon as soon as possible, and in any event not less than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

IV. CLOSURE OF REGISTER OF MEMBERS

In order to determine the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Tuesday, 2 September 2025 to Friday, 5 September 2025, both days inclusive, during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company as at the close of business on Tuesday, 2 September 2025, are entitled to attend and vote at the EGM.

In order to be entitled to attend and vote at the EGM, holders of H Shares whose transfers of Shares have not been registered shall lodge the transfer instruments together with the relevant share certificates 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

LETTER FROM THE BOARD

registrar, 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 Monday, 1 September 2025.

V. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, the resolution set out in the notice of the EGM will be taken by poll. The poll results will be announced by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Hong Kong Listing Rules.

VI. RECOMMENDATION

The Board considers that the special resolution to be proposed at the EGM are in the best interest of the Company and its Shareholders. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,
By order of the Board
Sunshine Lake Pharma Co., Ltd.
Dr. Zhang Yingjun
Chairman

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



SUNSHINE LAKE PHARMA CO., LTD.

廣東東陽光藥業股份有限公司

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

(Stock Code: 6887)

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 first extraordinary general meeting (the “EGM”) of Sunshine Lake Pharma Co., Ltd. (the “**Company**”) will be held at 10:00 a.m. on Friday, 5 September 2025 at Conference Room, 3/F, Sales Building, Dongyangguang Scientific Park, No. 368 Zhen An Zhong Road, Chang'an County, Dongguan, Guangdong Province, the PRC for the purpose of considering and, if thought fit, approving the following resolution. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 19 August 2025.

SPECIAL RESOLUTION

1. To consider and approve the grant of a general mandate to the Board to allot, issue and dispose of additional Shares and/or sell Treasury Shares of the Company during the Relevant Period in an amount not exceeding 20% of the total number of issued Shares of the Company (excluding Treasury Shares) on the date of passing of this resolution, and to authorise the Board to (1) make corresponding amendments to the Articles of Association of the Company as appropriate to reflect the new share capital structure after the allotment or issue of Shares; and (2) formulate and implement any specific share issue schemes pursuant to any exercise of the general mandate:

“THAT:

- (A) (a) Subject to paragraph (c) below and in accordance with the relevant provisions of the Listing Rules, the Articles of Association and applicable laws, rules and regulations of the PRC, the exercise of all the powers of the Company by the Board during the Relevant Period to allot, issue and disposed of, individually or jointly, additional Shares and/or sell Treasury Shares, and to enter into or grant share offers, agreements, options and exchange or conversion rights which may require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

- (b) The approval in paragraph (a) above authorises the Board to enter into or grant, during the Relevant Period, share offers, agreements, options and exchange or conversion rights which may require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued and disposed of, or conditionally or unconditionally agreed to be allotted, issued and disposed of (whether pursuant to options or otherwise) and Treasury Shares sold pursuant to the approval granted to the Board under paragraph (a) shall not exceed 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution, except for the amount of Shares issued based on: (i) a Rights Issue; or (ii) a scrip dividend or similar arrangement where Shares are allotted in lieu of all or part of dividends on the Shares of the Company pursuant to the Articles of Association; and
- (d) For the purposes of this resolution,

the “**Relevant Period**” refers to the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the Company’s next annual general meeting;
- (ii) the expiry of the 12-month period from the date of the passing of the relevant resolution at the EGM; or
- (iii) the date on which the authority conferred by this resolution is revoked or amended by a special resolution of the Company’s Shareholders passed at a general meeting,

unless the Board decides to issue Shares during the Relevant Period, and such issue of Shares may need to be continued or implemented after the end of the Relevant Period.

“**Rights Issue**” refers to an offer of Shares to Shareholders whose names appear on the register of members on a fixed record date in proportion to their then-held Shares, during a period agreed by the Directors (subject to the Directors’ discretion to exclude the rights of Shareholders in respect of fractions of Shares or in accordance with any restrictions or obligations under the laws or regulations of any recognised regulatory body or stock exchange in any territory outside of Hong Kong or make other arrangements in this respect as they deem necessary or expedient), and any offer, allotment or issue of Shares by way of a Rights Issue shall have the meaning given accordingly.

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

- (B) The Board is authorised to (1) amend the Articles of Association accordingly as appropriate to reflect the new share capital structure following the allotment or issue of Shares pursuant to subparagraph (a) of paragraph (A) of this resolution; and (2) formulate and implement any specific share issue schemes for the allotment or issue of Shares pursuant to subparagraph (a) of paragraph (A) of this resolution.”

By order of the Board
Sunshine Lake Pharma Co., Ltd.
Dr. Zhang Yingjun
Chairman

Dongguan, the PRC
19 August 2025

As at the date of this notice, the Board comprises: (i) Dr. Zhang Yingjun and Dr. Li Wenjia as executive Directors; (ii) Mr. Zhang Yushuai, Mr. Tang Xinfa, Mr. Zhu Yingwei, Mr. Zeng Xuebo, Ms. Dong Xiaowei, Ms. Wang Lei as non-executive Directors; and (iii) Dr. Li Xintian, Dr. Ma Dawei, Dr. Yin Hang Hubert, Dr. Lin Aimei and Dr. Ye Tao as independent non-executive Directors.

Notes:

1. The resolution to be proposed at the EGM shall be voted on by poll.
2. In order to determine the Shareholders' eligibility to attend the EGM, the register of members of the Company will be closed from Tuesday, 2 September 2025 to Friday, 5 September 2025, both days inclusive, during which period no transfer of H Shares will be registered. All Shareholders whose names appear on the register of members of the Company at the close of business on Tuesday, 2 September 2025, are entitled to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, holders of H Shares whose transfers of Shares have not been registered shall lodge the transfer instruments together with the relevant share certificates 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, 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 Monday, 1 September 2025.
3. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies (the proxies do not need to be the Shareholders of the Company) to attend and vote on their behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number and class of Shares in respect of which each such proxy is so appointed shall be specified in the appointment of the proxy.
4. The form of proxy must be signed by a Shareholder or by an authorised person appointed by the Shareholder in writing. If the Shareholder is a legal person, it must be stamped with the seal of the legal person or signed by a Director or duly authorised attorney. If the form is signed by an attorney of the Shareholder, the power of attorney authorising the attorney to sign on it (or other authorisation document) must be notarised.
5. In order to be valid, the form of proxy, and if the form of proxy is signed by a person under a power of attorney or other authorisation document on behalf of the appointer, a notarially certified copy of that power of attorney or other authorisation document, must be deposited with the Company's Board office at Company at the 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, 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 holding the EGM.

NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING

6. Shareholders or their proxies attending the EGM shall produce their proofs of identity.
7. The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM are responsible for their own transportation and accommodation expenses.
8. All times refer to Hong Kong local time, except as otherwise stated.