

交易对方承诺与声明

致：深圳市海普瑞药业股份有限公司

深圳市海普瑞药业股份有限公司（“买方”）拟根据买方、SPL Acquisition Corp.（“目标公司”）、目标公司的全体股东以及作为股东代表的 American Capital, Ltd 于 2013 年 12 月 26 日签署的股权收购协议（“收购协议”）向包括 American Capital, Ltd. 在内的目标公司全体股东购买其持有的全部 SPL Acquisition Corp. 股权。

受制于收购协议的约定，作为本次交易的卖方之一，American Capital, Ltd. 特此向买方陈述和保证：就其所知，其以目标公司的股东身份为本次交易所提供给买方的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, American Capital, Ltd. represents and warrants to Buyer that all of the information provided by American Capital, Ltd. to Buyer in connection

with the transaction solely in its capacity as an equity holder of the Target Company is, to the knowledge of American Capital, Ltd., true, accurate and complete, without any false record, misleading statement or major omission.

American Capital, Ltd.

授权代表签字 (By): _____

Signature of Authorized Representative

姓名 (Name): _____

职务 (Title): _____

日期 (Date): _____

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深圳市海普瑞药业股份有限公司（“买方”）拟根据买方、SPL Acquisition Corp.（“目标公司”）、目标公司的全体股东以及作为股东代表的 American Capital, Ltd 于 2013 年 12 月 26 日签署的股权收购协议（“收购协议”）向包括 American Capital Equity I, LLC 在内的目标公司全体股东购买其持有的全部 SPL Acquisition Corp. 股权。

受制于收购协议的约定，作为本次交易的卖方之一，American Capital Equity I, LLC 特此向买方陈述和保证：就其所知，其以目标公司的股东身份为本次交易所提供给买方的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital Equity I, LLC and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, American Capital Equity I, LLC represents and warrants to Buyer that all of the information provided by American Capital Equity I, LLC to Buyer in connection with the transaction solely in its capacity as an equity

holder of the Target Company is, to the knowledge of American Capital Equity I, LLC, true, accurate and complete, without any false record, misleading statement or major omission.

American Capital Equity I, LLC

American Capital Equity Management I, LLC 作
为其管理人

By: American Capital Equity Management I, LLC

Its: Manager

授权代表签字 (By): _____

Signature of Authorized Representative

姓名 (Name): _____

职务 (Title): _____

日期 (Date): _____

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深圳市海普瑞药业股份有限公司（“买方”）拟根据买方、SPL Acquisition Corp.（“目标公司”）、目标公司的全体股东以及作为股东代表的 American Capital, Ltd 于 2013 年 12 月 26 日签署的股权收购协议（“收购协议”）向包括 American Capital Equity II, LP 在内的目标公司全体股东购买其持有的全部 SPL Acquisition Corp. 股权。

受制于收购协议的约定，作为本次交易的卖方之一，American Capital Equity II, LP 特此向买方陈述和保证：就其所知，其以目标公司的股东身份为本次交易所提供给买方的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital Equity II, LP and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, American Capital Equity II, LP represents and warrants to Buyer that all of the information provided by American Capital Equity II, LP to

Buyer in connection with the transaction solely in its capacity as an equity holder of the Target Company is, to the knowledge of American Capital Equity II, LP, true, accurate and complete, without any false record, misleading statement or major omission.

American Capital Equity II, LP

American Capital Equity Management II, LLC 作
为其管理人

By: American Capital Equity Management II,
LLC

Its: General Partner

授权代表签字 (By): _____

Signature of Authorized Representative

姓名 (Name): _____

职务 (Title): _____

日期 (Date): _____

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受制于收购协议的约定，作为本次交易的卖方之一，Cathy Jo Halpin 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Cathy Jo Halpin represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by myself

and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Cathy Jo Halpin

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Daniel William Groskreutz 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Daniel William Groskreutz represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL

held by myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Daniel William Groskreutz

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，David Gaylen Strunce 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, David Gaylen Strunce represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

David Gaylen Strunce

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Francisco Calvo 特此向买方陈述和保证：就本人所知，本人以目标公司的期权持有者身份为本次交易所提供给买方的关于本人及本人持有 SPL 期权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Francisco Calvo represents and warrants to Buyer that all of the information provided by myself regarding the stock options in SPL held by

myself and the personal information to Buyer solely in my capacity as an option holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Francisco Calvo

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Gregg R Steinhauer 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Gregg R Steinhauer represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Gregg R Steinhauer

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Kathleen Ann Lynch 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Kathleen Ann Lynch represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Kathleen Ann Lynch

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Kenneth Scott Manning 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Kenneth Scott Manning represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Kenneth Scott Manning

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Kevin Richard Tebrinke 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Kevin Richard Tebrinke represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Kevin Richard Tebrinke

日期

Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Michael Joseph Reardon 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Michael Joseph Reardon represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Michael Joseph Reardon

日期 Date:

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受制于收购协议的约定，作为本次交易的卖方之一，Robert George Garreau 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Robert George Garreau represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Robert George Garreau

日期 Date:

交易对方承诺与声明

致：深圳市海普瑞药业股份有限公司

深圳市海普瑞药业股份有限公司（“买方”）拟根据买方、SPL Acquisition Corp.（“目标公司”）、目标公司的全体股东以及作为股东代表的 American Capital, Ltd 于 2013 年 12 月 26 日签署的股权收购协议（“收购协议”）向包括 American Capital, Ltd. 在内的目标公司全体股东购买其持有的全部 SPL Acquisition Corp. 股权。

受制于收购协议的约定，作为本次交易的卖方之一，LEE Robert Johnston Jr 特此向买方陈述和保证：就本人所知，本人以目标公司的期权持有者身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, LEE Robert Johnston Jr represents and warrants to Buyer that all of the information provided by myself regarding the stock options in SPL

held by myself and the personal information to Buyer solely in my capacity as an option holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

LEE Robert Johnston Jr

日期 Date:

交易对方承诺与声明

致：深圳市海普瑞药业股份有限公司

深圳市海普瑞药业股份有限公司（“买方”）拟根据买方、SPL Acquisition Corp.（“目标公司”）、目标公司的全体股东以及作为股东代表的 American Capital, Ltd 于 2013 年 12 月 26 日签署的股权收购协议（“收购协议”）向包括 American Capital, Ltd. 在内的目标公司全体股东购买其持有的全部 SPL Acquisition Corp. 股权。

受制于收购协议的约定，作为本次交易的卖方之一，Robert Stephen Mills Jr 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Robert Stephen Mills Jr represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by

myself and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Robert Stephen Mills Jr

日期 Date:

交易对方承诺与声明

致：深圳市海普瑞药业股份有限公司

深圳市海普瑞药业股份有限公司（“买方”）拟根据买方、SPL Acquisition Corp.（“目标公司”）、目标公司的全体股东以及作为股东代表的 American Capital, Ltd 于 2013 年 12 月 26 日签署的股权收购协议（“收购协议”）向包括 American Capital, Ltd. 在内的目标公司全体股东购买其持有的全部 SPL Acquisition Corp. 股权。

受制于收购协议的约定，作为本次交易的卖方之一，Yan Wang 特此向买方陈述和保证：就本人所知，本人以目标公司的股东身份为本次交易所提供给买方的关于本人及本人持有 SPL 股权情况的全部信息均为真实、准确和完整的，不存在虚假记载、误导性陈述或者重大遗漏。

To: Shenzhen Hepalink Pharmaceutical Co., Ltd.

Pledge and statement of Seller to Buyer in the transaction

Shenzhen Hepalink Pharmaceutical Co., Ltd. (“Buyer”) intends to purchase all the equity interest of SPL Acquisition Corp. (the “Target Company”) held by American Capital, Ltd. and other shareholders of the Target Company pursuant to that certain Stock Purchase Agreement (the “Purchase Agreement”) dated as of [DEC 26th], 2013 among Buyer, the Target Company, the shareholders of the Target Company and American Capital, Ltd., as the Stockholder Representative.

Subject to the terms of the Purchase Agreement, as a Seller in this transaction, Yan Wang represents and warrants to Buyer that all of the information provided by myself regarding the shares in SPL held by myself

and the personal information to Buyer solely in my capacity as an equity holder of the Target Company is, to the knowledge of myself, true, accurate and complete, without any false record, misleading statement or major omission.

Yan Wang

日期 Date: