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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 **Shanghai Haohai Biological Technology Co., Ltd.**, you should at once hand this circular with the enclosed proxy form and reply slip 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 the 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.

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**Shanghai Haohai Biological Technology Co., Ltd.\***

**上海昊海生物科技股份有限公司**

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

**(Stock Code: 6826)**

**(1) FURTHER CHANGE IN USE OF PROCEEDS FROM THE GLOBAL  
OFFERING**

**(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
AND**

**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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Notice convening the EGM of Shanghai Haohai Biological Technology Co., Ltd.\* to be held at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Tuesday, February 14, 2017 at 10:00 a.m. is set out on pages 11 to 13 of this circular.

A reply slip and a form of proxy for use at the said meeting are enclosed and are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.3healthcare.com](http://www.3healthcare.com)). Whether or not you intend to attend the EGM, you are requested to complete and return (i) the reply slip in accordance with the instructions printed thereon no later than Wednesday, January 25, 2017; and (ii) the form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not prevent you from attending and voting in person at the said meeting or any adjournment thereof should you so wish.

\* For identification purpose only

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## DEFINITIONS

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

“Announcement of First Change in Use of Proceeds”	the announcement of the Company on Proposed Change in Use of Proceeds from the Global Offering dated March 18, 2016
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors of the Company
“Circular of First Change in Use of Proceeds”	the circular of the Company containing, among other things, details for change in use of proceeds from the Global Offering dated April 15, 2016
“Company”	Shanghai Haohai Biological Technology Co., Ltd. (上海昊海生物科技股份有限公司), a joint stock company with limited liability incorporated in the PRC and its H Shares are listed on the Stock Exchange (Stock Code: 6826)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and are unlisted Shares which are currently not listed or traded in any stock exchange
“EGM” or “Meeting”	the 2017 first extraordinary general meeting of the Company to be held at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC at 10:00 a.m. on Tuesday, February 14, 2017 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the EGM which is set out on pages 11 to 13 of this circular
“Global Offering”	the placing and public offer of the Company’s H Shares for the listing on the Main Board of the Stock Exchange
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Main Board of the Stock Exchange and traded in Hong Kong dollars
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Latest Practicable Date”	December 21, 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Prospectus”	the prospectus issued by the Company on April 20, 2015
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Domestic Shares and H Shares
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

*Note:* For the purpose of this circular, unless otherwise indicated, the exchange rate at RMB0.8872=HKD1.00 has been used, where applicable, for purpose of illustration only and does not constitute a representation that any amount have been, could have been or may be exchanged.

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## LETTER FROM THE BOARD

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### Shanghai Haohai Biological Technology Co., Ltd.\*

### 上海昊海生物科技股份有限公司

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

**(Stock Code: 6826)**

*Executive Directors:*

Dr. Hou Yongtai (*Chairman*)

Mr. Wu Jianying (*General manager*)

Mr. Huang Ming (*Secretary of the Board and  
the joint company secretary*)

Ms. Chen Yiyi

*Non-executive Directors:*

Ms. You Jie

Mr. Gan Renbao

*Independent non-executive Directors:*

Mr. Chen Huabin

Mr. Shen Hongbo

Mr. Li Yuanxu

Mr. Zhu Qin

Mr. Wong Kwan Kit

*Registered Office:*

No. 5 Dongjing Road

Songjiang Industrial Zone

Shanghai, PRC

*Headquarters and principal place of  
business in the PRC:*

4/F, Block 2, Alley 139

Anshun Road, Changning District,

Shanghai, PRC

(which will be relocated to 23/F,

WenGuang Plaza,

No. 1386 Hongqiao Road,

Changning District, Shanghai,

PRC with effect from January 3, 2017)

*Principal place of business in Hong Kong:*

Room 1901, 19/F

Lee Garden One

33 Hysan Avenue

Causeway Bay, Hong Kong

December 29, 2016

To the Shareholders

Dear Sir/Madam,

**(1) FURTHER CHANGE IN USE OF PROCEEDS FROM THE GLOBAL  
OFFERING**

**(2) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR  
AND**

**(3) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with notice of the EGM (set out on pages 11 to 13 of this circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for, against or abstain on the proposed resolutions at the EGM.

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## LETTER FROM THE BOARD

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At the EGM, ordinary resolutions will be proposed to approve, (i) the further change in use of proceeds from the Global Offering and (ii) the proposed appointment of Mr. Tang Minjie as an executive Director of the Third Session of the Board.

### ORDINARY RESOLUTIONS

#### 1. Further Change in Use of Proceeds from the Global Offering

References are made to (i) the Prospectus issued by Company in relation to the Global Offering of the Company's H Shares for the listing on the Main Board of the Stock Exchange; (ii) the Announcement of First Change in Use of Proceeds; (iii) the Circular of First Change in Use of Proceeds; (iv) the ordinary resolution "to consider and, if thought fit, approve the change in use of proceeds from the Global Offering" which has been passed by way of poll by the Company at the annual general meeting of the Company held on June 3, 2016; and (v) the announcement of the Company dated December 9, 2016 concerning the proposed further change in use of proceeds from the Global Offering.

#### *First Change in Use of Proceeds from the Global Offering*

The H Shares of the Company have been listed on the Main Board of the Stock Exchange on April 30, 2015 and the net proceeds from the Global Offering was approximately HK\$2,274.66 million ("**Net Proceeds**"). According to the Announcement of First Change in Use of Proceeds and the Circular of First Change in Use of Proceeds, as at February 29, 2016, the unutilized net proceeds of approximately HK\$1,803.34 million (equivalent to approximately RMB1,424.64 million using the exchange rate as at February 29, 2016) ("**Remaining Balance of Net Proceeds**") were proposed to be used by Company for the following purposes ("**First Amended Allocation**"):

1. Approximately 30% of the Remaining Balance of Net Proceeds will be used in constructing new research and development ("**R&D**") centers, management centers and pharmaceutical and medical device development centers, purchasing or constructing new production lines and new production equipment, and renovating and reforming production lines and production equipment at the production facilities of the Group ("**Constructing New Facilities and Purchasing New Production Equipment**");
2. Approximately 55% of the Remaining Balance of Net Proceeds will be used in selectively acquiring or investing in suitable biomaterials, pharmaceutical or medical devices companies and companies providing medical and consulting services, as well as assets or business with a focus on upstream or downstream products which are complementary to the Group's existing and potential product portfolio, and setting up and injecting additional capital into subsidiaries of the Group for conducting biomaterials, pharmaceutical or medical device business and medical and consulting services ("**Acquiring Suitable Business**"); and

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## LETTER FROM THE BOARD

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3. Approximately 15% of the Remaining Balance of Net Proceeds will be used as working capital of the Company and its subsidiaries and for general corporate purposes (“**Working Capital**”).

As at December 7, 2016, approximately HK\$435.91 million (equivalent to approximately RMB386.74 million) of Net Proceeds remained unutilized (“**Second Remaining Balance of Net Proceeds**”). In addition, pursuant to the announcement of the Company dated November 16, 2016 in respect of the acquisition of 60% equity interests in an ophthalmology products trading company in Shenzhen, approximately RMB210.00 million of the consideration for transfer of the equity interests remained unpaid by the Company as at December 7, 2016, out of which RMB158.12 million is intended to be settled using the Second Remaining Balance of Net Proceeds. Table 1 below summarizes the use of Net Proceeds of the Company as of December 7, 2016:

**Table 1**

	First Amended Allocation on the Use of Net Proceeds		Utilized Net Proceeds up to December 7, 2016	Amount of Net Proceeds to be utilized as committed as at December 7, 2016	Second Remaining Balance of Net Proceeds
	<i>(approximately HK\$ million)</i>	<i>(approximately RMB million)</i>	<i>(approximately RMB million)</i>	<i>(approximately RMB million)</i>	<i>(approximately RMB million)</i>
1. Constructing New Facilities and Purchasing New Production Equipment	481.73	427.39	58.60	—	368.79
2. Acquiring Suitable Business	883.17	783.55	625.43	158.12	—
3. Working Capital	<u>240.87</u>	<u>213.70</u>	<u>195.75</u>	<u>—</u>	<u>17.95</u>
	<u><b>1,605.77</b></u>	<u><b>1,424.64</b></u>	<u><b>879.78</b></u>	<u><b>158.12</b></u>	<u><b>386.74</b></u>

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## LETTER FROM THE BOARD

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### *The Second Proposed Reallocation of Use of Proceeds*

On December 9, 2016, the Board has resolved to reallocate and change the use of the Second Remaining Balance of Net Proceeds (the “**Second Proposed Reallocation**”) of approximately RMB386.74 million (equivalent to HK\$435.91 million) as particularized in Table 2 below:

**Table 2**

	<b>Proposed Reallocation</b> <i>(approximately RMB million)</i>	<b>Approximate Percentage of the Second Remaining Balance of Net Proceeds</b>
(i) Constructing New Facilities and Purchasing New Production Equipment	38.00	10%
(ii) Acquiring Suitable Businesses	310.00	80%
(iii) Working Capital	<u>38.74</u>	<u>10%</u>
<b>Total</b>	<b><u>386.74</u></b>	<b><u>100%</u></b>

### *Reasons for the Second Proposed Reallocation*

#### The delay of construction plan due to tight supply of land

The Company notes that due to tight supply of land in the PRC, the plan of the Group to construct new R&D centers, management centers and pharmaceutical and medical device development centers on the land purchased through auction as originally expected has to be postponed to wait for the right time. Currently, no exact schedule is set for these construction plans.

#### Accelerated implementation of acquisition strategies

As the State Council has called for the innovation and upgrading of the medical and pharmaceutical industry in the PRC, the Group is actively looking for potential acquisition or investment targets which can bring synergies with the products of the Group in response to the new policy of the State Council and to cope with the fast changing market conditions. The Group expects that the funds for Acquiring Suitable Businesses will substantially exceed those allocated by the First Amended Allocation in the future. To better utilize the Second Remaining Balance of Net Proceeds (as particularized in Table 1) and accelerate the acquisition strategies of the Group, the Company intends to reallocate the Second Remaining Balance of Net Proceeds accordingly.

After considering the above factors and the utilisation status of the Second Remaining Balance of Net Proceeds in Table 1, the Company intends to reallocate the funds for Constructing New Facilities and Purchasing New Production Equipment, in part, towards: (i) Acquiring Suitable Businesses, the proportion of which is increased to approximately 80% upon this amendment from 55% in the First Amended Allocation to accelerate Acquiring Suitable Businesses; (ii) Working

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## LETTER FROM THE BOARD

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Capital, the proportion of which is approximately 10% upon this amendment for the day-to-day operations of the Company and its subsidiaries (as particularized in Table 2). After this amendment, the allocation for Constructing New Facilities and Purchasing New Production Equipment will be reduced to approximately 10% from 15% in the First Amended Allocation.

The Board has considered the impact on the Group's business arising from the above change in the use of the Second Remaining Balance of Net Proceeds. The Board believes that the Second Proposed Reallocation will be more in line with the current business needs of the Company and is beneficial to the continued and rapid development of the Group. The Second Proposed Reallocation will allow the Company to deploy its financial resources more effectively and the Board considers that the Second Proposed Reallocation will strengthen the Group's market position as an integrated player in the industry. The Board confirms that there is no material change in the nature of business as set out in the Prospectus and considers that the Second Proposed Reallocation is in the best interest of the Company and its Shareholders as a whole.

### **2. Proposed appointment of executive Director**

Reference is made to the announcement of the Company dated December 9, 2016 concerning the proposed appointment of executive Director and appointment of chief financial officer. At the fifth meeting of the Third Session of the Board held on December 9, 2016, the Board considered and approved the "Proposal on the Appointment of Executive Director", and proposed to appoint Mr. Tang Minjie ("**Mr. Tang**") as an executive Director of the Third Session of the Board.

Subject to the approval at the EGM, Mr. Tang will enter into a service contract with the Company as an executive director. The Board proposes to appoint Mr. Tang as an executive director with a term of office commencing from the date on which the resolution regarding Mr. Tang's appointment as an executive director is passed at the EGM until the expiry of the term of the third session of the Board, subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association. Mr. Tang will not receive any remuneration from the Company for his appointment as an executive Director but will be entitled to salary for his position as the chief financial officer of the Company.

Mr. Tang has entered into a service contract with the Company as its chief financial officer for a term of three years commencing from December 9, 2016, pursuant to which Mr. Tang will be entitled to an annual salary of Renminbi 384,000 (before tax). The remuneration package of Mr. Tang is determined with reference to his background, experience and duties and responsibilities with the Group and the prevailing market conditions, and shall be subject to the review by the Board and the remuneration committee of the Company from time to time.

Biographical details of Mr. Tang are set out in Appendix I to this circular.

### **EGM**

The Company will hold the EGM at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Tuesday, February 14, 2017 at 10:00 a.m. for the Shareholders to consider, and if thought fit, approve the resolution(s) relating to (i) further change in use of proceeds from the Global Offering and (ii) proposed appointment of executive Director. Notice of the EGM is set out on pages 11 to 13 of this circular.

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## LETTER FROM THE BOARD

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### **CLOSURE OF THE REGISTER OF MEMBERS AND ASCERTAINING OF ELIGIBILITY FOR ATTENDING THE EGM**

In order to determine the shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Sunday, January 15, 2017 to Tuesday, February 14, 2017, both days inclusive, during which no transfer of shares will be registered. For qualifying to attend and vote at the EGM, shareholders of the Company whose transfer has not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares, or the head office of the Company at 4/F, Block 2, Alley 139 Anshun Road, Changning District, Shanghai, PRC (which will be relocated to 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC with effect from January 3, 2017) for holders of Domestic Shares for registration at or before 4:30 p.m. on Friday, January 13, 2017.

Enclosed herewith are the reply slip and proxy form for the EGM. Whether or not you wish to attend the EGM, please complete the enclosed reply slip and/or proxy form in accordance with instructions printed thereon and return them to the Company's H Shares Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (in case of H Shareholders) or the head office of the Company at 4/F, Block 2, Alley 139 Anshun Road, Changning District, Shanghai, PRC (which will be relocated to 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC with effect from January 3, 2017) (in case of Domestic Shareholders), as soon as possible and in any event on or before Wednesday, January 25, 2017 (for the reply slip) or by no later than 24 hours before the time appointed for the holding of the EGM or any adjournment thereof (for the proxy form (if any)). Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof in person if you so wish.

### **Voting by Way of Poll**

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll. As such, all the resolutions set out in the notice convening the EGM will be voted by poll. Save as disclosed in the circular, if any, no Shareholder will have a material interest in the matters to be approved and will abstain from voting in respect of such resolutions.

On a poll, every Shareholder who presents in person or by proxy (or in case of the Shareholder being a corporation, by its duly authorized representative) shall have one vote for each share registered in his/her/its name in the register of members of the Company. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all his/her/its votes in the same manner.

### **RECOMMENDATION**

The Directors (including the independent non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the aforesaid resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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The Directors would also like to draw your attention to the Letter from the Board set out on pages 3 to 9 of this circular.

### ADDITIONAL INFORMATION

The Directors would also like to draw your attention to the additional information in Appendix I to this circular.

By Order of the Board  
**Shanghai Haohai Biological Technology Co., Ltd.**  
*Chairman*  
**Hou Yongtai**

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## APPENDIX I      DETAILS OF DIRECTOR PROPOSED TO BE APPOINTED AT THE EGM

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The biographical details of Mr. Tang are set out below:

**Mr. Tang Minjie (唐敏捷)**, aged 41, joined the Company in August 2016 as an employee, and became a director of Shenzhen New Industries Material of Ophthalmology Co., Ltd.\* (深圳市新產業眼科新技術有限公司), a non-wholly owned subsidiary of the Company, since November 15, 2016 and was appointed as the chief financial officer of the Company on December 9, 2016. Prior to joining the Company, he worked at Ernst and Young during the period from August 1998 to July 2016 and most recently served as an audit partner from July 2010 to July 2016. Mr. Tang obtained a bachelor degree in economics from the former international business school of the University of Shanghai in July 1998, and was qualified as a certified public accountant (“CPA”) in the PRC in June 2000 and CPA in the United States in June 2006.

Save as disclosed above, Mr. Tang does not hold any other position in the Group and does not have any other major appointments and professional qualifications, and did not hold any directorships in public companies listed in Hong Kong or any other major exchanges in the last three years prior to the Latest Practicable Date. Mr. Tang does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company and Mr. Tang has no interests in the shares, underlying shares or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed above, there are no other matters relating to the appointment of Mr. Tang that should be brought to the attention of the shareholders of the Company, and there is no other information that should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

\* For identification purpose only

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## NOTICE OF EGM

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### **Shanghai Haohai Biological Technology Co., Ltd.\***

### **上海昊海生物科技股份有限公司**

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

**(Stock Code: 6826)**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Shanghai Haohai Biological Technology Co., Ltd. (the “Company”) will be held at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Tuesday, February 14, 2017 at 10:00 a.m. to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, approve the further change in use of proceeds from the Global Offering.
2. To consider and, if thought fit, appoint Mr. Tang Minjie as an executive Director of the Third Session of the Board and to authorize the Board to do all such acts and things to give effect to such matters.

By order of the Board of  
**Shanghai Haohai Biological Technology Co., Ltd.**  
**Hou Yongtai**  
*Chairman*

Shanghai, PRC  
December 29, 2016

#### **Notes:**

#### **1. Eligibility for attending the EGM and date of registration of members**

In order to determine the shareholders who are entitled to attend the EGM, the register of members of Shares of the Company will be closed from Sunday, January 15, 2017 to Tuesday, February 14, 2017 (both days inclusive), during which time no transfer of Shares will be registered. For qualifying to attend and vote at the EGM, the shareholders of the Company whose transfer have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares 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 or the head office of the Company at 4/F. Block 2, Alley 139, Anshun Road Changning District, Shanghai, PRC (which will be relocated to 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC with effect from January 3, 2017) for holders of Domestic Shares for registration at or before 4:30 p.m. on Friday, January 13, 2017. Shareholders of the Company whose names appear on the register of members of the Company on Sunday, January 15, 2017 will be entitled to attend and vote at the EGM or any adjournment thereof.

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## NOTICE OF EGM

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### 2. Proxy

- 1) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the meeting on his behalf. A proxy need not be a shareholder of the Company.
- 2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- 3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered 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 not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- 4) To be valid, for holders of Domestic Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the head office of the Company at 4/F, Block 2, Alley 139, Anshun Road, Changning District, Shanghai, PRC (which will be relocated to 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC with effect from January 3, 2017) not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.
- 5) Any voting at the EGM shall be taken by poll.

### 3. Registration procedures for attending the EGM

- 1) A shareholder or his proxy should present proof of identity when attending the EGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the EGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- 2) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to (a) the head office of the Company at 4/F, Block 2, Alley 139, Anshun Road, Changning District, Shanghai, PRC (which will be relocated to 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC with effect from January 3, 2017) (for holders of Domestic Shares); (b) Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) on or before Wednesday, January 25, 2017.
- 3) A shareholder may return the above reply slip in person, by post or by facsimile to the head office of the Company (for holders of Domestic Shares) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- 4) Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention from voting will not be regarded by the Company as having voting rights for the purpose of vote counts.

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## NOTICE OF EGM

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### 4. Voting method at the EGM

According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a shareholders' general meeting must be taken by poll. Accordingly, the chairman of the EGM will demand a poll in relation to all the proposed resolutions at the EGM.

### 5. Miscellaneous

- 1) The EGM is expected to take no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- 2) The address of the Company's H Share Registrar is:  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong
- 3) The address and contact details of the head office of the Company is:  
4/F, Block 2, Alley 139  
Anshun Road, Changning District  
Shanghai, PRC  
(which will be relocated to  
23/F, WenGuang Plaza,  
No. 1386 Hongqiao Road, Changning District,  
Shanghai, PRC with effect from January 3, 2017)  
Telephone: (86) 021-52293555  
Facsimile: (86) 021-52293558

\* *For identification purpose only*