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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 what action to take in relation to this circular, you should consult your licensed securities dealer or other registered securities institutions, bank manager, solicitor, certified public 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 and the enclosed proxy form and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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) REPORT OF BOARD OF DIRECTORS FOR 2014**
- (2) REPORT OF SUPERVISORY COMMITTEE FOR 2014**
- (3) FINANCIAL REPORTS FOR 2014**
- (4) PROFIT DISTRIBUTION PROPOSAL FOR 2014**
- (5) ENGAGEMENT OF DOMESTIC AUDITOR AND INTERNATIONAL AUDITOR OF THE COMPANY FOR 2015**
- (6) GENERAL MANDATE TO REPURCHASE H SHARES**
- (7) GENERAL MANDATE TO ISSUE SHARES**
- (8) NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING**
- (9) NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING**
- AND**
- (10) NOTICE OF 2014 ANNUAL GENERAL MEETING**

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Notices convening the 2015 first Domestic Shareholders' Class Meeting, the 2015 first H Shareholders' Class Meeting and the 2014 AGM to be held at Jiaqing Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC on Tuesday, June 30, 2015 at 9:30 a.m., 10:00 a.m. and 10:30 a.m., respectively are set out on pages 31 to 45 of this circular.

A reply slip and a form of proxy for use at the said meetings 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 Class Meetings and the AGM, you are requested to complete and return (i) the respective reply slips in accordance with the instructions printed thereon no later than Wednesday, June 10, 2015; and (ii) the respective forms of proxy in accordance with the instructions printed thereon not less than 24 hours before the time appointed for the holding of the relevant meeting or any adjournment thereof (as the case may be). Completion and return of the respective form of proxy will not prevent you from attending and voting in person at the said meetings or any adjournment thereof should you so wish.

\* For identification purpose only

May 15, 2015

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## CONTENTS

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	<i>page</i>
DEFINITIONS .....	1
LETTER FROM THE BOARD .....	4
APPENDIX I REPORT OF BOARD OF DIRECTORS FOR 2014 .....	11
APPENDIX II REPORT OF SUPERVISORY COMMITTEE FOR 2014 .....	25
APPENDIX III EXPLANATORY STATEMENT .....	28
NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING .....	31
NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING .....	35
NOTICE OF 2014 ANNUAL GENERAL MEETING .....	39

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2014 annual general meeting of the Company to be held at Jiaqing Hall, Rainbow Hotel, 2000 Yan’an West Road, Shanghai, PRC at 10:30 a.m. on Tuesday, June 30, 2015 or any adjournment thereof for the purpose of, considering and, if thought fit, approving the resolutions contained in the notice of the 2014 annual general meeting which is set out on pages 39 to 45 of this circular
“Articles of Association”	the articles of association of Shanghai Haohai Biological Technology Co., Ltd. currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Class Meeting(s)”	the Domestic Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, collectively
“Company”, “We” or “Haohai Biological”	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)
“Company Law”	the Company Law of the People’s Republic of China promulgated and adopted by the Standing Committee of the Eighth National People’s Congress on December 29, 1993 and enforced on July 1, 1994 (as amended, supplemented or otherwise modified from time to time) and the latest amendment of the Company Law took effect on March 1, 2014
“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 Renminbi and are unlisted Shares which are currently not listed or traded in any stock exchange
“Domestic Shareholders’ Class Meeting”	the 2015 first domestic shareholders’ class meeting of the Company to be held at Jiaqing Hall, Rainbow Hotel, 2000 Yan’an West Road, Shanghai, PRC at 9:30 a.m. on Tuesday, June 30, 2015 or any adjournment thereof for the purpose of considering and approving the Repurchase Mandate
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“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
“H Shareholders’ Class Meeting”	the 2015 first H Shareholders’ class meeting of the Company to be held at Jiaqing Hall, Rainbow Hotel, 2000 Yan’an West Road, Shanghai, PRC at 10:00 a.m. on Tuesday, June 30, 2015 or any adjournment thereof for the purpose of considering and approving the Repurchase Mandate
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Independent Director(s)” or “Independent Non-executive Director(s)”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	May 12, 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“Listing Date”	April 30, 2015, on which the H Shares are listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Meetings”	the Domestic Shareholders’ Class Meeting, H Shareholders’ Class Meeting and the AGM, collectively
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan
“Prospectus”	the prospectus issued by the Company on April 20, 2015
“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Reporting Period”	the 12-month period from January 1, 2014 to December 31, 2014
“Repurchase Mandate”	the general mandate to be granted to the Board at the AGM and the Class Meetings to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the AGM and the Class Meetings, respectively

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shanghai Jianhua”	Shanghai Jianhua Fine Biological Products Company Limited (上海建華精細生物製品有限公司), a company established in the PRC on October 20, 1993 and converted into a limited liability company on August 14, 1995, which is a direct wholly-owned subsidiary of the Company
“Shanghai Likangrui”	Shanghai Likangrui Biological Engineering Company Limited (上海利康瑞生物工程有限公司), a limited liability company established in the PRC on September 3, 2001, which is a direct wholly-owned subsidiary of the Company
“Shanghai Qisheng”	Shanghai Qisheng Biologics Company Limited (上海其勝生物製劑有限公司), a company established in the PRC on May 27, 1992, converted into a joint-stock cooperative enterprise on July 10, 1995 and further converted into a limited liability company on March 28, 2001, which is a direct wholly-owned subsidiary of the Company
“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
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs

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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. Ling Xihua (*Chief financial officer*)  
Mr. Huang Ping (*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, China

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

4/F, Block 2, Alley 139  
Anshun Road, Changning District,  
Shanghai, China

*Principal place of business in Hong Kong:*

Suite 5501, 55th Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

May 15, 2015

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF BOARD OF DIRECTORS FOR 2014
- (2) REPORT OF SUPERVISORY COMMITTEE FOR 2014
- (3) FINANCIAL REPORTS FOR 2014
- (4) PROFIT DISTRIBUTION PROPOSAL FOR 2014
- (5) ENGAGEMENT OF DOMESTIC AUDITOR AND INTERNATIONAL  
AUDITOR OF THE COMPANY FOR 2015
- (6) GENERAL MANDATE TO REPURCHASE H SHARES
- (7) GENERAL MANDATE TO ISSUE SHARES
- (8) NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING
- (9) NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING  
AND
- (10) NOTICE OF 2014 ANNUAL GENERAL MEETING

\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you notice of the AGM (set out on pages 39 to 45 of this circular) and provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

At the AGM, ordinary resolutions will be proposed to approve, among others, (i) the report of the Board of Directors of the Company for 2014 (the “2014 Report of the Board”); (ii) the report of the Supervisory Committee of the Company for 2014 (the “2014 Report of the Supervisory Committee”); (iii) the financial reports of the Company for 2014 (the “2014 Financial Reports”); (iv) the profit distribution proposal of the Company for 2014 (the “2014 Profit Distribution Proposal”) and (v) engagement of domestic auditor and international auditor of the Company for 2015 and authorize the Board to determine their respective remuneration. Special resolutions will be proposed to approve (i) the general mandate to repurchase H Shares; and (ii) the general mandate to issue Shares.

### ORDINARY RESOLUTIONS:

#### 1. 2014 Report of the Board

An ordinary resolution will be proposed at the AGM to approve the 2014 Report of the Board. Details of the aforesaid report of the Board are set out in Appendix I of this circular.

The 2014 Report of the Board was considered and approved by the Board on May 5, 2015 and is hereby proposed at the AGM for consideration and approval.

#### 2. 2014 Report of the Supervisory Committee

An ordinary resolution will be proposed at the AGM to approve the 2014 Report of the Supervisory Committee. Details of the aforesaid report of the Supervisory Committee are set out in Appendix II of this circular.

The 2014 Report of the Supervisory Committee was considered and approved by the Supervisory Committee on May 5, 2015 and is hereby proposed at the AGM for consideration and approval.

#### 3. 2014 Financial Reports

An ordinary resolution will be proposed at the AGM to approve the 2014 Financial Reports. Details of the aforesaid financial reports are set out in Appendix I and Appendix IA of the Prospectus.

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## LETTER FROM THE BOARD

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The Company has been granted a waiver by the Stock Exchange from compliance with the requirements of Rule 13.46(2) of the Listing Rules on the basis that the Company's financial information in respect of the year ended December 31, 2014 and the detailed management discussion on the changes of the financial data for such financial year have been included in the Prospectus. Therefore, the Company is not required to prepare the 2014 annual report for the holders of the H Shares.

The 2014 Financial Reports were considered and approved by the Board on April 6, 2015 and are hereby proposed at the AGM for consideration and approval.

#### **4. 2014 Profit Distribution Proposal**

The Board does not propose to declare the final dividends for the year ended December 31, 2014 and the relevant ordinary resolution will be proposed at the AGM for consideration and approval.

#### **5. Resolution on engagement of domestic auditor and international auditor of the Company for 2015**

The Board proposes that Ernst & Young Hua Ming LLP be appointed as the external auditors for the Company in 2015, responsible for providing relevant domestic auditing service in accordance with China Accounting Standards for Business Enterprises with a term of one year until the conclusion of the 2015 annual general meeting, and to authorise the Board to fix their remuneration. The Board proposes that Ernst & Young be appointed as the external auditors for the Company in 2015, responsible for providing relevant international auditing and reviewing service in accordance with the International Financial Reporting Standards with a term of one year until the conclusion of the 2015 annual general meeting, and to authorise the Board to fix their remuneration. The ordinary resolution on engagement of domestic and international auditors was considered and approved by the Board on May 5, 2015 and is hereby proposed at the AGM for consideration and approval.

### **SPECIAL RESOLUTIONS:**

#### **1. Resolution on general mandate to repurchase H Shares**

In order to provide more flexibility to the Directors in repurchasing H Shares as and when appropriate, the Company intends to propose a special resolution to the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, respectively for granting a general mandate to the Directors for repurchasing H Shares, details of which are set out in the notice of the AGM and the notices of the Class Meetings enclosed with this circular.

The H Shares which may be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the AGM and the Class Meetings, respectively.



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## LETTER FROM THE BOARD

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The Repurchase Mandate is subject to the approval at each of the AGM and the Class Meetings by way of a special resolution. Such Repurchase Mandate, if approved, shall be effective until the earlier of (a) the conclusion of the 2015 annual general meeting of the Company; or (b) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of the Company, or by the holders of H Shares or Domestic Shares at their respective class meeting (“**Relevant Period**”). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

An explanatory statement setting out certain information on the mandate to repurchase H Shares is contained in Appendix III to this circular.

### 2. Resolution on general mandate to issue Shares

To provide more flexibility and convenience to the fundraisings for the Company, the proposal to issue additional shares of the Company and to grant the Board a general mandate is put forth to the AGM for review and approval:

- A. To consider and approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant to the Board a general mandate (“**General Mandate**”), subject to terms and conditions set out in this resolution, for the exercise by the Board during the Relevant Period of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares (such Additional Shares being subject to a maximum of 20% of the respective aggregate number of issued H Shares and Domestic Shares of the Company as at the date of approval of this resolution), and to make or grant offers or agreements in respect of such Additional Shares:
- i. such general mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
  - ii. the total number of Shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board, shall not exceed: (a) 20% of the total number of H Shares of the Company in issue at the date of the passing of this resolution; (b) 20% of the total number of Domestic Shares of the Company in issue at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;
  - iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Listing Rules and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained;

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## LETTER FROM THE BOARD

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- iv. For the purposes of this resolution:

“H Shares” means the overseas-listed foreign shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which are granted the permission to deal in and list on the Stock Exchange;

“Domestic Shares” means the ordinary shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed and credited as fully paid up in Renminbi; and

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- a. the conclusion of the 2015 annual general meeting of the Company following the passing of this resolution; or
- b. the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

- B. Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:

- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new Shares (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
- ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
- iii. determine the registered capital and the number of shares pursuant to the issue or allotment of Shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares; and
- iv. make amendments to the Articles of Association accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue and allotment of Shares of the Company.

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## LETTER FROM THE BOARD

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### CLASS MEETINGS AND AGM

#### 1. Domestic Shareholders' Class Meeting

A notice convening the 2015 first Domestic Shareholders' Class Meeting of the Company to be held, for the Domestic Shareholders to consider, and if thought fit, approve the resolution(s) relating to general mandate to repurchase H Shares at Jiaqing Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC at 9:30 a.m. on Tuesday, June 30, 2015 which is set out on pages 31 to 34 of this circular.

#### 2. H Shareholders' Class Meeting

A notice convening the 2015 first H Shareholders' Class Meeting of the Company to be held, for the H Shareholders to consider, and if thought fit, approve the resolution(s) relating to general mandate to repurchase H Shares at Jiaqing Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC at 10:00 a.m. on Tuesday, June 30, 2015 which is set out on pages 35 to 38 of this circular.

#### 3. AGM

The Company will hold the 2014 AGM of the Company at Jiaqing Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC at 10:30 a.m. on Tuesday, June 30, 2015 for the Shareholders to consider, and if thought fit, approve the resolutions relating to, among others, (i) the 2014 Report of the Board of the Company; (ii) the 2014 Report of the Supervisory Committee of the Company; (iii) the 2014 Financial Reports of the Company; (iv) the 2014 Profit Distribution Proposal of the Company and (v) engagement of domestic auditor and international auditor of the Company for 2015 and authorize the Board to determine their respective remuneration. Special resolutions will be proposed to approve (i) the general mandate to repurchase H shares; and (ii) the general mandate to issue Shares. Notice of the AGM is set out on pages 39 to 45 of this circular.

#### Closure of Register of Members of H Shares

In order to determine the shareholders who are entitled to attend the AGM, the register of members of H Shares of the Company will be closed from Sunday, May 31, 2015 to Tuesday, June 30, 2015 (both days inclusive), during which time no transfer of H Shares will be registered. Purchasers of H Shares who have submitted all share transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) to the H share registrar of the Company and registered as shareholders on the H Share register of members of the Company before 4:30 p.m. on Friday, May 29, 2015 are entitled to attend and vote in respect of all resolutions to be proposed at this H Shareholders' Class Meeting and the Annual General Meeting. In order to attend the said meetings, holders of H Shares should ensure that all transfer documents (including the duly stamped instruments of transfer and the relevant share certificate(s)) are lodged with 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, before 4:30 p.m. on Friday, May 29, 2015.

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## LETTER FROM THE BOARD

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Enclosed herewith are the reply slips and proxy forms for the Domestic Shareholders' Class Meeting/H Shareholders' Class Meeting/AGM. Whether or not you wish to attend the AGM or Class Meetings, please complete the enclosed reply slips and/or proxy forms 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, China (in case of Domestic Shareholders), as soon as possible and in any event on or before Wednesday, June 10, 2015 (for the reply slips) or by no later than 24 hours before the time appointed for the holding of the Meetings or any adjournment thereof (for the proxy forms (if any)). Completion and return of the proxy forms will not preclude you from attending and voting at the meetings 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 Meetings must be taken by poll. As such, all the resolutions set out in the notices convening the AGM and the Class Meetings 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 AGM. The Board recommends the Shareholders to vote, at the Class Meetings, in favour of resolution(s) regarding the Repurchase Mandate and the General Mandate.

The Directors would also like to draw your attention to the Letter from the Board set out on pages 4 to 10 of this circular.

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

Dear Shareholders,

For the past year of 2014, under the strong support from all Shareholders and leadership of the Board of Directors, we have achieved rapid development and all annual targets were well completed with relentless endeavours made by all our staff and reliance on concerted efforts and sound management.

The Report of the Board for the year 2014 is presented below for consideration by all Shareholders.

### **1. Major Operating Conditions**

During the Reporting Period, sales revenue of RMB521,095,188.38 was realized, representing an increase of approximately 28.24% compared with the year of 2013; net profit of RMB183,581,491.46 was realized, representing an increase of approximately 29.71% compared with the year of 2013; total profit of RMB215,614,993.87 was recorded, representing an increase of approximately 29.52% compared with the year of 2013.

To achieve the above working targets, we have dedicated our efforts in the following tasks:

- (1) On the aspect of research and development, a market-oriented direction was adopted to increase our research and development efforts on new products, collaborations with overseas and domestic pharmaceutical enterprises, research institutions and universities were strengthened by entering into cooperative agreements and participating in joint research and development activities, in order to further enhance the research and development capabilities of the Company.
- (2) On the aspect of production, new production lines at Hao Hai Biological facility commenced operation, while Shanghai Qisheng and Shanghai Jianhua facilities were expanded and upgraded. Hao Hai Biological facility has obtained new Good Manufacturing Practice (GMP), certificates for biopharmaceutical products and active pharmaceutical ingredient in April and September 2014, respectively, with a validity period of five years. The production lines of collagen sponge and lubricant eye drops at Shanghai Qisheng had also commenced operation in the first quarter and the third quarter of 2014 consecutively. Shanghai Jianhua facility also underwent technical upgrading.
- (3) On the aspect of marketing, the distribution and direct-sales modes interacted positively, the sales teams were further optimized; the sales activities were further regulated; and the distribution network was consolidated, realizing an increase of 28.24% in sales revenue and an increase of 29.71% in net profit, and in the result the targets set at the beginning of 2014 have been smoothly achieved.

### **2. The Company's listing of its H Shares on the Main Board in Hong Kong**

The Company initiated the application for issuing H Shares and listing on the Main Board of the Stock Exchange at the end of August 2014, obtained approval from the China Securities Regulatory Commission on January 28, 2015, passed the hearing of the Stock Exchange on March 26, 2015, and was listed successfully on April 30, 2015.

### 3. Daily Work of the Board of Directors

- (1) During the Reporting Period, the meetings and details of resolutions of the Board were as follows:

During the Reporting Period, a total of 9 meetings were held by the Board, the details of which were set out below:

No.	Session	Date of Meeting	Agenda of Meeting
1	The 3rd Meeting of the Second Session of the Board	January 14, 2014	<p>(1) Resolution on amendment to the scope of business of the Company;</p> <p>(2) Resolution on the Amendment to the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd.;</p> <p>(3) Resolution on Property Leasing Connected Transactions;</p> <p>(4) Resolution on the proposal to convene the First Extraordinary General Meeting for 2014.</p>
2	The 4th Meeting of the Second Session of the Board	April 8, 2014	<p>(1) Resolution on amendment to “The Proposal of Initial Public Offering of Shares and Listing on the ChiNext Board of the Shenzhen Stock Exchange”;</p> <p>(2) Resolution on the Public Offer of Shares by Eligible Shareholders in the Initial Public Offering of Shares;</p> <p>(3) Resolution for approval at the General Meeting to authorize the Board to handle relevant matters relating to the Initial Public Offering of Shares and listing on the ChiNext Board of the Shenzhen Stock Exchange;</p> <p>(4) Resolution on amendments to the “Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (Draft)” applicable to Initial Public Offering and after listing;</p>

No.	Session	Date of Meeting	Agenda of Meeting
			(5) Resolution on the “Proposal to Stabilize the Share Price of the Company within 3 Years after Listing of Shanghai Haohai Biological Technology Co., Ltd.”;
			(6) Resolution on the relevant documentation of undertakings to be issued by the Company for Initial Public Offering of Shares and listing of the Company;
			(7) Resolution on amendments to the “Future Plan on Distribution of Dividends and Returns to Shareholders of Shanghai Haohai Biological Technology Co., Ltd.”;
			(8) Resolution on the Proposal to Convene the Second Extraordinary General Meeting for 2014.
3	The 5th Meeting of the Second Session of the Board	April 18, 2014	(1) Resolution on the Work Report of the Board of the Company for 2013;
			(2) Resolution on the Work Report of the General Manager of the Company for 2013;
			(3) Resolution on Profit Distribution of the Company for 2013;
			(4) Resolution on the Audit Report of the Company for the year ended December 31, 2013;
			(5) Resolution on the proposal to convene the Annual General Meeting for 2013.
4	The 6th Meeting of the Second Session of the Board	September 15, 2014	(1) Resolution on the increase in registered capital of Shanghai Qisheng Biologics Company Limited;

No.	Session	Date of Meeting	Agenda of Meeting
			(2) Resolution on the increase in registered capital of Shanghai Jianhua Fine Biological Products Company Limited;
			(3) Resolution on the increase in registered capital of Shanghai Likangrui Biological Engineering Company Limited.
5	The 7th Meeting of the Second Session of the Board	September 30, 2014	(1) Resolution on Profit Distribution of the Company for 2013;
			(2) Resolution on the removal of Zhang Xizheng, Shen Youlun and Xu Yuhong as directors of the Second Session of the Board;
			(3) Resolution on nominations of Chen Huabin, Shen Hongbo, Zhu Qin as candidates for directors of the Second Session of the Board of the Company;
			(4) Resolution on the removal of Gan Renbao from the post of Deputy General Manager of the Company and appointment of Wang Wenbin and Zhang Jundong as Deputy General Managers of the Company;
			(5) Resolution on adjustment to the Audit Committee under the Second Session of the Board of the Company;
			(6) Resolution on adjustment to the Nomination Committee under the Second Session of the Board of the Company;
			(7) Resolution on adjustment to the Remuneration and Appraisal Committee under the Second Session of the Board of the Company;



No.	Session	Date of Meeting	Agenda of Meeting
			(8) New amendments to the “Terms of Reference of the Nomination Committee under the Board of Shanghai Haohai Biological Technology Co., Ltd.”;
			(9) New amendments to the “Terms of Reference of the Remuneration and Appraisal Committee under the Board of Shanghai Haohai Biological Technology Co., Ltd.”;
			(10) New amendments to the “Terms of Reference of the Audit Committee under the Board of Shanghai Haohai Biological Technology Co., Ltd.”;
			(11) Resolution on “Amendments to the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd.”;
			(12) Resolution on the proposal to convene the Third Extraordinary General Meeting of the Company for 2014.
6	The 8th Meeting of the Second Session of the Board	October 16, 2014	(1) Resolution on the issue of H Shares and listing of the Company on the Main Board of the Stock Exchange; (2) Resolution on the proposal of issuance of H Shares and Listing of the Company on the Main Board of the Stock Exchange; (3) Resolution on the conversion of the Company into a joint stock limited company by offering shares overseas; (4) Resolution on the plan of use of proceeds raised from issuance of H Shares of the Company; (5) Resolution on the validity period of the resolution on the issue and listing of H Shares;

No.	Session	Date of Meeting	Agenda of Meeting
			(6) Resolution for the approval at the General Meeting to authorize the Board of the Company and its authorized persons to handle matters relevant to the issuance and listing of H Shares on the Main Board of the Stock Exchange with absolute discretion;
			(7) Resolutions on amendments to the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (Draft), Rules of Procedures for General Meetings, Rules of Procedures for Board Meetings and Rules of Procedures for Meetings of the Supervisory Committee;
			(8) Resolution on the proposal of distribution of accumulated profits prior to issuance of H Shares of the Company;
			(9) Resolution on the preparation of Audit Report by Ernst & Young Hua Ming LLP;
			(10) Resolution on convening the Fourth Extraordinary General Meeting for 2014.
7	The 9th Meeting of the Second Session of the Board	November 30, 2014	(1) Consideration and approval of the “Authorization Management System of Shanghai Haohai Biological Technology Co., Ltd.”;  (2) Consideration and approval of the establishment of the “Internal Audit System of Shanghai Haohai Biological Technology Co., Ltd.”;  (3) Consideration and approval of the establishment of the “Risk Assessment Management System of Shanghai Haohai Biological Technology Co., Ltd.”;

No.	Session	Date of Meeting	Agenda of Meeting
			(4) Consideration and approval of the establishment of the “Anti-Embezzlement and Reporting System of Shanghai Haohai Biological Technology Co., Ltd.”;
			(5) Consideration and approval of the establishment of the “Conflict of Interest Reporting System of Shanghai Haohai Biological Technology Co., Ltd.”;
			(6) Consideration and approval of the establishment of the “Information Technology Construction Strategy of Shanghai Haohai Biological Technology Co., Ltd.”.
8	The 10th Meeting of the Second Session of the Board	December 3, 2014	(1) Resolutions on amendments to the proposal of the External Guarantee Management System of Shanghai Haohai Biological Technology Co., Ltd.;
			(2) Resolutions on amendments to the proposal of the External Investment Management Measures of Shanghai Haohai Biological Technology Co., Ltd.;
			(3) Resolutions on amendments to the proposal of the Terms of Reference of General Manager of Shanghai Haohai Biological Technology Co., Ltd.;
			(4) Resolutions on amendments to the proposal of the Terms of Reference of Secretary of the Board of Shanghai Haohai Biological Technology Co., Ltd.;
			(5) Resolutions on amendments to the proposal of the Investor Relationship Management Measures of Shanghai Haohai Biological Technology Co., Ltd.;

No.	Session	Date of Meeting	Agenda of Meeting
9	The 11th Meeting of the Second Session of the Board	December 7, 2014	<p>(6) Resolutions on amendments to the proposal of the Implementation Rules of Cumulative Voting System of Shanghai Haohai Biological Technology Co., Ltd.</p> <p>(1) To approve the establishment of the Company's principal place of business in Hong Kong at Suite 5501, 55th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong;</p> <p>(2) To approve and confirm the application for registration under Part 16 of the Companies Ordinance of Hong Kong and the documents for application of registration under Part 16 of the Companies Ordinance of Hong Kong;</p> <p>(3) Appointment of Chiu Ming King and Huang Ping as authorized representatives of the Company, Chiu Ming King and Huang Ping shall accept the service of any process or notices required to be served on the Company pursuant to Section 333 of the Companies Ordinance of Hong Kong;</p> <p>(4) Approval for the Company to execute the listing proposal and its related arrangements;</p> <p>(5) To confirm and approve the appointments of the Company's directors, supervisors and senior management;</p> <p>(6) To confirm that Mr. Shen Hongbo has satisfied the requirements under Rule 3.10(2) of the Listing Rules and is competent to act as an independent director of the Company;</p>

No.	Session	Date of Meeting	Agenda of Meeting
			(7) To confirm and approve the appointments of Chiu Ming King and Huang Ping to be joint company secretaries of the Company;
			(8) To confirm and approve the chairmen and members of the Audit Committee, Nomination Committee, Remuneration Committee and Strategy Committee;
			(9) To confirm and approve the appointment of Zhang Yifan as head of audit department of the Company;
			(10) To confirm and approve the appointment of intermediaries relevant to the listing proposal, and approve the Board of the Company and its authorized persons to engage any other intermediaries relevant to the listing proposal;
			(11) To approve the latest management accounts of the Company;
			(12) To approve all internal policies adopted by the Company related to the listing proposal, including the Rules of Procedure for Meetings of the Supervisory Committee of the Company, Rules of Procedure for General Meetings of the Company, Rules of Procedure for Meetings of the Board, Code of Practice of the Audit Committee, Code of Practice of the Nomination Committee, Code of Practice of the Remuneration Committee, Connected Transactions System, Information Disclosure System, Independent Non-executive Director System;

No.	Session	Date of Meeting	Agenda of Meeting
			<p>(13) To authorize each executive director of the Company respectively to make adjustment and amendment to the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (Draft) (“H Shares Draft Articles”) and their appendices from time to time during the period of issuance and listing of H Shares pursuant to the requirements and proposals of relevant domestic and foreign government authorities or regulatory authorities, and executive directors shall exercise such mandates pursuant only to the regulatory requirements for issuance of H Shares to make adjustment and amendment to the H Shares Draft Articles (including but not limited to making adjustment and amendment to the text, sections, clauses and effective conditions of the H Shares Draft Articles); upon completion of the issuance of H Shares, the Board and its authorized persons shall amend the H Shares Draft Articles in respect of, among others, changes in registered capital and report to the relevant government authority for approval, and complete, among others, the change of registration procedures and filing of Articles of Association to the administrative authority for industry and commerce and other relevant government authorities;</p> <p>(14) To approve the establishment of the legal department, corporate management department and project management department of the Company;</p>

<b>No.</b>	<b>Session</b>	<b>Date of Meeting</b>	<b>Agenda of Meeting</b>
			(15) To authorize the directors or authorized representatives of the Company to sign the Application for Registration as Registered Non-Hong Kong Company (Form NN1) on behalf of the Company and make any modifications or additions or deletions to the Application for Registration as Registered Non-Hong Kong Company (Form NN1) or other application documents as they deem fit;
			(16) To authorize the Directors or O'Melveny & Myers to submit and arrange for registration under Part 16 of the Companies Ordinance of Hong Kong and complete business registration at the Business Registration Office of the Inland Revenue Department of Hong Kong;
			(17) To approve the authorizations, undertakings and confirmations made by the Company in respect of the listing proposal and approve each Director to sign and deliver relevant documents (such director shall have absolute discretion to make amendment and/or addition as he/she deems necessary or expedient);

No.	Session	Date of Meeting	Agenda of Meeting
			(18) To authorize each executive director of the Company respectively to complete procedures such as approval, registration, filing, permission, consent with the relevant domestic and foreign government authorities and regulatory authorities (including but not limited to China Securities Regulatory Commission, Stock Exchange) in respect of the listing proposal and listing matters, sign, execute, modify and complete documents for submission to the relevant domestic and foreign government authorities, regulatory authorities, organizations and individuals, and to perform all actions and matters relevant to the listing proposal as they deem necessary, appropriate or expedient;
			(19) To approve the Company to pay the initial listing fees to the Stock Exchange at the time of submission of Form A1;
			(20) To submit certified true copy of the resolutions of this meeting to the Sole Sponsor and other professional advisors, Stock Exchange or other related parties relevant to the listing proposal;
			(21) To approve and authorize the Sole Sponsor and its legal advisor to liaise with the Stock Exchange, Securities and Futures Commission and other relevant authorities on behalf of the Company on the listing proposal, submit application documents and take any necessary or expedient actions;



No.	Session	Date of Meeting	Agenda of Meeting
			<p>(22) To authorize each executive director of the Company respectively to be fully responsible for the specific implementation of the listing proposal, including but not limited to confirming the specific size of issuance of H Shares, issue price (including the price range and final pricing), issue time, manner of issuance and target of issuance, over-allotment issues and placement ratio, use of proceeds and investment plan;</p>
			<p>(23) To authorize each executive director of the Company respectively to sign, execute, modify, terminate and/or deliver Form A1, application proof of the Prospectus and relevant agreements, contracts, offering documents or any application documents in respect of the listing proposal (including but not limited to submission of documents, Hong Kong Underwriting Agreement and International Underwriting Agreement) on behalf of the Company, and grant authorizations and undertakings contained in Form A1 on behalf of the Company, but necessary or expedient modifications shall make by any Director or duly appointed attorney at his/her own discretion;</p>
			<p>(24) To authorize each executive director of the Company (or any duly appointed attorney of such director) respectively to sign and deliver other documents for submission on behalf of the Company, but necessary or expedient modifications shall make by any Director or duly appointed attorney at his/her own discretion;</p>

No.	Session	Date of Meeting	Agenda of Meeting
			(25) To authorize each executive director of the Company to complete all actions and matters deemed to be necessary, favourable or expedient to the listing proposal (including but not limited to the submission of Form A1) and the aforesaid matters on behalf of the Company, take all necessary actions and sign all documents in respect thereof.

(2) Implementation of Resolutions approved at General Meetings by the Board

During the Reporting Period, the Board of the Company implemented resolutions approved at General Meetings truthfully in strict compliance with the resolutions and mandates granted by the General Meetings and pursuant to the requirements of the relevant laws and regulations under the Company Law and Articles of Association.

**4. Outlook of the Operation Work Plan in 2015**

(1) Further accelerate the development and commissioning of new products

We are striving to promote the development and clinical application of pipeline products, continue to enhance cooperation in scientific research with universities and hospitals, and enhance the construction of the research and development team. To put products successfully developed by the Company into commercial production, we are also striving to recruit relevant medical professionals, expand the sales and marketing network.

(2) Make progress in the construction of new production lines in a safe and efficient manner

Construction of new production lines for Shanghai Likangrui animal origin fibrin sealant products and biomedical materials progressed in a safe and efficient manner, we are striving to complete the construction of the production line for Shanghai Likangrui's active pharmaceutical ingredients and start production in 2015; specific plans have also been formulated and implemented to purchase new production equipment, renovate and upgrade facilities of Haohai Biological.

(3) Duties of the Board have been performed in a more regulated, scientific and efficient manner

In 2015, the Board will continue to comply with the requirements of the Company Law, Securities Law, Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies, Listing Rules and Articles of Association, and deliver better regulated operations and scientific decisions of the Board to perform its duties in a more regulated, scientific and efficient manner.

The above report is hereby submitted for consideration.

**Board of Directors**  
**Shanghai Haohai Biological Technology Co., Ltd.**

Dear Shareholders,

In 2014, the Supervisory Committee of the Company fully performed its duties and responsibilities and exercised its right of supervision conscientiously, protected the legitimate interests of the Shareholders effectively and ensured the regulated operation of the enterprise by adhering to the responsible attitude towards Shareholders, particularly minority Shareholders, and long-term development of the Company, conforming to requirements under the Company Law and Articles of Association, and supported by the active collaboration from all Shareholders, the Board of Directors (“**Board**”), the management and employees of the Company.

Major tasks of the Supervisory Committee for the year 2014 are reported below for consideration:

(1) Work of the Supervisory Committee

During the Reporting Period, the Supervisory Committee of the Company strictly followed the duties prescribed under the Company Law and the Articles of Association, and exercised its supervision functions by focusing on the Company’s compliance with the laws, the performance of duties by Directors, managers and other senior management, and the inspection of the financial conditions of the Company.

(2) Meetings of the Supervisory Committee

In 2014, the Company’s Supervisory Committee held a total of 3 meetings, and their details are as follows:

No.	Session	Date of Meeting	Agenda of Meeting
1	The 2nd Meeting of the Second Session of the Supervisory Committee	April 18, 2014	(1) Work Report of the Supervisory Committee for the year 2013;  (2) Resolution on the Audit Report of the Company for the year ended December 31, 2013.
2	The 3rd Meeting of the Second Session of the Supervisory Committee	September 30, 2014	(1) Resolution on Profit Distribution of the Company for the year 2013;  (2) Resolution on consent to the proposed resignation of Shen Rongyuan from the post of Supervisor of the Second Session of the Supervisory Committee ;

No.	Session	Date of Meeting	Agenda of Meeting
3	The 4th Meeting of the Second Session of the Supervisory Committee	October 16, 2014	<p>(3) Resolution to nominate Tang Yuejun and Yang Qing as candidates for Supervisors of the Second Session of the Supervisory Committee of the Company.</p> <p>(1) Resolution on the issue of H Shares and listing on the Main Board of the Stock Exchange by the Company;</p> <p>(2) Resolution on the Proposal for the Issuance of H Shares and listing on the Main Board of the Stock Exchange by the Company;</p> <p>(3) Resolution on the conversion of the Company into a joint stock limited company by offering shares overseas;</p> <p>(4) Resolution on the use of proceeds and investment plans funded by issuance of H Shares of the Company;</p> <p>(5) Resolution on the validity period of the resolution on the issue and listing of H Shares;</p> <p>(6) Resolution for the approval at the general meeting to authorize the Board of the Company and its authorized persons to handle matters relevant to the issuance and listing of H Shares on the Main Board of the Stock Exchange with absolute discretion;</p> <p>(7) Resolutions on amendments to the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (Draft), Rules of Procedure for General Meetings, Rules of Procedure for Board Meetings and Rules of Procedure for Meetings of the Supervisory Committee;</p>

No.	Session	Date of Meeting	Agenda of Meeting
			(8) Resolution on the proposal of distribution of accumulated profits prior to issuance of H Shares of the Company;
			(9) Resolution on the preparation of Audit Report by Ernst & Young Hua Ming LLP;
			(10) Resolution on convening the Fourth Extraordinary General Meeting for 2014;
			(11) Consecutive appointment of Liu Yuanzhong as Chairman of the Supervisory Committee.
(3)			Opinions of the Supervisory Committee on the compliance of the Company's operation with the laws

During the Reporting Period, the Supervisory Committee of the Company exercised supervision on the procedures of convening general meetings and Board meetings, the resolutions approved at general meetings and Board meetings, the implementation of resolutions approved at general meetings by the Board, the performance of duties of senior management of the Company and the establishment of the internal control system in compliance with State laws, regulations and Articles of Association. In the opinion of the Supervisory Committee, the Board and senior management of the Company were able to perform their duties in compliance with the provisions of the relevant laws and Articles of Association, no contravention of laws, regulations and Articles of Associations had been discovered, nor actions inflicting harm on the benefits of the Company and interests of the Shareholders had been discovered.

(4) Independent Opinions of the Supervisory Committee on Inspection of Financial Conditions of the Company

The Supervisory Committee of the Company has conducted careful and meticulous inspection on the financial system and financial conditions of the Company. In the opinion of the Supervisory Committee, the financial report of the Company for the year 2014 is able to reflect truthfully on the financial conditions and operating results of the Company, and the audit opinion issued by Ernst & Young Hua Ming LLP presents an objective view.

The above report is hereby submitted for consideration by all Shareholders.

**Supervisory Committee**  
**Shanghai Haohai Biological Technology Co., Ltd.**

*In accordance with the Listing Rules, this appendix serves as an explanatory statement to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting for the grant of the Repurchase Mandate to the Directors.*

## **REPURCHASE MANDATE**

### **Reasons for Repurchasing H Shares**

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases of the H Shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases of the H Shares will only be made when the Directors believe that it will benefit the Company and its Shareholders as a whole.

### **Share Capital**

As at the Latest Practicable Date, the total issued capital of the Company was RMB160,000,000 comprising 40,000,000 H Shares of RMB1.00 each and 120,000,000 Domestic Shares of RMB1.00 each.

### **Exercise of the Repurchase Mandate**

Subject to the passing of the relevant special resolution set out in the notices of the AGM and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the 2015 annual general meeting of the Company; or (b) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting of the Company, or by the holders of H Shares or Domestic Shares at their respective class meeting (“**Relevant Period**”). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 40,000,000 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings) would result in a maximum of 4,000,000 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total H Shares in issue as at the date of passing the relevant special resolution at the AGM and the Class Meetings.

### **Funding of Repurchases**

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include capital common reserve funds and distributable profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Directors consider that there may be a material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended December 31, 2014). However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended December 31, 2014). The number of H Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

### Prices of H Share

The highest and lowest prices at which the H Shares have been traded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2015</b>		
April ( <i>Note</i> )	60.30	53.50
May (up to the Latest Practicable Date)	59.30	55.20

*Note:* The H Shares were listed on the Stock Exchange on April 30, 2015.

### Shares Repurchased by the Company

No purchase of Shares has been made by the Company from the Listing Date to the Latest Practicable Date (whether on the Stock Exchange or other stock exchanges). If the public float is less than 25% of the issued Shares, the Company will not repurchase its own Shares.

### Directors' Undertakings and General Information

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed special resolution to approve the Repurchase Mandate in accordance with the Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) presently intends to sell H Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings, and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

### **Takeovers Code and the Public Float Requirement**

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Jiang Wei ("Mr. Jiang") and Ms. You Jie ("Ms. You") were deemed to be interested in 75,600,000 Domestic Shares (as defined in Part XV of the SFO), representing approximately 47.25% of the Company's total issued capital. 75,600,000 Domestic Shares were held directly by Mr. Jiang as to 46,800,000 Domestic Shares and directly by Ms. You as to 28,800,000 Domestic Shares, respectively. Mr. Jiang, as the spouse of Ms. You, was deemed to be interested in the 28,800,000 Domestic Shares held by Ms. You in the Company under the SFO. Ms. You, as the spouse of Mr. Jiang, was deemed to be interested in the 46,800,000 Domestic Shares held by Mr. Jiang in the Company under the SFO. In the event that the Directors fully exercise their Repurchase Mandate, the total interests held by Mr. Jiang and Ms. You in the Company's total issued capital will increase to approximately 48.46%, assuming that the Domestic Shares held by Mr. Jiang and Ms. You as at the Latest Practicable Date remain unchanged and there is no other change to the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

### **Status of Repurchased Shares**

Pursuant to the Listing Rules, the listing of all repurchased H Shares of the Company is automatically cancelled and the relevant certificates must be cancelled and destroyed.

Under the PRC law, the repurchased H Shares may be treated as cancelled and, if so cancelled, the amount of the Company's registered capital shall be reduced by the aggregate nominal value of the repurchased H Shares accordingly.



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## NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

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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 2015 first domestic shareholders' class meeting (the **"Domestic Shareholders' Class Meeting"**) of Shanghai Haohai Biological Technology Co., Ltd. (the **"Company"**) will be held at 9:30 a.m., Tuesday, June 30, 2015 at Jiaqing Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC to consider and, if thought fit, pass the following resolutions:

#### **SPECIAL RESOLUTIONS**

1. To consider and, if thought fit, to approve the following general mandate to repurchase the overseas-listed foreign shares of the Company (the **"H Shares"**):

**"That:**

- (a) the board of directors of the Company (the **"Board"**) be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the number of the H Shares in issue at the time when this resolution is passed at the annual general meeting of the Company and the relevant resolution is passed at the respective class meeting of the shareholders in accordance with all applicable laws, regulations, rules and/or requirements of the PRC, The Stock Exchange of Hong Kong Limited or any other governmental or regulatory authorities and by reference to market conditions and in accordance with needs of the Company during the relevant period; and
- (b) the Board be and is hereby authorised to deal with, in its sole discretion, all matters in relation to the repurchase of H Shares, including but not limited to:
  - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;
  - (ii) notify creditors and issue announcement in accordance with the PRC Company Law and the articles of association of the Company (the **"Articles of Association"**);
  - (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;

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## NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

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- (iv) carry out relevant approval or filing procedures required by regulatory authorities and the place in which the Company is listed (if necessary);
- (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of total share capital and shareholding structure, etc., and carry out the relevant statutory registrations and filings procedures within and outside the PRC; and
- (vi) execute other documents, and deal with other matters, in connection with the share repurchase.

The above general mandate will expire on the earlier of (the “**Relevant Period**”):

- (i) the conclusion of the 2015 annual general meeting of the Company; or
- (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting, or a special resolution of holders of the Domestic Shares of the Company or holders of the H Shares at their respective class meeting,

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

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

Shanghai, PRC  
May 15, 2015

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## NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

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### Notes:

#### 1. Eligibility for attending the Domestic Shareholders' Class Meeting and date of registration of members for Domestic Shares

In order to determine the holders of the Domestic Shares of the Company (the “**Domestic Shareholders**”) who are entitled to attend the Domestic Shareholders' Class Meeting, the register of members of the Company will be closed from Sunday, May 31, 2015 to Tuesday, June 30, 2015 (both days inclusive), during which time no transfer will be registered.

For qualifying to attend and vote at the Domestic Shareholders' Class Meeting, the Domestic Shareholders whose transfer have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the head office of the Company at 4/F, Block 2, Alley 139, Anshun Road, Changning District, Shanghai, China at or before 4:30 p.m. on Friday, May 29, 2015.

Domestic Shareholders whose names appear on the register of members of domestic shares of the Company on June 30, 2015 will be entitled to attend and vote at the Domestic Shareholders' Class Meeting or any adjournment thereof.

#### 2. Proxy

- (1) Each shareholder entitled to attend and vote at the Domestic Shareholders' Class Meeting 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 the 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, China not less than 24 hours before the time appointed for the Domestic Shareholders' Class Meeting 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) Any voting at the Domestic Shareholders' Class Meeting shall be taken by poll.

#### 3. Registration procedures for attending the Domestic Shareholders' Class Meeting

- (1) A shareholder or his proxy should present proof of identity when attending the Domestic Shareholders' Class Meeting. 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 Domestic Shareholders' Class Meeting 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 Domestic Shareholders' Class Meeting in person or by their proxies should complete and return the reply slip for attending the Domestic Shareholders' Class Meeting to the head office of the Company at 4/F, Block 2, Alley 139, Anshun Road, Changning District, Shanghai, China on or before Wednesday, June 10, 2015.

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## NOTICE OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING

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- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the Company.
- (4) Shareholders or proxies attending the Domestic Shareholders' Class Meeting 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.

#### 4. Voting method at the Domestic Shareholders' Class Meeting

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 Domestic Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the Domestic Shareholders' Class Meeting.

#### 5. Miscellaneous

- (1) The Domestic Shareholders' Class Meeting is expected to take no more than half a day. Shareholders who attend the Domestic Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.
- (2) 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  
Telephone: (86) 021-62800674  
Facsimile: (86) 021-62805863

\* *for identification purpose only*

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## NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

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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 2015 first H Shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Shanghai Haohai Biological Technology Co., Ltd. (the "**Company**") will be held at 10:00 a.m., Tuesday, June 30, 2015 at Jiaqing Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC to consider and, if thought fit, pass the following resolutions:

#### **SPECIAL RESOLUTIONS**

1. To consider and, if thought fit, to approve the following general mandate to repurchase the overseas-listed foreign shares of the Company (the "**H Shares**"):

**"That:**

- (a) the board of directors of the Company (the "**Board**") be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the number of the H Shares in issue at the time when this resolution is passed at the annual general meeting of the Company and the relevant resolution is passed at the respective class meeting of the shareholders in accordance with all applicable laws, regulations, rules and/or requirements of the PRC, The Stock Exchange of Hong Kong Limited or any other governmental or regulatory authorities and by reference to market conditions and in accordance with needs of the Company during the relevant period; and
- (b) the Board be and is hereby authorised to deal with, in its sole discretion, all matters in relation to the repurchase of H Shares, including but not limited to:
  - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;
  - (ii) notify creditors and issue announcement in accordance with the PRC Company Law and the articles of association of the Company (the "**Articles of Association**");
  - (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;

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## NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

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- (iv) carry out relevant approval or filing procedures required by regulatory authorities and the place in which the Company is listed (if necessary);
- (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of total share capital and shareholding structure, etc., and carry out the relevant statutory registrations and filings procedures within and outside the PRC; and
- (vi) execute other documents, and deal with other matters, in connection with the share repurchase.

The above general mandate will expire on the earlier of (the “**Relevant Period**”):

- (i) the conclusion of the 2015 annual general meeting of the Company; or
- (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting, or a special resolution of holders of the Domestic Shares of the Company or holders of the H Shares at their respective class meeting,

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

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

Shanghai, PRC  
May 15, 2015

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## NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

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### Notes:

#### 1. Eligibility for attending the H Shareholders' Class Meeting and date of registration of members for H Shares

In order to determine the holders of H Shares (the “**H Shareholders**”) who are entitled to attend the H Shareholders' Class Meeting, the register of members of H Shares of the Company will be closed from Sunday, May 31, 2015 to Tuesday, June 30, 2015 (both days inclusive), during which time no transfer of H Shares will be registered.

For qualifying to attend and vote at the H Shareholders' Class Meeting, the holders of H Shares 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 registration at or before 4:30 p.m. on Friday, May 29, 2015.

Holders of H Shares whose names appear on the register of members of H Shares of the Company on June 30, 2015 will be entitled to attend and vote at the H Shareholders' Class Meeting or any adjournment thereof.

#### 2. Proxy

- (1) Each shareholder entitled to attend and vote at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting 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) Any voting at the H Shareholders' Class Meeting shall be taken by poll.

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## NOTICE OF 2015 FIRST H SHAREHOLDERS' CLASS MEETING

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### 3. Registration procedures for attending the H Shareholders' Class Meeting

- (1) A shareholder or his proxy should present proof of identity when attending the H Shareholders' Class Meeting. 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 H Shareholders' Class Meeting 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 H Shareholders' Class Meeting in person or by their proxies should complete and return the reply slip for attending the H Shareholders' Class Meeting 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 on or before Wednesday, June 10, 2015.
- (3) A shareholder may return the above reply slip in person, by post or by facsimile to the office of Computershare Hong Kong Investor Services Limited.
- (4) Shareholders or proxies attending the H Shareholders' Class Meeting 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.

### 4. Voting method at the H Shareholders' Class Meeting

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 H Shareholders' Class Meeting will demand a poll in relation to all the proposed resolutions at the H Shareholders' Class Meeting.

### 5. Miscellaneous

- (1) The H Shareholders' Class Meeting is expected to take no more than half a day. Shareholders who attend the H Shareholders' Class Meeting 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

\* *for identification purpose only*



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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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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 annual general meeting (the “**AGM**”) of Shanghai Haohai Biological Technology Co., Ltd. (the “**Company**”) will be held at 10:30 a.m., Tuesday, June 30, 2015 at Jiaqing Hall, Rainbow Hotel, 2000 Yan’an West Road, Shanghai, PRC to consider and, if thought fit, pass the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and, if thought fit, approve the report of board of directors of the Company for 2014.
2. To consider and, if thought fit, approve the report of supervisory committee of the Company for 2014.
3. To consider and, if thought fit, approve the financial reports of the Company for 2014.
4. To consider and, if thought fit, approve the profit distribution proposal of the Company for 2014.
5. To consider and, if thought fit, approve the appointment of Ernst & Young Hua Ming LLP and Ernst & Young as the Company’s domestic and international auditors, respectively until the close of the annual general meeting of the Company for 2015, and to authorise the board of directors to fix their respective remuneration.

#### **SPECIAL RESOLUTIONS**

6. To consider and, if thought fit, to approve the following general mandate to repurchase the overseas-listed foreign shares of the Company (the “**H Shares**”):

“**That:**

- (a) the board of directors of the Company (the “**Board**”) be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the number of the H Shares in issue at the time when this resolution is passed at the annual general meeting of the Company and the relevant resolution is passed at the respective class meeting of the shareholders in

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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accordance with all applicable laws, regulations, rules and/or requirements of the PRC, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other governmental or regulatory authorities and by reference to market conditions and in accordance with needs of the Company during the relevant period; and

- (b) the Board be and is hereby authorised to deal with, in its sole discretion, all matters in relation to the repurchase of H Shares, including but not limited to:
- (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;
  - (ii) notify creditors and issue announcement in accordance with the PRC Company Law and the articles of association of the Company (the “**Articles of Association**”);
  - (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;
  - (iv) carry out relevant approval or filing procedures required by regulatory authorities and the place in which the Company is listed (if necessary);
  - (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of total share capital and shareholding structure, etc., and carry out the relevant statutory registrations and filings procedures within and outside the PRC; and
  - (vi) execute other documents, and deal with other matters, in connection with the share repurchase.

The above general mandate will expire on the earlier of (the “**Relevant Period**”):

- (i) the conclusion of the 2015 annual general meeting of the Company; or
- (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting, or a special resolution of holders of the Domestic Shares of the Company or holders of the H Shares at their respective class meeting,

except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) and to grant the Board a general mandate (“**General Mandate**”) for the exercise by the Board during the Relevant Period of powers to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares, which shall not exceed 20% of the total number of H Shares and Domestic Shares of the Company in issue, respectively, as at the date of the passing of this resolution, and to make or grant offers or agreements in respect of such Additional Shares, subject to the terms and conditions set out in this resolution.
- (1) To consider and, if thought fit, approve the Company to issue additional H Shares and additional Domestic Shares in the share capital of the Company and to grant the Board a general mandate to allot or issue Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares, and to make or grant offers or agreements in respect of such Additional Shares, subject to the terms and conditions as set out below:
- i. such general mandate shall not extend beyond the Relevant Period (as defined in (iv)) save that the Board may during the Relevant Period make or grant offers or agreements which might require the exercise of such powers after the end of the Relevant Period;
  - ii. the total number of shares approved to be allotted or agreed conditionally or unconditionally to be allotted by the Board, shall not exceed: (a) 20% of the total number of H Shares in issue as at the date of the passing of this resolution; (b) 20% of the total number of Domestic Shares of the Company in issue as at the date of the passing of this resolution, otherwise than pursuant to any scrip dividend scheme or similar arrangement providing for the allotment of such Shares in lieu of the whole or part of a dividend on such Shares in accordance with the Articles of Association;
  - iii. the Board will only exercise its power under such mandate in accordance with the relevant laws and regulations of the PRC (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and only if approvals from the China Securities Regulatory Commission, the Stock Exchange and/or other relevant PRC government authorities are obtained;
  - iv. For the purposes of this resolution:

“H Shares” mean the overseas-listed foreign shares in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars, and which are granted the permission to deal in and list on the Stock Exchange;

“Domestic Shares” mean the ordinary shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and credited as fully paid up in Renminbi; and

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the 2015 annual general meeting of the Company following the passing of this resolution; or
  - (b) the date on which the authority conferred by this resolution is revoked or varied by a special resolution at a general meeting of the Company.
- (2) Subject to the Board issuing additional H Shares and additional Domestic Shares pursuant to this resolution, the Board be authorised to:
- i. approve, execute and do or procure to be executed and done, all documents, deeds and things as it may consider necessary in connection with the issue of such new shares (including, but not limited to the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into an underwriting agreement or any other agreement);
  - ii. determine the use of proceeds and make all necessary filing, registration and applications with or to the relevant authorities in the PRC and/or Hong Kong (if required);
  - iii. determine the registered capital and the number of shares pursuant to the issue or allotment of shares pursuant to this resolution, and register with the relevant authorities in the PRC and/or Hong Kong upon an increase of registered capital and the number of shares; and
  - iv. make amendments to the Articles of Association of the Company accordingly as it thinks fit so as to reflect relevant matters such as the registered capital and new capital structure of the Company after the issue or allotment of shares.

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

Shanghai, PRC  
May 15, 2015

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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### Notes:

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

In order to determine the shareholders who are entitled to attend the AGM, the register of members of H Shares of the Company will be closed from Sunday, May 31, 2015 to Tuesday, June 30, 2015 (both days inclusive), during which time no transfer of Shares will be registered.

For qualifying to attend and vote at the AGM, 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, China for holders of Domestic Shares for registration at or before 4:30 p.m. on Friday, May 29, 2015.

Shareholders of the Company whose names appear on the register of members of the Company on June 30, 2015 will be entitled to attend and vote at the AGM or any adjournment thereof.

#### 2. Proxy

- (1) Each shareholder entitled to attend and vote at the AGM 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 (if any) at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM 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, China not less than 24 hours before the time appointed for the AGM 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.

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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- (5) Any voting at the AGM shall be taken by poll.

### **3. Registration procedures for attending the AGM**

- (1) A shareholder or his proxy should present proof of identity when attending the AGM. 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 AGM 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 AGM in person or by their proxies should complete and return the reply slip for attending the AGM to (a) the head office of the Company at 4/F, Block 2, Alley 139, Anshun Road, Changning District, Shanghai, China (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, June 10, 2015.
- (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 AGM 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.

### **4. Voting method at the AGM**

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 AGM will demand a poll in relation to all the proposed resolutions at the AGM.

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## NOTICE OF 2014 ANNUAL GENERAL MEETING

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### 5. Miscellaneous

- (1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM 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  
Telephone: (86) 021-62800674  
Facsimile: (86) 021-62805863

\* *for identification purpose only*