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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 OF 2015 FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING**

**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;

- (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

## **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.

- (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

*As at the date of this announcement, the executive directors of the Company are Dr. Hou Yongtai, Mr. Wu Jianying, Mr. Ling Xihua, Mr. Huang Ping and Ms. Chen Yiyi; the non-executive directors of the Company are Ms. You Jie and Mr. Gan Renbao; and the independent non-executive directors of the Company are Mr. Chen Huabin, Mr. Shen Hongbo, Mr. Li Yuanxu, Mr. Zhu Qin and Mr. Wong Kwan Kit.*

*\* for identification purpose only*