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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 H SHAREHOLDERS' CLASS MEETING**

**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;

- (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 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.

### **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

*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