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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 2017 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2017 annual general meeting (the “**AGM**”) of Shanghai Haohai Biological Technology Co., Ltd.* (the “**Company**”) will be held at 10:00 a.m., on Monday, June 11, 2018 at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC for the shareholders of the Company (the “**Shareholders**”) to consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS

1. To approve the work report of the board of directors of the Company (the “**Board**”) for 2017.
2. To approve the work report of the supervisory committee of the Company for 2017.
3. To approve the financial reports of the Company for 2017.
4. To approve the profit distribution proposal of the Company for 2017.
5. To approve the appointments 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 2018, and to authorise the Board to fix their respective remuneration.

SPECIAL RESOLUTIONS

6. (1) **To approve the proposed amendments to the Articles of Association of the Company (the “Proposed Amendments”)** as set out in Appendix III to the circular of the Company dated April 24, 2018, and to grant the Board the authorization set out below:
 - i. to adjust or amend the Proposed Amendments according to the laws and regulations and the requirements of the relevant competent authorities;
 - ii. to make all necessary registration, filing and/or application relating to the Proposed Amendments with or to the relevant authorities in the PRC and/or Hong Kong, and sign, execute, amend and/or complete all necessary documents to be submitted to the authorities; and
 - iii. to do all such other acts as the Board considers necessary or desirable to give effect to the Proposed Amendments.
- (2) To agree to the Board delegating the authorization mentioned in (1) above to other persons.

7. To approve the grant of a general mandate (“**General Mandate**”) to the Board to issue additional H Shares and additional Domestic Shares in the share capital of the Company (“**Additional Shares**”) during the Relevant Period (as defined below), including the powers to allot, issue and/or deal with Additional Shares and/or make offers, agreements or options which might require the issue, allotment or disposal of Additional Shares, subject to the terms and conditions set out below in this resolution:

- (1) the General Mandate shall not extend beyond the Relevant Period (as defined below) 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;
- (2) each of the numbers of the additional H Shares and/or additional Domestic 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, respectively, 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;
- (3) the Board shall only exercise its power under the General Mandate in accordance with the relevant laws and regulations of the PRC 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; and
- (4) 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 listed on the Stock Exchange;

“Domestic Shares” means the domestic 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

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

- (a) the conclusion of the 2018 annual general meeting of the Company; 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.

and, subject to the Board having resolved to issue additional H Shares and/or additional Domestic Shares pursuant to this resolution, the Board be authorized 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 the Additional 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 agreements);
- 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 the Additional Shares.

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

Shanghai, PRC, April 24, 2018

Notes:

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

In order to determine the entitlement of the Shareholders to attend the AGM, the register of members of H Shares of the Company will be closed from Saturday, May 12, 2018 to Monday, June 11, 2018 (both days inclusive), during which period no transfer of Shares will be registered.

To qualify to attend and vote at the AGM, the Shareholders whose transfer of Shares 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 headquarters of the Company at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC for holders of Domestic Shares, for registration at or before 4:30 p.m. on Friday, May 11, 2018.

Shareholders whose names appear on the register of members of the Company on June 11, 2018 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 AGM 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 authorized in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorized 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 authorization 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 authorization (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 and in such event, the proxy form shall be deemed revoked.
- (4) To be valid, for holders of Domestic Shares, the form of proxy and notarised power of attorney or other document of authorization (if any) must be delivered to the headquarters of the Company at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC 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 and in such event, the proxy form shall be deemed revoked.
- (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 authorized 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 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 headquarters of the Company at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC (for holders of Domestic Shares); or (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, May 23, 2018.
- (3) A Shareholder may return the reply slip in person, by post or by facsimile to the headquarters 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.

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 headquarters of the Company is:
23/F, WenGuang Plaza,
No. 1386 Hongqiao Road, Changning District
Shanghai, PRC
Telephone: (86) 021-52293555
Facsimile: (86) 021-52293558

As at the date of this notice, the executive directors of the Company are Dr. Hou Yongtai, Mr. Wu Jianying, Mr. Huang Ming, Ms. Chen Yiyi and Mr. Tang Minjie; 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*