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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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Shanghai Haohai Biological Technology Co., Ltd.\* (the “Company”) will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Monday, February 18, 2019 at 9:30 a.m. to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as defined in the announcement of the Company dated January 3, 2019.

#### **SPECIAL RESOLUTIONS**

1. To consider and approve the proposal on the A Share Offering:
  - 1.1 Type of the proposed issuance;
  - 1.2 Par value of the proposed issuance;
  - 1.3 Offering size;
  - 1.4 Pricing methodology;
  - 1.5 Place of listing;
  - 1.6 Target subscribers;
  - 1.7 Method of issuance;
  - 1.8 Method of underwriting;
  - 1.9 Use of proceeds to be raised;
  - 1.10 Validity period of the resolution;
  - 1.11 Form of the Company; and
  - 1.12 Rights of the holders of the A Shares.
2. To consider and approve the proposal on the use of the proceeds to be raised by the A Share Offering and the feasibility analysis.

3. To consider and approve the proposal on granting authorization to the Board to handle the Company's application for the A Share Offering and related matters.
4. To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering.
5. To consider and approve the proposal on the dividend distribution plan within the three years after the A Share Offering.
6. To consider and approve the proposal on stabilizing the price of A Shares of the Company after the A Share Offering.
7. To consider and approve the proposal on the dilution of immediate returns and the remedial measures on the A Share Offering.
8. To consider and approve the proposal on amending the Articles of Association of the Company and the rules of procedure of the general meeting, the Board of Directors and the board of supervisory of the Company for the purpose of the A Share Offering:
  - 8.1 The proposed amendments to the Articles of Association;
  - 8.2 The proposed amendments to the rules of procedure of the general meeting;
  - 8.3 The proposed amendments to the rules of procedure of Board of Directors; and
  - 8.4 The proposed amendments to the rules of procedure of the board of supervisory.
9. To consider and approve the proposal on the validity period of the resolutions on the A Share Offering.

#### **ORDINARY RESOLUTIONS**

10. To consider and approve the proposal on commitments in relation to the A Share Offering and the introduction of corresponding restraining measures.
11. To consider and approve the proposal on the relevant internal control rules of the Company for the purpose of the A Share Offering:
  - 11.1 The Working Rules of the Independent Non-executive Directors;
  - 11.2 The Rules for the Management of the Related Party Transactions;
  - 11.3 Special Rules for Prevention of Major Shareholders and Related Parties to Occupy the Company's Funds;
  - 11.4 The Rules for the Management of Proceeds to be Raised;
  - 11.5 The Rules for the Management of the External Guarantee; and
  - 11.6 The Rules for the Management of the External Investment.

12. To consider and approve the appointments of relevant intermediary agencies of the Company's A Share Offering:

12.1 the proposal on the appointment of UBS Securities Co. Limited as the sponsor and lead underwriter of the Company's A Share Offering;

12.2 the proposal on the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor for the Company's A Share Offering; and

12.3 the proposal on the appointment of Shanghai Oceanwisdom Law firm as the legal advisor to the Company's A Share Offering.

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

Shanghai, PRC  
January 4, 2019

**Notes:**

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

In order to determine the shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Saturday, January 19, 2019 to Monday, February 18, 2019 (both days inclusive), during which time no transfer of Shares will be registered. For qualifying to attend and vote at the EGM, the shareholders of the Company whose transfers 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 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, January 18, 2019. Shareholders of the Company whose names appear on the register of members of the Company on Saturday, January 19, 2019 will be entitled to attend and vote at the EGM or any adjournment thereof.

**2. Proxy**

- 1) Each shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the EGM on his behalf. A proxy need not be a shareholder of the Company.
- 2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- 3) To be valid, for holders of H Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.

- 4) To be valid, for holders of Domestic Shares, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the head office of the Company at 23/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC not less than 24 hours before the time appointed for the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy will not preclude shareholders from attending and vote at the meeting should they wish to do so.

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

- 1) A shareholder or his proxy should present proof of identity when attending the EGM. If a shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such shareholder may attend the EGM by providing a copy of the resolution of the Board or other governing body of such shareholder appointing such person to attend the meeting.
- 2) Shareholders of the Company intending to attend the EGM in person or by their proxies should complete and return the reply slip for attending the EGM to (a) the head office of the Company at 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 Tuesday, January 29, 2019.
- 3) A shareholder may return the above reply slip in person, by post or by facsimile to the head office of the Company (for holders of Domestic Shares) or the office of Computershare Hong Kong Investor Services Limited (for holders of H Shares).
- 4) Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against a resolution. Abstention from voting will not be regarded by the Company as having voting rights for the purpose of vote counts.

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

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

### 5. **Miscellaneous**

- 1) The EGM is expected to take no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- 2) The address of the Company's H Share Registrar is:  
Shops 1712-1716, 17th Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong
- 3) The address and contact details of the head office of the Company is:  
23/F, WenGuang Plaza,  
No. 1386 Hongqiao Road, Changning District,  
Shanghai, PRC  
Telephone: (86) 021-52293555  
Facsimile: (86) 021-52293558
- 4) A circular setting out further details of the resolutions will be dispatched and published by the Company in due course.

\* *For identification purpose only*