

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Shanghai Haohai Biological Technology Co., Ltd.* (the “**Company**”) pursuant to Rules 13.51(1) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

In accordance with the Securities Law of the People's Republic of China, the Reply of the State Council on Adjustments of the Provisions Applicable to the Notice Period of Convening General Meetings of Shareholders and Other Matters Applicable to the Companies Listed Aboard (Guo Han [2019] No. 97) (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) (國函[2019]97號) and the relevant laws, administrative regulations and listing rules of the places where the Company is listed, the board of directors of the Company (the “**Board**”) proposes to amend the articles of association of Shanghai Haohai Biological Technology Co., Ltd.* (the “**Articles of Association**”) and the Rules of Procedure of the General Meeting of Shanghai Haohai Biological Technology Co., Ltd.* (the “**Rules of Procedure of the General Meeting**”) in relation to the requirements on registration of change of register of shareholders, notice period and procedures for convening general meetings and other relevant articles (collectively referred to as the “**Proposed Amendments**”) in order to meet the Company's business development needs. The Board considers that the Proposed Amendments are in the interests of the Company and its shareholders (the “**Shareholders**”) as a whole.

At the meeting of the Board held on 14 May 2020, the Company considered and approved, among others, the proposal to amend the Articles of Association and the proposal to amend the Rules of Procedure of the General Meeting. The proposals will be submitted for consideration and approval at the Company's 2019 Annual General Meeting (the “**AGM**”) to be held on Monday, 29 June 2020. In accordance with the Articles of Association and relevant laws and regulations, the Proposed Amendments are subject to approval by special resolutions of the Shareholders at a general meeting. A circular containing, among others, details of the Proposed Amendments will be dispatched to the Shareholders in due course.

For details of the proposed amendments to the Articles of Association, please refer to Appendix I to this announcement and for details of the proposed amendments to the Rules of Procedure of the General Meeting, please refer to Appendix II to this announcement.

Save for the Proposed Amendments, other provisions of the Articles of Association and the Rules of Procedure of the General Meeting will remain unchanged. The Proposed Amendments are subject to approval of the Shareholders at the AGM.

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

Shanghai, the PRC, 14 May 2020

As at the date of this announcement, the executive directors of the Company are Dr. Hou Yongtai, Mr. Wu Jianying, Ms. Chen Yiyi and Mr. Tang Minjie; the non-executive directors of the Company are Ms. You Jie and Mr. Huang Ming; and the independent non-executive directors of the Company are Mr. Chen Huabin, Mr. Shen Hongbo, Mr. Zhu Qin and Mr. Wong Kwan Kit.

* *For identification purpose only*

Appendix I

Terms used in this Appendix shall have the same meanings as defined in the Articles of Association published on 19 December 2019 unless the context requires otherwise.

No.	Existing Articles	Revised Articles
1	<p>Article 43</p> <p>No registration of amendment to the register of members caused by transfer of shares shall be carried out within 30 days prior to the date of a general meeting or within 5 days before the reference date on which the Company decides to distribute dividends.</p>	<p>Article 43</p> <p>No registration of amendment to the register of members caused by transfer of shares shall be carried out within 30 days prior to the date of a general meeting or within 5 days before the reference date on which the Company decides to distribute dividends.</p> <p><u>If it is otherwise required under relevant laws, regulations, departmental rules, other regulatory documents, and the relevant provisions of securities regulatory authorities of the places on which the Company's shares are listed on periods during which transfers may not be entered in the register of members prior to the date of a general meeting or prior to the record date(s) set by the Company for the purpose of distribution of dividends, such provisions shall prevail.</u></p>

No.	Existing Articles	Revised Articles
2	<p>Article 65</p> <p>When the Company convenes a general meeting, written notice of the meeting shall be given forty-five (45) days before the date of the meeting to notify all shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.</p> <p>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p> <p>In relation to the notice specified in this article, the issuing date is the date of the notice which the Company or the share registrar appointed by the Company deliver the notice to the postal office.</p>	<p>Article 65</p> <p>When the Company convenes an <u>annual</u> general meeting, written notice of the meeting shall be given forty-five (45) <u>twenty (20) working</u> days before the date of the meeting to, and when the Company convenes an extraordinary general meeting, <u>written notice of the meeting shall be given fifteen (15) days or ten (10) working days, whichever is longer, before the date of meeting.</u> The written notice shall notify all shareholders whose names appear in the share register of the matters to be considered and the date and place of the meeting. A shareholder who intends to attend the meeting shall deliver to the Company his written reply concerning his attendance at such meeting twenty (20) days before the date of the meeting.</p> <p>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</p> <p>In relation to the notice specified in this article, the issuing date is the date of the notice which the Company or the share registrar appointed by the Company deliver the notice to the postal office.</p> <p><u>The “working days” in the preceding paragraph refers to the days on which the Hong Kong Stock Exchange is open for business for dealing in securities.</u></p>

No.	Existing Articles	Revised Articles
3	<p>Article 68</p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five (5) days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.</p> <p>An extraordinary general meeting shall not decide on matters not specified in the notice.</p>	<p>Article 68</p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five (5) days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.</p> <p>A extraordinary general meeting shall not decide on matters not specified in the notice.</p>

No.	Existing Articles	Revised Articles
4	<p>Article 71 Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and this Articles of Association, notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company's website or other means as required by this Articles of Association. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the interval of 45 days to 50 days before holding of the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>	<p>Article 71 Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and this Articles of Association, notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company's website or other means as required by this Articles of Association. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.</p> <p>The public announcement referred to in the preceding paragraph shall be published in one or more newspapers designated on the <u>media that meets the conditions prescribed</u> by the securities regulatory authority under the State Council within the interval of 45 days to 50 days before holding of the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice of the relevant general meeting.</p> <p>The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions passed at the meeting.</p>

No.	Existing Articles	Revised Articles
5	<p>Article 119</p> <p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five (5) days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p>	<p>Article 119</p> <p>When the Company is to hold a class meeting, it shall issue a written notice with reference to the requirements of Article 65 of the Articles of Association on the notice period for convening a general meeting, 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within five (5) days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p>

* *The English version of this Appendix I is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

Appendix II

No.	Existing Articles	Revised Articles
1	<p>Article 16</p> <p>For the convocation of shareholders' general meeting by the Company, it shall, 45 days prior to the meeting, notify all registered shareholders in writing of issues to be considered as well as date and place of the meeting. Shareholders intending to attend the shareholders' general meeting shall, 20 days prior to the meeting, send to the Company a written reply with regard to their intention of attending the meeting.</p> <p>Commencement of the notification period shall not include the date for convening the meeting.</p> <p>In respect of the notification of this Article, the date of issue shall be the date on which such notification being lodged with the postal office for mailing by the Company or the share registrar designated by the Company.</p> <p>Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company's website or other means as required by the Articles of Association. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.</p>	<p>Article 16</p> <p>For the convocation of shareholders' general meeting by the Company, it shall, 45 days prior to the meeting, <u>When the Company convenes an annual general meeting, written notice of the meeting shall be given twenty (20) working days before the date of the meeting, and when the Company convenes an extraordinary general meeting, written notice of the meeting shall be given fifteen (15) days or ten (10) working days, whichever is longer, before the date of meeting. The written notice shall notify all registered shareholders in writing of issues to be considered as well as date and place of the meeting. </u>Shareholders intending to attend the shareholders' general meeting shall, 20 days prior to the meeting, send to the Company a written reply with regard to their intention of attending the meeting.</p> <p><u>The "working days" in the preceding paragraph refers to the days on which the Hong Kong Stock Exchange is open for business for dealing in securities.</u></p> <p>Commencement of the notification period shall not include the date for convening the meeting.</p> <p>In respect of the notification of this Article, the date of issue shall be the date on which such notification being lodged with the postal office for mailing by the Company or the share registrar designated by the Company.</p>

No.	Existing Articles	Revised Articles
1	<p>The announcement as specified in the preceding paragraph shall, within the period of 45 to 50 days before the meeting, be published in one or more newspapers as designated by the securities regulatory organization of the State Council. All domestic shareholders shall be deemed as having received notice with regard to the shareholders' general meeting upon the publication of the announcement.</p> <p>If, by accident or omission, notice of the meeting is not sent to persons entitled to the notice or such persons fail to receive the notice, the meeting and resolution adopted at the meeting shall not be rendered void therefor.</p>	<p>Unless otherwise required by the relevant laws, regulations, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association, notice of general meeting shall be served to any shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of members, or by publication on the Company's website or other means as required by the Articles of Association. For holders of domestic shares, the notice of a general meeting may also be given by public announcement.</p> <p>The announcement as specified in the preceding paragraph shall <u>be published on the media that meets the conditions prescribed,</u> within the period of 45 to 50 days before the meeting, be published in one or more newspapers as designated by the securities regulatory organization of the State Council before holding of the meeting. All domestic shareholders shall be deemed as having received notice with regard to the shareholders' general meeting upon the publication of the announcement.</p> <p>If, by accident or omission, notice of the meeting is not sent to persons entitled to the notice or such persons fail to receive the notice, the meeting and resolution adopted at the meeting shall not be rendered void therefor.</p>

No.	Existing Articles	Revised Articles
2	<p>Article 19</p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five (5) days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.</p>	<p>Article 19</p> <p>The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting based on the written replies received 20 days prior to the holding of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches more than one half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall within five (5) days inform the shareholders again by public notice of the matters to be considered as well as the date and place of the meeting. Upon notification by the public announcement, the Company may hold the general meeting.</p>
3	<p>Article 38</p> <p>A poll shall be taken at such time and place as specified, not being later than 30 days from the date of the meeting or adjourned meeting at which a vote will be taken on a poll in such manner (including the use of ballot or voting papers or tickets) as the chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.</p> <p>Where a resolution is voted by a show of hands as permitted under the Hong Kong Listing Rules, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.</p>	<p>Article 37</p> <p>A poll shall be taken at such time and place as specified, not being later than 30 days from the date of the meeting or adjourned meeting at which a vote will be taken on a poll in such manner (including the use of ballot or voting papers or tickets) as the chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.</p> <p>Where a resolution is voted by a show of hands as permitted under the Hong Kong Listing Rules, a declaration by the chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.</p>

No.	Existing Articles	Revised Articles
4	<p>Article 65</p> <p>When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p>	<p>Article 64</p> <p>When the Company is to hold a class meeting, it shall issue a written notice with reference to the requirements of Article 16 of these Rules on the notice period for convening a general meeting, 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and place of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies to the Company of their attendance.</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p>
5	<p>Article 66</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p>	<p>Article 66</p> <p>If the number of the voting shares represented by the shareholders intending to attend the meeting is more than half of the total number of voting shares of that class, the Company may hold the class meeting of shareholders. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and place of the meeting in the form of a public announcement. Upon notification by public announcement, the Company may hold the class meeting.</p>

Note: The numbering of rules in the amended Rules of Procedure of the General Meeting will be re-numbered due to the deletion of certain rules. The amended Rules of Procedure of the General Meeting will also be revised accordingly for any changes in the numbering of the rules with cross-reference made in the original Rules of Procedure of the General Meeting.

* *The English version of this Appendix II is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*