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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Shanghai Haohai Biological Technology Co., Ltd.\*, you should hand this circular at once to the purchaser(s) or transferee(s) or to the bank, licensed securities dealers or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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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)**

- (1) WORK REPORT OF THE BOARD FOR 2019**
  - (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2019**
  - (3) FINANCIAL REPORTS FOR 2019**
  - (4) PROFIT DISTRIBUTION PLAN FOR 2019**
  - (5) APPOINTMENT OF THE AUDITORS FOR THE FINANCIAL REPORT OF THE COMPANY AND THE INTERNAL CONTROL AUDITOR FOR 2020**
  - (6) REMUNERATION PLAN FOR THE DIRECTORS AND SUPERVISORS FOR 2020**
  - (7) PROPOSAL ON THE ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**
  - (8) CHANGE IN USE OF THE OVER SUBSCRIPTION PROCEEDS AND THE UTILIZATION OF THE SURPLUS OVER SUBSCRIPTION PROCEEDS FOR INVESTING IN JIANHUA BIOLOGICAL FENGXIAN-BASE PROJECT**
  - (9) PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION**
  - (10) PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF THE GENERAL MEETING**
  - (11) PROPOSAL ON GRANTING THE GENERAL MANDATE TO THE BOARD TO REPURCHASE THE H SHARES**
- NOTICE OF AGM  
AND  
NOTICE OF H SHAREHOLDERS' CLASS MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

Notices dated May 15, 2020 convening the AGM and the H Shareholders' Class Meeting have been despatched by the Company together with the forms of proxy and the reply slips for the AGM and the H Shareholders' Class Meeting, respectively, and they have also been published on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.3healthcare.com](http://www.3healthcare.com)).

Notices convening each of the AGM and the H Shareholders' Class Meeting to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Monday, June 29, 2020 is set out on pages 47 to 51 and 52 to 55 of this circular, respectively.

If you intend to appoint a proxy to attend the AGM and/or the H Shareholders' Class Meeting, you are required to complete and return the forms of proxy in accordance with the instructions printed thereon. The forms of proxy should be returned by holder of H Shares 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 holding the AGM and/or the H Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), i.e. not later than 1:00 p.m. on Sunday, June 28, 2020. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or the H Shareholders' Class Meeting or at any adjourned meeting (as the case may be) should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the AGM and/or the H Shareholders' Class Meeting in person or by proxy, you are required to complete and return the reply slips 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 Monday, June 8, 2020. References to time and dates in this circular are to Hong Kong time and dates. **The Company recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the Annual General Meeting, A Shareholders' Class Meeting and H Shareholders' Class Meeting in person.**

\* For identification purpose only

May 28, 2020

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the 2019 annual general meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Monday, June 29, 2020 at 1:00 p.m. or any adjournment thereof
“A Share(s)”	ordinary shares in the share capital of the Company with a par value of RMB1.00 each and listed on the Sci-Tech Innovation Board of the SSE and traded in RMB, including among others, ordinary shares issued under the A Share Offering
“A Share Offering”	the Company’s initial public offering of 17.8 million A Shares and listing on the Sci-Tech Innovation Board of Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of A Shares
“A Shareholders’ Class Meeting”	the 2020 second A Shareholders’ class meeting of the Company to be held on Monday, June 29, 2020 immediately following the conclusion or adjournment of the AGM
“Articles of Association”	the articles of association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	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 PRC with limited liability and its H Shares and A shares are listed on the Hong Kong Stock Exchange (Stock Code: 6826) and the Sci-Tech Innovation Board of the SSE (Stock Code: 688366), respectively
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“Contamac Holdings”	Contamac Holdings limited, established in United Kingdom on October 13, 2009. Since June 2, 2017, the Company indirectly holds 70% of its equity interest

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## DEFINITIONS

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“CSRC”	China Securities Regulatory Commission
“Directors”	directors of the Company
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a par value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in HKD
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2020 second H Shareholders’ class meeting of the Company to be held on Monday, June 29, 2020 immediately following the conclusion or adjournment of the A Shareholders’ Class Meeting
“HK\$” or “HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“INED(s)”	the independent non-executive director(s) of the Company
“Latest Practicable Date”	May 8, 2020
“PRC”	the People’s Republic of China which, for the purpose of this circular only, excludes the Hong Kong Special Administrative Region, the Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“Reporting Period”	the 12-month period from 1 January 2019 to 31 December 2019
“Repurchase Mandate”	the general mandate to be granted to the Board at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the General Meeting”	the Rules of Procedure of the General Meeting of the Company, as amended, revised or supplemented from time to time
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	A Shareholder(s) and/or H Shareholder(s)
“SSE”	the Shanghai Stock Exchange
“STAR Market Listing Rules”	the Rules Governing the Listing of Securities on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, as amended from time to time
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“%”	per cent

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## LETTER FROM THE BOARD

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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)

*Executive Directors:*

Dr. Hou Yongtai (*Chairman*)  
Mr. Wu Jianying (*General manager*)  
Ms. Chen Yiyi  
Mr. Tang Minjie

*Registered office*

No. 5 Dongjing Road  
Songjiang Industrial Zone  
Shanghai, PRC

*Non-executive Directors:*

Ms. You Jie  
Mr. Huang Ming

*Headquarters and principal place of  
business in the PRC:*

23/F, WenGuang Plaza  
No. 1386 Hongqiao Road  
Changning District  
Shanghai, PRC

*Independent non-executive Directors:*

Mr. Chen Huabin  
Mr. Shen Hongbo  
Mr. Zhu Qin  
Mr. Wong Kwan Kit

*Principal place of business in Hong Kong:*

Room 1901, 19/F  
Lee Garden One  
33 Hysan Avenue  
Causeway Bay, Hong Kong

May 28, 2020

*To the Shareholders*

Dear Sir/Madam,

- (1) WORK REPORT OF THE BOARD FOR 2019
  - (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2019
  - (3) FINANCIAL REPORTS FOR 2019
  - (4) PROFIT DISTRIBUTION PLAN FOR 2019
  - (5) APPOINTMENT OF THE AUDITORS FOR THE FINANCIAL REPORT OF THE COMPANY AND THE INTERNAL CONTROL AUDITOR FOR 2020
  - (6) REMUNERATION PLAN FOR THE DIRECTORS AND SUPERVISORS FOR 2020
  - (7) PROPOSAL ON THE ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS
  - (8) CHANGE IN USE OF THE OVER SUBSCRIPTION PROCEEDS AND THE UTILIZATION OF THE SURPLUS OVER SUBSCRIPTION PROCEEDS FOR INVESTING IN JIANHUA BIOLOGICAL FENGXIAN-BASE PROJECT
  - (9) PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION
  - (10) PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF THE GENERAL MEETING
  - (11) PROPOSAL ON GRANTING THE GENERAL MANDATE TO THE BOARD TO REPURCHASE THE H SHARES
- NOTICE OF AGM  
AND  
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\* For identification purpose only

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## LETTER FROM THE BOARD

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### INTRODUCTION

The Board has passed the following resolutions at the meetings of the Board convened on March 26, 2020 and May 14, 2020: (i) the work report of the Board for 2019 (the “**Work Report of the Board for 2019**”); (ii) the work report of the Supervisory Committee for 2019 (the “**Work Report of the Supervisory Committee for 2019**”); (iii) the financial reports of the Company for 2019 (the “**Financial Reports for 2019**”); (iv) the profit distribution plan of the Company for 2019 (the “**Profit Distribution Plan for 2019**”); (v) the appointment of the auditors for the financial report of the Company and the internal control auditor for 2020; (vi) the remuneration plan for the Directors and Supervisors for 2020; (vii) the proposal on the election of INEDs; (viii) the change in use of the over subscription proceeds and the utilization of the surplus over subscription proceeds for investing in Jianhua Biological Fengxian-base Project; (ix) the proposal on amending the Articles of Association; (x) the proposal on amending the Rules of Procedure of the General Meeting; and (xi) the proposal on granting the general mandate to the Board to repurchase the H Shares.

Resolutions (i) to (viii) above are subject to the approval of Shareholders at the AGM by way of ordinary resolutions, while Resolutions (ix) to (xi) above are subject to the approval of Shareholders at the AGM by way of special resolutions. Resolution (xi) is subject to the approval of A Shareholders at the A Shareholders’ Class Meeting and the approval of H Shareholders at the H Shareholders’ Class Meeting, respectively.

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM and the H Shareholders’ Class Meeting.

### ORDINARY RESOLUTIONS:

#### 1. **Work Report of the Board for 2019**

An ordinary resolution will be proposed at the AGM to approve the Work Report of the Board for 2019. Details of the Work Report of the Board for 2019 are set out in Appendix I of this circular.

#### 2. **Work Report of the Supervisory Committee for 2019**

An ordinary resolution will be proposed at the AGM to approve the Work Report of the Supervisory Committee for 2019. Details of the Work Report of the Supervisory Committee for 2019 are set out in Appendix II of this circular.

#### 3. **Financial Reports for 2019**

An ordinary resolution will be proposed at the AGM to approve the Financial Reports for 2019. The Financial Reports for 2019 are set out in the 2019 annual report despatched by the Company on April 23, 2020.

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## LETTER FROM THE BOARD

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### **4. Profit Distribution Plan for 2019**

The The Board proposed to pay a final dividend of RMB0.7 (inclusive of tax) per Share for the year ended December 31, 2019 to the Shareholders based on the total Shares on the registration date of shareholding. As at December 31, 2019, the Company has a total capital of 177,845,300 shares, based on which a final dividend of RMB124,491,710 (inclusive of tax) is to be paid. Before the registration date of shareholding, in the event that the total share capital of the Company changes, the Company will maintain the dividend distribution per Share unchanged, and the aggregate amount will be adjusted based on the total share capital as at the registration date of shareholding.

### **5. Appointment of the Auditors for the Financial Report of the Company and the Internal Control Auditor for 2020**

The Board proposed that Ernst & Young Hua Ming LLP and Ernst & Young be respectively appointed as the domestic auditor and the international auditor of the Company's financial report for 2020, until the conclusion of the 2020 annual general meeting of the Company, and that the Board be authorized to fix their respective remuneration.

According to Basic Standards of Enterprise Internal Control (《企業內部控制基本規範》) and the Ancillary Guidance on Enterprise Internal Control (《企業內部控制配套指引》) and the information disclosure requirements for listed companies on the Sci-Tech Innovation Board of the SSE, the Company is required to appoint a qualified accounting firm to conduct annual audit on its internal control and disclose the underlying audit report since 2020. The Board proposed that Ernst & Young Hua Ming LLP be appointed as the internal control auditor for 2020, until the conclusion of the 2020 annual general meeting of the Company, and that the Board be authorized to fix its remuneration.

### **6. Remuneration Plan for the Directors and Supervisors for 2020**

In accordance with the Articles of Association, the Company's Rules Governing the Work of the Remuneration and Review Committee of the Board of Directors (《董事會薪酬與考核委員會工作細則》) and other relevant systems, considering the current economic environment, the actual situation of the region, industry and scale of the Group, and with reference to industry remuneration, the Company has formulated the Remuneration Plan for the Directors and Supervisors for 2020, which is set out in Appendix IV to this circular.

### **7. Election of INEDs**

References is made to the announcement of the Company dated May 14, 2020 in respect of the change of INEDs.



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## LETTER FROM THE BOARD

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According to Article 4.4 of the Guiding Opinions on Establishing Independent Director System for Listed Companies (《關於在上市公司建立獨立董事制度的指導意見》) issued by the CSRC, the term of re-election of an independent director of the listed companies should not exceed six years. The term of re-election of Mr. Chen Huabin (“**Mr. Chen**”), Mr. Shen Hongbo (“**Mr. Shen**”) and Mr. Zhu Qin (“**Mr. Zhu**”) as INEDs will reach six years in October 2020. Accordingly, Mr. Chen has tendered his resignation as an INED and members of the Audit Committee, Remuneration and Review Committee, Nomination Committee and Strategy Committee; Mr. Shen has tendered his resignation as an INED, chairman of the Audit Committee and member of the Remuneration and Review Committee; Mr. Zhu has tendered his resignation as an INED, chairman of the Remuneration and Review Committee, chairman of the Nomination Committee and member of the Audit Committee.

Mr. Wong Kwan Kit (“**Mr. Wong**”) has tendered his resignation as an INED, member of the Audit Committee and member of the Nomination Committee, due to his personal work commitments.

Pursuant to the Company Law and the Articles of Association, the Board proposes to appoint Mr. Su Zhi, Mr. Jiang Zhihong, Mr. Zhao Lei, Ms. Li Yingqi and Mr. Yang Yushe as INEDs to fill in the vacancy to be left open by the planned resignation of Mr. Chen, Mr. Shen, Mr. Zhu and Mr. Wong as INEDs. The proposed appointment of INEDs is subject to the approval of the Shareholders by way of ordinary resolutions at the AGM. The term of office of each of their appointments shall commence from the date of appointment approved at the AGM to the expiration of the term of the Fourth Session of the Board.

Biographical details of each of the candidates for the INEDs proposed to be elected at the AGM are set out in Appendix IV to this circular.

### **8. Change in Use of the Over Subscription Proceeds and Proposal on Utilization of the Surplus Over Subscription Proceeds**

References is made to the announcement of the Company dated May 14, 2020 in respect of the change in use of the over subscription proceeds and proposal on utilization of the surplus over subscription proceeds.

#### ***I. Overview of Use of Proceeds from A Share Offering***

As approved by the document “Approval in Relation to Registration of the Initial Public Offering of Shanghai Haohai Biological Technology Co., Ltd.\*” (Zheng Jian Xuke [2019] No. 1793) granted by the CSRC, the Company was permitted to issue 17,800,000 ordinary shares (A Share) in RMB to the public at an issue price of RMB89.23 per Share. The total amount raised amounted to RMB1,588.2940 million. After deducting the issuing expenses, the proceeds amounted to approximately RMB1,529.2688 million. The raised

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## LETTER FROM THE BOARD

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funds have been fully received, and have been verified by Ernst & Young Hua Ming LLP (Special General Partnership), which has issued the Capital Verification report (An Yong Hua Ming (2019) Yan Zi No. 60798948\_B04). The proceeds are held in dedicated accounts of the Company.

According to the proposed use of proceeds from A Share Offering approved by the Shareholders at the extraordinary general meeting held on March 12, 2019, approximately RMB1,284.13 million of the fundraising is planned for International Medical Research and Development and Industrialization Project by Shanghai Haohai Biological Technology Co., Ltd.\* in Shanghai (上海昊海生科國際醫藥研發及產業化項目), RMB200 million is planned for replenishment of working capital. Accordingly, the over subscription proceeds amounted to approximately RMB45.1388 million. At the extraordinary general meeting held on February 14, 2020, the Shareholders approved that the Company used RMB13 million of the over subscription proceeds for permanent replenishment of working capital, mainly as the operating expenses of the Company's principal business. For the details of the use of proceeds from A Share Offering as of December 31, 2019, please refer to the "Report of the Directors – Comparison Table of Use of Share Proceeds for 2019 A Share Offering" in 2019 annual report of the Company.

As of May 14, 2020, the above approved over subscription proceeds for permanent replenishment of working capital is approximately RMB13.1104 million (inclusive of interests) and have not been used, and the surplus over subscription proceeds for A Share Offering is approximately RMB32.4118 million (inclusive of interests) (the "**Surplus Over Subscription Proceeds**").

### *II. Change in Use of the Over Subscription Proceeds and Proposal on Utilization of the Surplus Over Subscription Proceeds*

In order to fully improve the use efficiency of the proceeds, pursuant to relevant regulations such as the "Regulatory Guidance for Listed Companies No. 2 – Regulatory Requirements for the Administration and Use of Proceeds of the Listed Companies" and the "Administrative Measures for Raising Proceeds by Companies Listed on the Shanghai Stock Exchange", after taking into account the requirements of the actual operation and development and working capital demand of the Group, the Company intends to use the Surplus Over Subscription Proceeds and the change of the approved over subscription proceeds for permanent replenishment of working capital, a total of RMB45.5222 million (inclusive of interests), to invest the Fengxian-base Phase I construction project of Shanghai Jianhua Fine Biological Products Company Limited\* ("**Jianhua Biological**") (the "**Jianhua Biological Fengxian-base Project**").

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## LETTER FROM THE BOARD

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The total investment amount of Jianhua Biological Fengxian-base Project is approximately RMB185.0021 million, the implementation entity of which is Jianhua Biological, a wholly-owned subsidiary of the Company. Jianhua Biological Fengxian-base Project is to construct the new plant and production lines of Jianhua Biological, in order to deal with the risk that the existing leased property of Jianhua Biological will be required to be demolished due to the government programs.

As of May 14, 2020, the Jianhua Biological Fengxian-base Project is in the process of construction, with the accumulated investment of RMB52.7124 million. Other than the over subscription proceeds to be used, any other required investment fund shall be self-raised by the Group.

### **SPECIAL RESOLUTIONS:**

#### **9. Proposals on Amending the Articles of Association and the Rules of Procedure of the General Meeting**

References is made to the announcement of the Company dated May 14, 2020 in respect of the proposed amendments to the Articles of Association.

In accordance with the Securities Law of the PRC, 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 proposes to amend the Articles of Association and 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**”). For details of the proposed amendments to the Articles of Association, please refer to Appendix V to this circular and for details of the proposed amendments to the Rules of Procedure of the General Meeting, please refer to Appendix VI to this circular.

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.

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## LETTER FROM THE BOARD

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### **10. Proposal on Granting the General Mandate to the Board to Repurchase the H Shares**

The Board proposed to seek approval from the Shareholders for the grant of the Repurchase Mandate to the Board to exercise all the powers of the Company to repurchase H Shares with an aggregate amount not exceeding 10% of the total number of H Shares in issue at the time when the relevant resolution is passed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting, respectively, in accordance with all applicable laws, regulations, rules and/or requirements of the Hong Kong Stock Exchange or any other relevant governmental or regulatory authorities in the PRC. The proposed general mandate to repurchase the H Shares is subject to Shareholders' approval at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting.

An explanatory statement setting out certain information on the Repurchase Mandate of H Shares is contained in the Appendix VII to this circular.

### **THE AGM AND THE H SHAREHOLDERS' CLASS MEETING**

#### **Notices of the AGM and the H Shareholders' Class Meeting**

The AGM will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC on Monday, June 29, 2020 at 1:00 p.m. while the H Shareholders' Class Meeting will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC immediately after the conclusion or adjournment of the A Shareholders' Class Meeting (which will be held immediately after the conclusion or adjournment of the AGM). The notices of the AGM and the H Shareholders' Class Meeting are set out on pages 47 to 55 of this circular.

#### **Closure of register of members**

The register of members of H Shares will be closed from Saturday, May 30, 2020 to Monday, June 29, 2020 (both days inclusive), during which time no transfer of H Shares will be registered. For qualifying to attend and vote at the AGM and the H Shareholders' Class Meeting, the H Shareholders whose transfers have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited (the "**H share registrar**") 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, 2020. H Shareholders whose names appear on the register of members of H Shares after 4:30 p.m. on Friday, May 29, 2020 will be entitled to attend and vote at the AGM and the H Shareholders' Class Meeting or any adjournment thereof.

The Company will announce separately on the SSE for details of the A Shareholders' eligibility for attending the AGM and A Shareholders' Class Meeting.

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## LETTER FROM THE BOARD

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### **Reply slip and form of proxy**

If you are eligible and intend to attend the AGM and the H Shareholders' Class Meeting, please complete and return the reply slips in accordance with the instructions printed thereon to the Company's H share registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong on or before Monday, June 8, 2020.

H Shareholders who intend to attend the AGM and the H Shareholders' Class Meeting by proxy are requested to complete and return the forms of proxy in accordance with the instructions printed thereon as soon as possible and in any event to the Company's H share registrar 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 and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be) i.e. no later than 1:00 p.m. on Sunday, June 28, 2020. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and the H Shareholders' Class Meeting or any adjournment thereof should you so wish.

### **Voting by poll**

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, resolutions to be proposed at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the AGM and the H Shareholders' Class Meeting will therefore demand a poll for every resolution put to the vote at the AGM and the H Shareholders' Class Meeting. Save as disclosed in this circular, no Shareholder has a material interest in the matters to be approved and therefore no Shareholder is required to abstain from voting in respect of such resolutions. On a poll, every H Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each H Share registered in his or her name in the register of members of the Company. A H Shareholder who is entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

### **CLOSURE OF REGISTER OF MEMBERS FOR ASCERTAINING ELIGIBILITY FOR THE PROPOSED FINAL DIVIDEND**

If the Profit Distribution Plan for 2019 is approved by the Shareholders at the AGM, the proposed final dividend for the year ended December 31, 2019 is expected to be paid to the H Shareholders whose names appear on the register of members of the Company on Friday, July 10, 2020. In order to determine the entitlement of the H Shareholders to the proposed final dividend, the register of members of the Company will be closed from Saturday, July 4, 2020 to Friday, July 10, 2020, both days inclusive, during which period no transfer of H Shares will be registered. To qualify to receive the final dividend for the year ended December 31, 2019, H Shareholders whose transfer of Shares has not been registered must lodge all transfer

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## LETTER FROM THE BOARD

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instruments accompanied by the relevant share certificates with the Company's H Shares registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares for registration at or before 4:30 p.m. on Friday, July 3, 2020.

### PRECAUTIONARY MEASURES

Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the AGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting against the epidemic to protect the shareholders from the risk of infection:

- (i) body temperature check will be conducted for every Shareholder or proxy at the entrance of the venue. Only those with normal body temperature will be permitted to access to the meeting venue;
- (ii) every Shareholder or proxy is required to wear surgical face mask throughout the above meetings; and
- (iii) no refreshments will be served at the above meetings.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors (including the INEDs) considers that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. As such, the Directors recommends the Shareholders to vote in favor of all the resolutions set out in the notices of the AGM and the H Shareholders' Class Meeting which are to be proposed at the AGM and the H Shareholders' Class Meeting.

The Directors would also like to draw your attention to the additional information set out in the appendices to this circular.

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

\* *For identification purpose only*

## SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.\*

## WORK REPORT OF THE BOARD FOR 2019

Dear Shareholders,

In 2019, the Board strictly complied with the relevant laws, regulations and normative documents, including the Company Law, the Securities Law of the People's Republic of China, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association, the Rules of Procedure of the Board of the Company and the provisions of the Company's system, and effectively performed the duties entrusted to the Board by the Shareholders, and carried out all work diligently and responsibly to promote the Company's continued healthy and stable development. The following is the work report of the Board for 2019.

**I. General Operations of the Group for 2019 (the following figures is from the consolidated financial statements prepared in accordance with the Chinese Accounting Standards)**

During the year 2019, the Group recorded aggregate revenue of approximately RMB1,604.33 million, representing an increase of approximately RMB45.88 million or 2.94% over 2018; of which, revenue from principal business amounted to approximately RMB1,602.32 million, representing an increase of approximately RMB466,200 or 3.00% over 2018.

During the Reporting Period, the Group's net profit attributable to owners of the parent and net profit attributable to owners of the parent (net of non-recurring gains or losses) were approximately RMB370.78 million and RMB357.45 million, decreased by respectively 10.56% and 4.96% over 2018, which was mainly affected by the following multiple factors:

- i. During the Reporting Period, the Group's research and development expenses increased by approximately RMB20.71 million compared with 2018, representing an increase of 21.71%, which was mainly due to the Group's increased investment in research and development of new ophthalmology products and medical aesthetics products;
- ii. During the Reporting Period, some of the Group's scientific research cooperation projects have not yet reached the acceptance stage, making the current non-recurring government subsidy income decrease by approximately RMB10.02 million compared with 2018;
- iii. Contamac Holdings disposed of its 50% equity interest in Contateq B.V. in January 2019, which resulted in the one-off investment loss of approximately RMB9.53 million; and

\* For identification purpose only

- iv. In April 2019, Contamac Holdings acquired 100% equity interest of ODC, a French-based manufacturer of IOL injector, and given the extended period of integration between Contamac Holdings and ODC Industries and uncertainty in profitability of such business, the Group directly recognized the difference of RMB9.98 million between the transaction premium and the corresponding goodwill for this acquisition as a one-off investment loss from the equity acquisition.

During the Reporting Period, the basic earnings per share of the Company were RMB2.27 (2018: RMB2.59).

## II. Work of the Board for 2019

### *(i) Convening of general meetings and implementation of resolutions of general meetings by the Board*

In 2019, the Board convened and held four general meetings in accordance with the relevant requirements of the Articles of Association and the Rules of Procedure of the General Meeting, etc. The meetings were held as follows:

- i. At the 2019 First Extraordinary General Meeting, held by way of an on-site meeting on March 12, 2019, the Board considered and approved 13 proposals, including the “Proposal for Approval of the Proposed A Share Offering” and the “Proposal on the Use and Feasibility Analysis of Share Proceeds from A Share Offering”;
- ii. At the 2019 First H Shareholders’ Class Meeting, held by way of an on-site meeting on March 12, 2019, the Board considered and approved seven proposals, including the “Proposal for Approval of the Proposed A Share Offering” and the “Proposal on the Use and Feasibility Analysis of Share Proceeds from A Share Offering”;
- iii. At the 2019 First Domestic Shareholders’ Class Meeting, held by way of an on-site meeting on March 12, 2019, the Board considered and approved seven proposals, including the “Proposal for Approval of the Proposed A Share Offering and the Proposal on the Use and Feasibility Analysis of Share Proceeds from A Share Offering”;
- iv. At the 2018 Annual General Meeting, held by way of an on-site meeting on June 27, 2019, the Board considered and approved 10 proposals, including the “Work Report of the Board for 2018” and the “Work Report of the Supervisory Committee for 2018”.



The above four general meetings have made decisions on major matters of the Company in strict accordance with legal procedures and laws, and all the resolutions are following the regulations and are valid. The Board has carried out the implementation and execution of the proposals considered and approved by the general meetings, successfully completed the revision of various corporate governance systems, and, in particular, successfully promoted the successful listing of the Company on the Sci-Tech Innovation Board of SSE. By strictly implementing the resolutions of the general meetings, the Board has safeguarded the interests of all shareholders and ensured that they are able to exercise their functions and powers in accordance with the law, thereby promoting the long-term, sound and sustainable development of the Group.

*(ii) The Board Meetings*

In 2019, the Board convened and held the Board meetings in strict accordance with relevant laws and regulations and the Articles of Association and other relevant provisions to consider and make decisions on various material matters of the Company. During the Reporting Period, the Board held a total of 16 meetings, all of which were conducted in accordance with the procedures and regulations, and all of the resolutions of the meetings were legal and valid. The specific meetings of the Board are as follows:

- i. At the 17th meeting of the third session of the Board, held by way of on-site meeting on January 3, 2019, the Board considered and approved 13 proposals, including the “Proposal on the Plan of the Initial Public Offering and Listing of RMB Ordinary Shares (A Shares) of the Company” and the “Proposal on the Use and Feasibility Analysis of the Share Proceeds from the Initial Public Offering of RMB Ordinary Shares (A Shares) of the Company”;
- ii. At the 18th meeting of the third session of the Board, held by way of on-site meeting on February 1, 2019, the Board considered and approved six proposals, including the “Proposal on the Profit Distribution Plan” and the “Proposal on the Cancellation of Part of the Proposal for the Extraordinary General Meeting”;
- iii. At the 19th meeting of the third session of the Board, held by way of on-site meeting on March 14, 2019, the Board considered and approved 16 proposals, including the “Proposal on the Work Report of the Board for 2018” and the “Proposal on the Work Report of the General Manager of the Company for 2018”;
- iv. At the 20th meeting of the third session of the Board, held by way of on-site meeting on March 28, 2019, the Board considered and approved five proposals, including the “Proposal on the Audited Financial Statements and Audit Report the Company for the Years 2016, 2017 and 2018” and the “Proposal on the Internal Control Audit Report of the Company for 2018”;

- v. At the 21th meeting of the third session of the Board, held by way of on-site meeting on June 6, 2019, the Board considered and approved the “Proposal on Some Executives and Core Employees Participating in the Company’s Strategic Placing Plan for the Initial Public Offering and Listing on the Sci-Tech Innovation Board of RMB Ordinary Shares (Draft)” and the “Amendment of the ‘Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (Draft) ‘and its Annexes ‘Rules of Procedure for the General Meeting ‘and ‘Rules of Procedure for the Board of Directors’”;
- vi. At the 22th meeting of the third session of the Board, held by way of telecommunication meeting on June 19, 2019, the Board considered and approved the “Audited Financial Statements of Shanghai Haohai Biological Technology Co., Ltd. as of March 31, 2019”;
- vii. At the 1st meeting of the fourth session of the Board, held by way of on-site meeting on June 27, 2019, the Board considered and approved nine proposals, including the “Proposal on Election of the Members of the Remuneration Committee of the Fourth Session of the Board” and the “Proposal on Election of the Members of the Nomination Committee of the Fourth Session of the Board”;
- viii. At the 2nd meeting of the fourth session of the Board, held by way of on-site meeting on August 2, 2019, the Board considered and approved six proposals, including the “Proposal on Review of the Company’s Unaudited Interim Financial Report for the Six Months Ended June 30, 2019” and the “Proposal on Review of the Company’s Interim Results Announcement for the Six Months Ended June 30, 2019”;
- ix. At the 3rd meeting of the fourth session of the Board, held by way of telecommunication meeting on August 21, 2019, the Board considered and approved the “Audited Financial Statements (for the six months ended June 30, 2019, and for the years 2018, 2017 and 2016) of Shanghai Haohai Biological Technology Co., Ltd.” and the “Internal Control Audit Report (June 30, 2019) of Shanghai Haohai Biological Technology Co., Ltd.”;
- x. At the 4th meeting of the fourth session of the Board, held by way of on-site meeting on October 8, 2019, the Board considered and approved the “Proposal on Some Executives and Core Employees Establishing A Special Asset Management Plan to Participate in the Company’s Strategic Placing Plan for the Initial Public Offering and Listing on the Sci-Tech Innovation Board of RMB Ordinary Shares”;

- xi. At the 5th meeting of the fourth session of the Board, held by way of telecommunication meeting on October 25, 2019, the Board considered and approved the “Approval on Opening a Special Account for Share Proceeds” and the “Approval of the ‘Unaudited Financial Statements of Shanghai Haohai Biological Technology Co., Ltd. (as of September 30, 2019)’”;
- xii. At the 6th meeting of the fourth session of the Board, held by way of telecommunication meeting on November 6, 2019, the Board considered and approved the “Resolution on the Replacement of Self-share Proceeds Previously Invested with the Fund Raised” and the “Proposal on Using Temporarily Idle Raised Funds for Cash Management”;
- xiii. At the 7th meeting of the fourth session of the Board, held by way of telecommunication meeting on November 19, 2019, the Board considered and approved the “Proposal on Signing the Construction Contract for the R&D and industrialization Base Project (Phase I) by Shanghai Haohai Biological Technology Co., Ltd. (上海昊海生科國際醫藥研發及產業化項目);
- xiv. At the 8th meeting of the fourth session of the Board, held by way of telecommunication meeting on November 22, 2019, the Board considered and approved the “Proposal on Using Temporarily Idle Raised Funds for Cash Management”;
- xv. At the 9th meeting of the fourth session of the Board, held by way of on-site meeting on December 29, 2019, the Board considered and approved five proposals, including the “Proposal on Establishment of ‘Measures of Registration of Insiders’” and the “Proposal on Appointment of Tian Min as the Secretary of the Board and the Joint Company Secretary”;
- xvi. At the 10th meeting of the fourth session of the Board, held by way of on-site meeting on December 30, 2019, the Board considered and approved four proposals, including the “Proposal on Surplus Share Proceeds Using for Permanently Replenishing Liquidity” and the “Proposal in relation to Purchase of Liability Insurance for Directors, Supervisors and Senior Management”.

**(iii) Performance of Directors***i. Attendance of Board meetings and general meetings of the Directors*

Name of Director	Attendance of Board meetings					Failure to attend the meeting in person on two consecutive occasions	Attendance of general meetings
	Board Meetings attendance requested during the year	In-person attendance	Attendance by telecommunication	Attendance by proxy	Absences		
Hou Yongtai	16	10	6	0	0	No	4
Wu Jianying	16	10	6	0	0	No	4
Chen Yiyi	16	10	6	0	0	No	4
Tang Minjie	16	10	6	0	0	No	4
You Jie	16	10	6	0	0	No	4
Huang Ming	16	10	6	0	0	No	4
Gan Renbao <sup>(note 1)</sup>	6	5	1	0	0	No	4
Li Yuanxu <sup>(note 2)</sup>	6	5	1	0	0	No	4
Chen Huabin	16	10	6	0	0	No	4
Shen Hongbo	16	10	6	0	0	No	4
Zhu Qin	16	10	6	0	0	No	4
Wong Kwan Kit	16	10	6	0	0	No	4

*Note: (1)* Mr. Gan Renbao ceased to serve as a non-executive Director of the Company since June 27, 2019, and had attended six Board meetings and four general meetings between January 1, 2019 and June 27, 2019;

*Note: (2)* Mr. Li Yuanxu ceased to serve as an INED of the Company since June 27, 2019, and had attended six Board meetings and four general meetings between January 1, 2019 and June 27, 2019.

*ii. Disagreements by INEDs on matters relating to the Company*

During the Reporting Period, the INEDs of the Company did not raise any objections to the proposals of the Board meetings and other non-Board meetings.

**(iv) Performance of the specialized committees of the Board**

In accordance with the provisions of the Company Law, the Code of Corporate Governance for Listed Companies by CSRC, the STAR Market Listing Rules and the Hong Kong Listing Rules, the Company has formulated the working rules of each special committee of the Board, which clearly stipulate the establishment, composition, duties and powers, decision-making procedures and rules of procedure of each special committee.

*i. Members of the Audit Committee of the Board and their related functions*

As of December 31, 2019, the Board's Audit Committee comprised five members, with the INEDs constituting the majority and acting as convener.

In 2019, the Audit Committee held three meetings in total to review the periodic reports, the audit summaries and the audit plans, the expenses and renewal of onshore and offshore audit firms, effectively fulfilling the duties of the Audit Committee.

*ii. Members of the Remuneration and Review Committee of the Board and their related functions*

As of December 31, 2019, the Board's Remuneration and Review Committee comprised five members, with the INEDs constituting the majority and acting as convener.

In 2019, the Remuneration and Review Committee held one meeting in total to review the remuneration of Directors and senior management in 2018 and the remuneration plan of Directors and senior management for 2019, effectively fulfilling the duties of the Remuneration and Review Committee.

*iii. Members of the Nomination Committee of the Board and their related functions*

As of December 31, 2019, the Board's Nomination Committee comprised five members, with the INEDs constituting the majority and acting as convener.

In 2019, the Nomination Committee held three meetings in total to review the diversity of the Board, the independence of INEDs, and the selection and appointment of Directors and senior management, effectively fulfilling the duties of the Nomination Committee.

*iv. Members of the Strategy Committee of the Board and their related functions*

As of December 31, 2019, the Board's Strategy Committee comprised five members.

In 2019, the Strategy Committee held one meeting in total to consider the work report of the Board for 2018, as well as the Group's development plan and objectives for the next three years, effectively fulfilling the responsibilities of the Strategy Committee.

The Company was successfully listed on the Sci-Tech Innovation Board of the SSE on October 30, 2019, and became the first bio-medical enterprise of "H + Sci-Tech Innovation Board". 17,800,000 A Shares were issued, the total fund raised

amounted to RMB1,588,294,000. After deducting the issuing expenses for A shares, the net proceeds amounted to approximately RMB1,529,268,800 and are mainly invested in the construction of the international medical research and development and industrialization project by Shanghai Haohai Biological Technology Co., Ltd. (上海昊海生科國際醫藥研發及產業化項目) and the improvement of the production capacity and research and development innovation level of the Group's series products (such as medical sodium hyaluronate series, medical chitosan series, and rhEGF for external use) to meet the increasing market demand.

**(v) *System building***

Under the guidance of CSRC, Shanghai Securities Regulatory Bureau and SSE and other regulatory bodies, the Board, in accordance with the actual situation of listed companies, upholds the principle of honesty, trustworthiness and standardized operation, continuously improves the Company's various management systems, actively strengthens the construction of internal control system and promotes the improvement of corporate governance.

**(vi) *Information disclosure***

The Board conscientiously discharges its information disclosure obligations in strict accordance with the relevant provisions of the STAR Market Listing Rules, the Hong Kong Listing Rules, and the Company's Measures on the Administration of Information Disclosure Matters (《信息披露事務管理制度》), etc., and makes timely and adequate disclosure of material information such as periodic reports and interim announcements, so as to ensure that all Shareholders have a timely, comprehensive and accurate understanding of the Company's material information and recent business situation, and that all Shareholders have equal access to information.

The Board attaches importance to the maintenance and development of investor relations, communicates the Company's information to the outside world in a timely and effective manner in accordance with the law, enhances the transparency of the Company's information and builds effective communication channels between the Company and investors.

**(vii) *Inside information management***

During the year, the Board implemented the confidentiality system on inside information and the measures of registration of insiders for periodic reports and other matters in strict compliance with the Measures on the Administration of Information Disclosure Matters (《信息披露事務管理制度》) and the Measures of Registration of Insiders (《內幕信息知情人登記管理制度》) of the Company.

*(viii) Investor protection and investor relations management*

In 2019, the Company actively carried out investor relations management through various channels, such as receiving investor research, answering investor hotlines, responding to SSE E-networking, the interactive investor relations platform and the Company's public mailbox Q&A, so as to form a good interactive and mutual trust relationship with investors. In 2019, the Company published four interactive records of investor research and exchange through SSE E-networking; answered questions from investors through the investor hotlines, SSE E-networking, investor relations interactive platform and investor mailbox; at the same time, the Company actively communicated with visiting investors through various channels such as investor exchange meetings and on-site exchange visits. In 2019, the Company held a total of four on-site investor exchange meetings, receiving a total of 44 investors.

*(ix) Internal control*

In 2019, the Audit Department of the Company conducted special audits for internal control matters relating to the human resources, capital activities, procurement management, engineering projects, inventory management, production management, contract management, seal use management, sales management, fixed asset management, research and development, information and communication of the Company and its subsidiaries in accordance with the audit standard process and plan, and the Board effectively guided and supervised the audit work.

In 2019, the Company maintained effective internal control in all material respects in accordance with the requirements of the Company's internal control standard system and relevant regulations, and the Company's internal control system operated effectively and there were no major deficiencies in internal control of financial reports or non-financial reports.

**III. Work plan for 2020**

The Group will always aim to continuously improve the quality of life of national and promote the rehabilitation of the patients, continue to focus on the field of medical biomaterials based on its international development strategy and maintain its leading position in the four sub-sectors of ophthalmology, medical aesthetics and wound care, orthopedics, anti-adhesion and hemostasis through continuous investment, and strive to provide innovative medical products to the market through technological innovation and transformation, integration of domestic and foreign resources and large-scale production, and gradually realize the domestic substitution of related pharmaceutical products. At the same time, the Company will continue to optimize and improve management capabilities and improve operational efficiency; continue to expand and improve product lines and integrate the industrial chain through the combination of endogenous growth and mergers and acquisitions; strengthen the Company's brand building and enhance brand value, improve the corporate profitability and create greater value for investors and society.

During the year 2020, the Board and the Directors will continue to play their roles as Board and perform their duties diligently and bring their respective professional strengths to bear on the development of the Group.



**SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.\*****WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2019**

Dear Shareholders,

In 2019, all Supervisors conscientiously performed their supervisory duties in accordance with the provisions of the Company Law, the Securities Law of the PRC, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association, the Rules of Procedure of the Supervisory Committee and other relevant laws and regulations, normative documents and the Company's system, and supervised the convening and decision-making procedures of the Company's general meetings and the Board meetings, the implementation of the general meeting resolutions by the Board and the performance of the Company's senior management, and urged the Board and management to operate in accordance with the law and make scientific decisions, so as to safeguard the standard operation of the Company's financial assets and the interests of the Company, shareholders and employees. The main work report of the Supervisory Committee for 2019 is as follows:

**I. Conduct of Supervisory Committee Meetings**

The Company completed the general election of the Supervisory Committee at the 2018 annual general meeting held on June 27, 2019. The Supervisory Committee held nine meetings in 2019, as follows.

- i. The 7th meeting of the third session of the Supervisory Committee, held on March 14, 2019, considered and approved the "Proposal on the 2018 Work Report of the Company's Supervisory Committee", the "Proposal on the Company's Audited Financial Report as of December 31, 2018", the "Proposal on the Company's Annual Report for the Year Ended December 31, 2018" and the "Proposal on Nomination of Supervisor Candidates of the Fourth Session of the Supervisory Committee".
- ii. The 8th meeting of the third session of the Supervisory Committee, held on March 28, 2019, considered and approved the "Proposal on the Company's Audited Financial Statements and Audit Reports for the Years 2016, 2017 and 2018" and the "Proposal on the Company's Related Transactions for the Last Three Years".
- iii. The 9th meeting of the third session of the Supervisory Committee, held on June 19, 2019, considered and approved the "Audited Financial Statements of the Company as of March 31, 2019".
- iv. The 1st meeting of the fourth session of the Supervisory Committee, held on June 27, 2019, considered and approved the "Proposal on Election of the Chairman of the Fourth Session of the Supervisory Committee of the Company".

\* For identification purpose only

- v. The 2nd meeting of the fourth session of the Supervisory Committee, held on August 2, 2019, considered and approved the “Proposal on Review of the Company’s Unaudited Interim Financial Report as of June 30, 2019” and the “Proposal on Review of the Company’s Interim Report as of June 30, 2019”.
- vi. The 3rd meeting of the fourth session of the Supervisory Committee, held on August 21, 2019, considered and approved the “Audited Financial Statements of the Company (for the six months ended June 30, 2019, and for the years 2018, 2017 and 2016)” and the “Internal Control Audit Report of the Company (June 30, 2019)”.
- vii. The 4th meeting of the fourth session of the Supervisory Committee, held on November 6, 2019, considered and approved the “Proposal on the Replacement of Self-share Proceeds Previously Invested with the Fund Raised” and the “Proposal on Using Temporarily Idle Raised Funds for Cash Management”.
- viii. The 5th meeting of the fourth session of the Supervisory Committee, held on November 22, 2019, considered and approved the “Proposal on Using Temporarily Idle Raised Funds for Cash Management”.
- ix. The 6th meeting of the fourth session of the Supervisory Committee, held on December 30, 2019, considered and approved the “Proposal on Surplus Share Proceeds Using for Permanently Replenishing Liquidity”, the “Proposal on Granting the Board A General Mandate to Repurchase H shares” and the “Proposal in relation to Purchase of Liability Insurance for Directors, Supervisors and Senior Management”.

## II. Supervisory Committee’s Opinion on Matters for 2019

### (I) *The Company’s operation in accordance with the law*

During the Reporting Period, the Supervisory Committee attended the Company’s general meetings and Board meetings and supervised the convening, holding and voting procedures and resolution matters of the general meetings and Board meetings, the implementation of the resolutions of the general meetings by the Board and the performance of the Company’s Directors and senior management in 2019.

The Supervisory Committee is of the opinion that: the Company is able to operate in accordance with the law, the operation of the Board is standardized and the business decisions are scientific and reasonable, and the resolutions of the general meetings are conscientiously implemented; the Directors and senior management of the Company are conscientiously performing their duties, and there is no abuse of authority, damage to the interests of the Company or infringement of the rights and interests of the Shareholders and the Company’s employees.

***(II) Inspection of the Company's financial situation***

During the Reporting Period, the Supervisory Committee conducted an inspection of the Group's financial system and financial position.

The Supervisory Committee is of the opinion that: the Company's financial management and internal control system are relatively sound during the Reporting Period, and the annual report for 2018 and the financial report for the half year of 2019 truly and objectively reflect the financial position and operating results of the Company.

***(III) Related (connected) transactions of the Company***

During the Reporting Period, the Supervisory Committee supervised the related (connected) transactions of the Group during 2019.

The Supervisory Committee is of the opinion that: in 2019, the review procedures of the Company's related (connected) transactions complied with the provisions of relevant laws, regulations, normative documents and the Articles of Association; the terms of the transactions are fair and reasonable and in the interests of Shareholders as a whole, and there is no case of damage to the Company's interests due to related (connected) transactions.

***(IV) Use of share proceeds***

During the Reporting Period, the Supervisory Committee supervised and audited the use of share proceeds by the Company.

The Supervisory Committee considers that the deposit and use of the Company's share proceeds in 2019 is in line with the relevant regulations on deposit and use of share proceeds by listed companies of CSRC and SSE, and is in line with the relevant provisions of the Company's Share Proceeds Management System, there is no case of irregularities in the deposit and use of share proceeds. During the Reporting Period, the Company replaced the self-share proceeds previously invested in investment projects with share proceeds, used temporarily idle raised funds for cash management and surplus share proceeds for permanently replenishing liquidity. The Company has fulfilled the necessary review procedures and information disclosure obligations for the above matters in accordance with the requirements of relevant laws and regulations, and the use of the Company's share proceeds is consistent with the disclosed contents, and there are no irregularities.

*(V) Implementation of internal control*

During the Reporting Period, the Supervisory Committee monitored the implementation of the Company's internal control.

The Supervisory Committee is of the opinion that: the Company has maintained effective internal control in all material respects and the Company's internal control system is operating effectively in accordance with the requirements of the corporate internal control standard system and relevant regulations. There were no major deficiencies in internal control of financial reports or non-financial reports during the Reporting Period.

**III. Work Plan of the Supervisory Committee for 2020**

In 2020, with the further development of the Company's various businesses, the Supervisory Committee will continue to strictly comply with the duties regulated under the national laws and regulations, the Articles of Association and the Rules of Procedure of the Supervisory Committee, perform its duties with due diligence, carefully examine the financial position of the Company, attend the Board meetings, the general meetings and relevant business meetings in accordance with the law, promptly grasp the legality of the Company's major decision-making matters and various decision-making procedures, supervise the implementation of the resolutions of the general meetings by the Board, urge the Company to standardize its operations and effectively safeguard and protect the legitimate interests of the Company and Shareholders.

**SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.\***

**REMUNERATION PLAN FOR THE DIRECTORS AND SUPERVISORS FOR 2020**

Dear Shareholders,

In accordance with the Articles of Association, the Company's Rules Governing the Work of the Remuneration and Review Committee of the Board of Directors (《董事會薪酬與考核委員會工作細則》) and other relevant systems of the Company, considering the current economic environment, the actual situation of the region, industry and scale of the Company, and with reference to industry remuneration, the Company has formulated the Remuneration Plan for the Directors and Supervisors for 2020 (the "Plan").

**I. This Plan applies to: Directors and Supervisors**

**II. Application period of the Plan: from January 1, 2020 to December 31, 2020**

**III. Remuneration criteria**

*(I) Directors' remuneration plan*

*i. Remuneration of executive Directors*

Executive Directors are remunerated according to their performance appraisal in accordance with the specific management positions they hold in the Group and are no longer separately remunerated as Directors.

*ii. Remuneration of non-executive Directors (including INEDs, as follows)*

Non-executive Directors are remunerated at a fixed rate of RMB100,000/year (before tax), of which Ms. You Jie, a non-executive Director, is not remunerated as a Director.

*(II) Supervisors' remuneration plan*

1. Employee Supervisors are remunerated in accordance with their position and performance in the Group and no longer receive separate remuneration for Supervisors.
2. Non-employee Supervisors have a fixed remuneration of RMB100,000/year (before tax).
3. Shareholder Supervisor: Mr. Liu Yuanzhong does not receive remuneration as a Supervisor.

\* For identification purpose only

**IV. Other**

1. The remuneration of Directors and Supervisors is paid on a monthly basis.
2. All personal income taxes relating to the above remuneration shall be uniformly withheld and paid by the Company on its behalf.
3. If a Director or Supervisor leaves office due to a change of term, re-election, resignation during the term of office, etc., the remuneration shall be calculated and paid according to the actual term of office.

The biographical details of the INEDs proposed to be elected at the AGM are set out below:

**Mr. Su Zhi (“Mr. Su”)**, aged 42, Mr. Su has worked at the Central University of Finance and Economics (“CUFE”) (中央財經大學) since June 2009, is currently serving as professor and doctoral supervisor at the CUFE, and the chair professor and the head of the Department of Financial Technology of the School of Finance of CUFE. Mr. Su has been the deputy director of the academic committee of the Institute of International Technology and Economy under the Development Research Center of the State Council (國務院發展研究中心國際技術經濟研究所) since July 2018. Mr. Su has also worked as an executive deputy director of CUFE & University of Electronic Science and Technology of China Joint Research Data Center (電子科技大學聯合數據研究中心) since March 2018. He has been an external supervisor of Bank of Guizhou Company Limited (貴州銀行股份有限公司), a company listed on the Hong Kong Stock Exchange (stock code: 6199) since May 2018. Mr. Su obtained a doctor’s degree in economics majoring in quantitative economics from Jilin University in June 2006. He engaged in the finance research at the post-doctoral study station of the School of Economics and Management of Tsinghua University from April 2007 to May 2009.

**Mr. Jiang Zhihong (“Mr. Jiang”)**, aged 51, is currently the vice president and the chair professor of Macau University of Science and Technology. Mr. Jiang conducted post-doctor research work in the Department of Biochemistry and Molecular Pharmacology of Harvard Medical School in the United States during the period from November 1999 to September 2001. Mr. Jiang has served successively as an assistant professor, associate professor and professor at the School of Chinese Medicine in Hong Kong Baptist University during the period from October 2001 to June 2011. Mr. Jiang graduated from Nagasaki University in Japan with a doctor degree in pharmacy in 1998.

**Mr. Zhao Lei (“Mr. Zhao”)**, aged 46, is currently an associate director and researcher at the Commercial Law Office in the Institute of Law of the Chinese Academy of Social Sciences. Mr. Zhao has served successively as an assistant and adjunct professor in Southwest University of Political Science and Law from 2005 to February 2013, and has served as an associate researcher at the Social Sciences in China Press of the Chinese Academy of Social Sciences from March 2013 to November 2016. Mr. Zhao has worked at the Institute of Law of the Chinese Academy of Social Sciences since December 2016. He has been serving as an independent director of Haohan Data Technology Co., Ltd. (北京浩瀚深度信息技術股份有限公司), a company listed on National Equities Exchange and Quotations (stock code: 833175), since October 2016. He has been serving as an independent director of Nanning Department Store Co. Ltd.\* (南寧百貨大樓股份有限公司), a company listed on the SSE (stock code: 600712), since April 2018. Mr. Zhao obtained a doctor degree of Civil and Commercial Law from Southwest University of Political Science and Law in July 2007.

\* For identification purpose only

**Ms. Li Yingqi (“Ms. Li”)**, aged 43, is currently a professor at Shanghai National Accounting Institute (上海國家會計學院) since March 2017, and one of the National Accounting Leading Talents. Ms. Li has served successively as an assistant, the lecturer, the associate professor and the professor in Shanghai Lixin University of Commerce (上海立信會計學院) from July 1999 to February 2017. Ms. Li served as an independent director at Junhe Pumps Holding Co., Ltd. (君禾泵業股份有限公司), a company listed on the SSE during the period from March 2017 to April 2018. Ms. Li has been serving as an independent director at Shenzhen Guangju Energy Co., Ltd. (深圳市廣聚能源股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000096) since April 2018. Ms. Li has been serving as an independent director at Eastern Air Logistics Co., Ltd. (東方航空物流股份有限公司), a company applying for a listing on the SSE since December 2018. Ms. Li has been serving as an independent director at Shanghai International Airport Co., Ltd. (上海國際機場股份有限公司), a company listed on the SSE (stock code: 600009) since June 2019. Ms. Li obtained a Ph.D. majoring in management from Fudan University in July 2009 and has been a senior member (non-practicing) of the Chinese Institute of Certified Public Accountants (中國註冊會計師協會) since March 2015.

**Mr. Yang Yushe (“Mr. Yang”)**, aged 57, has been working at the Shanghai Institute of Materia Medica, Chinese Academy of Sciences (“SIMM”) (中國科學研究院上海藥物研究所) since 1998, and is currently the doctoral tutor and second-level researcher of SIMM. His main research areas include original anti-infective drugs, anticoagulant drugs, and central nervous system drug research and development. His representative achievement is the successful development of China’s first new fluoroquinolone drug with independent intellectual property rights – Antofloxacin Hydrochloride in 2009. Mr. Yang won the second prize of the National Technology Invention Award (Rank first) in 2017, the first prize of the Shanghai Technical Invention Award (Rank first) in 2015, the Outstanding Achievement Award of Chinese Pharmaceutical Development for Innovative Medicine Award in 2013, and the title of Shanghai Advanced Worker in 2010 (Model Worker). Mr. Yang obtained a doctor degree in pharmacy of SIMM with in 1996.

Each of Mr. Su, Mr. Jiang, Mr. Zhao, Ms. Li and Mr. Yang will enter into a service contract with the Company upon their appointments being approved by the Shareholders at the AGM. The term of office of each of their appointments shall commence from the date of appointment approved at the AGM to the expiration of the term of the Fourth Session of the Board. According to the Articles of Association, Mr. Su, Mr. Jiang, Mr. Zhao, Ms. Li and Mr. Yang may seek re-election after the expiry of the terms of each of their appointments. During the period when Mr. Su, Mr. Jiang, Mr. Zhao, Ms. Li and Mr. Yang serve as the INEDs, each of them will receive their respective remuneration as a director of RMB100,000.00 per annum (before tax). The remuneration package of each of INEDs is determined with reference to his/her background, experience and duties and responsibilities with the Company and the prevailing market conditions.



Save as disclosed above, as at the Latest Practicable Date, each of Mr. Su, Mr. Jiang, Mr. Zhao, Ms. Li and Mr. Yang (i) has not held any other positions with any members of the Group and has not had any other major appointments and professional qualifications; (ii) has not hold any directorships in public companies listed in Hong Kong or any other major exchanges in the last three years; (iii) does not have any relationship with any Directors, senior management or substantial Shareholders or controlling Shareholders of the Company; (iv) does not have any interest in any shares, underlying shares or debentures of the Company and its associated corporations which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, there is no other information that is required to be disclosed under Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules and there are no other matters in relation to the proposed appointment of Mr. Su, Mr. Jiang, Mr. Zhao, Ms. Li and Mr. Yang that need to be brought to the attention of the Shareholders.

#### **NOMINATION POLICY AND PROCEDURE FOR INEDS**

The nomination of new Directors shall be first deliberated by the Nomination Committee of the Board and then submitted to the Board, subject to approval by election at the general meeting. Upon receipt of the proposal on appointment of new Director and the biographical information of the candidate, the Nominating Committee should require the nominee to submit biographical information and the consent to be appointed as a Director, and evaluate the candidate based on the criteria for Director selection to determine whether such candidate is qualified for Directorship. The Nominating Committee should then make recommendations to the Board on the appointment of a suitable candidate to serve as a Director; if an independent non-executive Director is proposed to be re-elected, the recommendations should include the process of identifying the candidate, the reasons for recommending the candidate, the independence of the candidate, the views, perspectives, skills and experience that the candidate can bring to the Board and the candidate's role in promoting the diversity of Board members, etc..

As evaluating and determining the candidates of Directors, the Nomination Committee and the Board shall consider the following factors: (i) personal characters; (ii) professional qualifications, skills, knowledge, and experience related to the Group's business and strategy; (iii) willing to devote sufficient time to fulfill the duties of the Directors and members of the special committees of the Board; (iv) whether their appointment is in compliance with the requirements of the Hong Kong Listing Rules and STAR Market Listing Rules regarding the independence of the Board and Directors (including the independence requirements of independent non-executive directors); and (v) whether their appointment is in compliance with the Company's Board diversity policy and any measurable targets adopted by the Nomination Committee to diversify the members of the Board.

The Nomination Committee believes that each of the above-mentioned candidates for INEDs has the basic knowledge of the operation of a listed company, and respectively has the legal, economic, financial, pharmaceutical or other work experience and professional knowledge as necessary to discharge their duties as INEDs, will properly discharge their duties and responsibilities as INEDs, and make positive contribution to the development of the Company. Each of the above mentioned candidates for INEDs, will also promote diversity of the Board in a number of aspects, including but not limited to gender, age, educational background, professional experience, expertise and knowledge.

Each of the candidates for INEDs has confirmed his/her independence pursuant to Rule 3.13 of the Hong Kong Listing Rules. The Board also considers that each of Mr. Su, Mr. Jiang, Mr. Zhao, Ms. Li and Mr. Yang meets the independence guidelines set out in Rule 3.13 of the Hong Kong Listing Rules and is independent in accordance with the terms of the guidelines.

**APPENDIX V            PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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.

<b>No.</b>	<b>Existing Articles</b>	<b>Revised Articles</b>
1	<p><b>Article 43</b></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><b>Article 43</b></p> <p><del>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.</del></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><b>Article 65</b></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><b>Article 65</b></p> <p>When the Company convenes an <u>annual</u> general meeting, written notice of the meeting shall be given <del>forty-five (45)</del> <u>twenty (20) working</u> days before the date of the meeting <del>to</del>, and when the Company convenes an <u>extraordinary general meeting</u>, written notice of the meeting shall be given <u>fifteen (15) days or ten (10) working days, whichever is longer</u>, before the date of meeting. 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. <del>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.</del></p> <p><del>In determining the commencement date of the period, the Company shall not include the date on which the meeting is held.</del></p> <p><del>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.</del></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><b>Article 68</b></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><b>Article 68</b></p> <p><del>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.</del></p> <p>A <del>extraordinary</del> general meeting shall not decide on matters not specified in the notice.</p>

No.	Existing Articles	Revised Articles
4	<p><b>Article 71</b></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 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><b>Article 71</b></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 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 <del>in one or more newspapers designated</del> <u>on the media that meets the conditions prescribed</u> by the securities regulatory authority under the State Council <del>within the interval of 45 days to 50 days</del> 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><b>Article 119</b></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><b>Article 119</b></p> <p>When the Company is to hold a class meeting, it shall issue a written notice <u>with reference to the requirements of Article 65 of the Articles of Association on the notice period for convening a general meeting</u>, <del>45 days prior to the meeting</del>—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. <del>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.</del></p> <p><del>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.</del></p>

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

No.	Existing Articles	Revised Articles
1	<p><b>Article 16</b></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><b>Article 16</b></p> <p><del>For the convocation of shareholders' general meeting by the Company, it shall, 45 days prior to the meeting, </del><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. 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.</u></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><del>Commencement of the notification period shall not include the date for convening the meeting.</del></p> <p><del>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.</del></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, 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.</u> 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><b>Article 19</b></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><b>Article 19</b></p> <p><del>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.</del></p>
3	<p><b>Article 38</b></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><b>Article 37</b></p> <p><del>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.</del></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><b>Article 65</b></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><b>Article 64</b></p> <p>When the Company is to hold a class meeting, it shall issue a written notice <u>with reference to the requirements of Article 16 of these Rules on the notice period for convening a general meeting,</u> <del>45 days prior to the meeting</del> 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. <del>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.</del></p> <p><del>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.</del></p>

**APPENDIX VI                      PROPOSED AMENDMENTS TO THE RULES OF  
PROCEDURE OF THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
5	<p><b>Article 66</b></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><del><b>Article 66</b></del></p> <p><del>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.</del></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 VI is an unofficial translation of its Chinese version. In case of any discrepancies, the Chinese version shall prevail.*

*In accordance with the Hong Kong Listing Rules, this appendix serves as an explanatory statement to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting for the grant of the Repurchase Mandate to the Directors.*

## REPURCHASE MANDATE

### Reasons for Repurchasing H Shares

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases of the H Shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases of the H Shares will only be made when the Directors believe that it will benefit the Company and its Shareholders as a whole.

### Share Capital

As at Latest Practicable Date, the total issued capital of the Company was RMB177,845,300 comprising 40,045,300 H Shares of RMB1.00 each and 137,800,000 A Shares of RMB1.00 each.

### Exercise of the Repurchase Mandate

Subject to the passing of the relevant special resolution set out in the notices of the AGM and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the 2020 annual general meeting of the Company; or (b) 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 A Shares or holders of the H Shares of the Company at their respective class meeting (the “**Relevant Period**”). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 40,045,300 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings) would result in a maximum of 4,004,530 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total number of the H Shares in issue as at the date of passing the relevant special resolution at the AGM and the Class Meetings.

### Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include capital common reserve funds and distributable profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Directors consider that there may not be a material adverse impact on the working capital or on the gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended December 31, 2019) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period.

### Prices of H Share

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2019</b>		
May	50.900	42.300
June	48.250	42.000
July	49.300	42.150
August	46.000	33.950
September	38.550	33.750
October	52.000	37.450
November	47.050	43.700
December	50.200	43.150
<b>2020</b>		
January	47.950	38.100
February	44.050	37.600
March	44.550	28.100
April	39.300	25.650
May (up to the Latest Practicable Date)	40.200	34.750

**Shares Repurchased by the Company**

During the six months prior to the Latest Practicable Date, the Company has repurchased 648,700 H shares on the Hong Kong Stock Exchange, and such H shares has not been cancelled at the Latest Practicable Date. The details of the foregoing repurchase is as follows:

<b>Trading date</b>	<b>Number of securities repurchased</b>	<b>Highest price per share <i>HKD</i></b>	<b>Lowest price per share <i>HKD</i></b>	<b>Total paid <i>HKD</i></b>
March 27, 2020	16,900	31.70	31.70	535,730
May 4, 2020	100,000	38.20	35.35	3,694,705
May 5, 2020	86,800	38.15	36.70	3,279,970
May 6, 2020	45,200	38.60	37.85	1,730,585
May 7, 2020	49,200	39.00	38.35	1,907,045
May 8, 2020	350,600	40.20	38.95	13,952,795
<b>Total:</b>	<b><u>648,700</u></b>			<b><u>25,100,830</u></b>

Save as disclosed above, no repurchased of shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

**Directors' Undertakings and General Information**

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed special resolution to approve the Repurchase Mandate in accordance with the Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings, and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

**Takeovers Code and the Public Float Requirement**

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Codes on Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Jiang Wei (“**Mr. Jiang**”) and Ms. You Jie (“**Ms. You**”) were deemed to be interested in 79,720,000 A Shares (as defined in Part XV of the SFO), representing approximately 44.83% of the Company's total issued capital. 79,720,000 A Shares were held directly by Mr. Jiang as to 44,449,000 A Shares and through 上海湛澤企業管理合夥企業(有限合夥) (Shanghai Zhanze Corporate Management Partnership Enterprise\*) a limited partnership controlled by him through his wholly-owned company, 上海湛溪企業管理有限公司 (Shanghai Zhanxi Corporate Management Limited Company\*) as to 6,471,000 A Shares and directly by Ms. You as to 28,800,000 A Shares, respectively. Mr. Jiang, as the spouse of Ms. You, was deemed to be interested in the 28,800,000 A Shares held by Ms. You in the Company under the SFO. Ms. You, as the spouse of Mr. Jiang, was deemed to be interested in the 50,920,000 A Shares held by Mr. Jiang in the Company under the SFO. In the event that the Directors fully exercise their Repurchase Mandate, the total interests held by Mr. Jiang and Ms. You in the Company's total issued capital will increase to approximately 45.86%, assuming that the A Shares held by Mr. Jiang and Ms. You as at the Latest Practicable Date remain unchanged and there is no other change to the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Hong Kong Listing Rules prohibit a company from making repurchase on the Hong Kong Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**Status of Repurchased Shares**

Pursuant to the Hong Kong Listing Rules, the listing of all repurchased H Shares of the Company is automatically cancelled and the relevant certificates must be cancelled and destroyed.

Under the PRC law, the repurchased H Shares may be treated as cancelled and, if so cancelled, the amount of the Company's registered capital shall be reduced by the aggregate nominal value of the repurchased H Shares accordingly.



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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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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 2019 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2019 annual general meeting (the “**AGM**”) of Shanghai Haohai Biological Technology Co., Ltd.\* (the “**Company**”) will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the People’s Republic of China (“**PRC**”) on Monday, June 29, 2020 at 1:00 p.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 May 14, 2020.

#### **Ordinary Resolutions**

1. To consider and approve the work report of the Board for 2019.
2. To consider and approve the work report of the supervisory committee of the Company for 2019.
3. To consider and approve the financial reports of the Company for 2019.
4. To consider and approve the profit distribution plan of the Company for 2019.
5. To consider and approve the resolution on the appointment of the auditors for the financial report of the Company and the internal control auditor for 2020.
6. To consider and approve the remuneration plan for the Directors and supervisors of the Company for 2020.
7. To consider and approve the proposal on the election of independent non-executive Directors of the Company.
  - 7.1 To elect Mr. Su Zhi as an independent non-executive Director of the Fourth Session of the Board of the Company.
  - 7.2 To elect Mr. Jiang Zhihong as an independent non-executive Director of the Fourth Session of the Board of the Company.

\* *For identification purpose only*

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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- 7.3 To elect Mr. Zhao Lei as an independent non-executive Director of the Fourth Session of the Board of the Company.
- 7.4 To elect Ms. Li Yingqi as an independent non-executive Director of the Fourth Session of the Board of the Company.
- 7.5 To elect Mr. Yang Yushe as an independent non-executive Director of the Fourth Session of the Board of the Company.
- 8. To consider and approve the change in use of the over subscription proceeds and the utilization of the surplus over subscription proceeds for investing in Jianhua Biological Fengxian-base Project.

### Special Resolutions

- 9. To consider and approve the proposal on amending the Articles of Association.
- 10. To consider and approve the proposal on amending the Rules of Procedure of the General Meeting.
- 11. To consider and approve the proposal on granting the following general mandate to the Board to repurchase the H Shares of the Company:

**“That:**

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue as at the time when this resolution is passed at the AGM and the relevant resolution is passed at the respective class meetings of the shareholders in accordance with all applicable laws, regulations, rules and/or requirements of the PRC, the Hong Kong Stock Exchange 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 (as defined below); 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 Company Law of the PRC and the Articles of Association;
  - (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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- (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 statutory registrations and filing 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:

- (i) the conclusion of the 2020 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 A Shares or holders of the H Shares of the Company at their respective class meeting,

(the “**Relevant Period**”)

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 of  
**Shanghai Haohai Biological Technology Co., Ltd.\***  
**Hou Yongtai**  
*Chairman*

Shanghai, the PRC  
May 14, 2020

\* *For identification purpose only*

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# NOTICE OF 2019 ANNUAL GENERAL MEETING

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Notes:

## 1. Eligibility for attending and voting at the AGM and date of registration of holders for H shares

In order to determine the holders of H shares (the “**H Shareholders**”) who are entitled to attend the AGM, the register of members of H shares of the Company will be closed from Saturday, May 30, 2020 to Monday, June 29, 2020 (both days inclusive), during which time no transfer of H shares will be registered. For qualifying to attend and vote at the AGM, the H 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 share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for H Shareholders for registration at or before 4:30 p.m. on Friday, May 29, 2020. H Shareholders of the Company whose names appear on the register of members of H shares of the Company after 4:30 p.m. on Friday, May 29, 2020 will be entitled to attend and vote at the AGM or any adjournment thereof.

The Company will announce separately on the Shanghai Stock Exchange for details of A shareholders’ eligibility for attending the AGM.

## 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. **The Company recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the AGM in person, and the Board respectfully requests that, for the same reason, the shareholders to appoint the chairman of the AGM as their proxy rather than a third party to attend and vote on their behalf at the AGM (or any adjournment thereof).**
- (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 H Shareholders, 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 AGM or any adjournment thereof (as the case may be), i.e. not later than 1:00 p.m. on Sunday, June 28, 2020. Completion and return of the form of proxy will not preclude shareholders from attending and vote at the AGM should they wish to do so.

## 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 authorised 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 of the Company intending to attend the AGM in person or by their proxies should complete and return the reply slip for attending the AGM to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) on or before Monday, June 8, 2020.
- (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 (for H Shareholders).

## 4. Voting method at the AGM

All voting at the AGM will be conducted by poll.

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## NOTICE OF 2019 ANNUAL GENERAL MEETING

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### 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 and contact details of the Company's H share registrar, Computershare Hong Kong Investor Services Limited are:

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: (852) 2862 8555  
Facsimile: (852) 2865 0990/(852) 2529 6087

(3) The address and contact details of the head office of the Company are:

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 published and dispatched by the Company in due course.

(5) **Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the AGM against the epidemic to protect the shareholders of the Company from the risk of infection:**

(i) **body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Only those with normal body temperature will be permitted to access to the meeting venue;**

(ii) **every shareholder or proxy is required to wear surgical face mask throughout the AGM; and**

(iii) **no refreshments will be served at the AGM.**



**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 2020 SECOND H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2020 second H shareholders' class meeting (the **"H Shareholders' Class Meeting"**) of Shanghai Haohai Biological Technology Co., Ltd.\* (the **"Company"**) will be held on Monday, June 29, 2020 immediately after the conclusion or adjournment of 2019 annual general meeting (the **"AGM"**) and 2020 second A shareholders' class meeting of the Company to be held on the same date at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, PRC 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 May 14, 2020.

**SPECIAL RESOLUTION**

1. To consider and approve the proposal on granting the following general mandate to the Board to repurchase the H Shares of the Company:

**"That:**

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue as at the time when this resolution is passed at the AGM and the relevant resolution is passed at the respective class meetings of the shareholders in accordance with all applicable laws, regulations, rules and/or requirements of the PRC, the Hong Kong Stock Exchange 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 (as defined below); 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 Company Law of the PRC and the Articles of Association;

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## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

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- (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 filing 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:

- (i) the conclusion of the 2020 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 A Shares or holders of the H Shares of the Company at their respective class meeting,

(the “**Relevant Period**”)

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, the PRC  
May 14, 2020

\* *For identification purpose only*

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## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

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*Notes:*

### 1. Eligibility for attending and voting at 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 Saturday, May 30, 2020 to Monday, June 29, 2020 (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 H Shareholders 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 registration at or before 4:30 p.m. on Friday, May 29, 2020.

H Shareholders whose names appear on the register of members of H shares of the Company after 4:30 p.m. on Friday, May 29, 2020 will be entitled to attend and vote at the H Shareholders' Class Meeting or any adjournment thereof.

### 2. Proxy

- (1) Each H 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. **The Company recommends you to monitor the development of the situation with the novel coronavirus pneumonia (COVID-19) and to assess, based on the social distancing policies, the necessity for attending the H Shareholders' Class Meeting in person, and the Board respectfully requests that, for the same reason, the shareholders to appoint the chairman of the H Shareholders' Class Meeting as their proxy rather than a third party to attend and vote on their behalf at the H Shareholders' Class Meeting (or any adjournment thereof).**
- (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 H Shareholders, 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) i.e. no later than 1:00 p.m. on Sunday, June 28, 2020. Completion and return of the form of proxy will not preclude shareholders from attending and vote at the H Shareholders' Class Meeting should they wish to do so.

### 3. Registration procedures for attending the H Shareholders' Class Meeting

- (1) A H Shareholder or his proxy should present proof of identity when attending the H Shareholders' Class Meeting. If a H 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 H Shareholders' Class Meeting.
- (2) H 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 Monday, June 8, 2020.
- (3) A H Shareholder may return the above reply slip in person, by post or by facsimile to the office of Computershare Hong Kong Investor Services Limited.



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## NOTICE OF 2020 SECOND H SHAREHOLDERS' CLASS MEETING

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#### 4. Voting method at the H Shareholders' Class Meeting

All voting at the H Shareholders' Class Meeting will be conducted by poll.

#### 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 and contact details of the Company's H share registrar, Computershare Hong Kong Investor Services Limited is:

17M Floor, Hopewell Centre  
183 Queen's Road East  
Wanchai, Hong Kong  
Telephone: (852) 2862 8555  
Facsimile: (852) 2865 0990/(852) 2529 6087

- (3) A circular setting out further details of the resolutions will be dispatched and published by the Company in due course.
- (4) **Taking into account of the recent development of the epidemic caused by novel coronavirus pneumonia (COVID-19), the Company will implement the following prevention and control measures at the H Shareholders' Class Meeting against the epidemic to protect the shareholders of the Company from the risk of infection:**
  - (i) **body temperature check will be conducted for every shareholder or proxy at the entrance of the venue. Only those with normal body temperature will be permitted to access to the meeting venue;**
  - (ii) **every shareholder or proxy is required to wear surgical face mask throughout the H Shareholders' Class Meeting; and**
  - (iii) **no refreshments will be served at the H Shareholders' Class Meeting.**