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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 licensed securities dealers 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 at once hand this circular with the enclosed forms of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker 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) PLAN ON REPURCHASE OF A SHARES THROUGH  
CENTRALIZED BIDDING TRADING**  
**(2) GRANT OF MANDATE TO THE BOARD TO DEAL WITH MATTERS  
IN RELATION TO THE REPURCHASE OF A SHARES**  
**(3) NOTICE OF EGM**  
**AND**  
**(4) 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 convening each of the EGM and the H Shareholders' Class Meeting to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 15 September 2023 at 2:00 p.m. are set out on pages EGM-1 to EGM-3 and HCM-1 to HCM-3 of this circular, respectively. The forms of proxy for use at the said meetings are enclosed and are also 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)).

If you intend to appoint a proxy to attend the EGM 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 EGM and/or the H Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), i.e. not later than 2:00 p.m. on Thursday, 14 September 2023. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM 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.

References to time and dates in this circular are to Hong Kong time and dates.

\* For identification purpose only

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## DEFINITIONS

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

“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
“A Shareholder(s)”	holder(s) of A Shares
“A Shareholders’ Class Meeting”	the 2023 second A Shareholders’ class meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 15 September 2023 immediately following the conclusion or adjournment of the EGM
“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
“Class Meetings”	the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting
“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
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the 2023 first extraordinary general meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 15 September 2023 at 2:00 p.m. or any adjournment thereof and the notice of which is set out on pages EGM-1 to EGM-3 of this circular

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## DEFINITIONS

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“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries
“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 2023 second H Shareholders’ class meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 15 September 2023 immediately following the conclusion or adjournment of the A Shareholders’ Class Meeting and the notice of which is set out on pages HCM-1 to HCM-3 of this circular
“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
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company
“Latest Practicable Date”	25 August 2023
“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
“Repurchase Plan”	the plan on the repurchase of A Shares through centralized bidding trading approved by the Board at the meeting held on 24 August 2023
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“Securities Law”	the Securities Law of the People’s Republic of China, as amended from time to time
“Share(s)”	A Share(s) and/or H Share(s)
“Shareholder(s)”	A Shareholder(s) and/or H Shareholder(s)
“Shares Repurchase”	the repurchase of A Share under the Repurchase Plan
“SSE”	the Shanghai Stock Exchange
“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, 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

*Non-executive Directors:*

Ms. You Jie  
Mr. Huang Ming

*Independent Non-executive Directors:*

Mr. Guo Yongqing  
Mr. Jiang Zhihong  
Mr. Su Zhi  
Mr. Yang Yushe  
Mr. Zhao Lei

*Registered office:*

No. 5 Dongjing Road  
Songjiang Industrial Zone  
Shanghai, the PRC

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

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

*Principal place of business in Hong Kong:*

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

29 August 2023

*To the Shareholders*

Dear Sir/Madam,

- (1) PLAN ON REPURCHASE OF A SHARES THROUGH  
CENTRALIZED BIDDING TRADING**  
**(2) GRANT OF MANDATE TO THE BOARD TO DEAL WITH MATTERS  
IN RELATION TO THE REPURCHASE OF A SHARES**  
**(3) NOTICE OF EGM**  
**AND**  
**(4) NOTICE OF H SHAREHOLDERS' CLASS MEETING**

#### **INTRODUCTION**

The purpose of this circular is to give you the Notice of EGM, the Notice of H Shareholders' Class Meeting and 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 EGM and the H Shareholders' Class Meeting.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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Based on the confidence in the Company's development prospects and the recognition of the Company's value, with an aim at enhancing investors' confidence in the Company, promoting the stable and healthy development of the Company, effectively aligning the interests of Shareholders, the Company and employees, the Company intends to repurchase a portion of issued A Shares through centralized bidding trading for use in future employee stock ownership plans or equity incentive schemes to be adopted in due course.

Pursuant to the Company Law, the Securities Law, the Rules on Repurchase of Shares by Listing Companies (《上市公司股份回購規則》), the Self-Regulatory Guidelines No. 7 for Listed Companies on the Shanghai Stock Exchange – Share Repurchases promulgated by the Shanghai Stock Exchange (《上海證券交易所上市公司自律監管指引第7號-回購股份》) and other laws and regulations and the Articles of Association, the Board has approved the Repurchase Plan on 24 August 2023. The Repurchase Plan is subject to Shareholders' approval by way of special resolutions at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting.

### SPECIAL RESOLUTIONS

#### 1. Plan on repurchase of A Shares through centralized bidding trading

##### *1.1 Type of the Shares to be repurchased*

The type of Shares to be repurchased is the issued RMB-denominated ordinary A Shares.

##### *1.2 Method of the Shares Repurchase*

The Company intends to repurchase A Shares on the SSE through centralized bidding trading.

##### *1.3 Period of the Shares Repurchase*

The Company may conduct the Share Repurchase within 12 months from the date of approval of the Repurchase Plan by the Shareholders at the EGM and the Class Meetings.

During the implementation period of the Repurchase Plan (the “**Repurchase Period**”), if the trading of the A Shares is suspended for more than 10 consecutive trading days due to the planning of material events, the implementation of the Repurchase Plan shall be postponed and disclosed promptly upon the resumption of trading of A Shares.

The Repurchase Period shall expire early where:

- (i) the funds used for the Share Repurchase reach the upper limit (i.e. RMB200 million) during the Repurchase Period; in such case, the implementation of the Repurchase Plan shall be completed and the Repurchase Period shall expire on such date;

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## LETTER FROM THE BOARD

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- (ii) the funds used for the Share Repurchase reach the lower limit (i.e. RMB100 million) during the Repurchase Period, and the management of the Company decides to terminate the Repurchase Plan; in such case, the Repurchase Period shall expire on the date when the management of the Company resolves to terminate the Repurchase Plan; or
- (iii) the Board decides to terminate the Repurchase Plan; in such case, the Repurchase Period shall expire on the date when the Board resolves to terminate the Repurchase Plan.

The Company shall not repurchase any A Shares during the following periods:

- (i) within 10 trading days before the publication of the annual report, interim report and quarterly report of the Company. In the circumstance that the date of publication is delayed due to certain reasons, such period shall be calculated from 10 trading days before the original date scheduled to the date before publication;
- (ii) within 10 trading days before the publication of results forecast or preliminary results of the Company;
- (iii) from the date of occurrence of a significant event that may have a relatively significant impact on the trading price of the shares (or during the decision-making process of such events), to the ending of the day following the disclosure of the aforesaid events; and
- (iv) other circumstances as stipulated by the CSRC and the SSE.

### ***1.4 Use of the Shares to be repurchased***

The repurchased A Shares will be fully used for future employee stock ownership plans or equity incentive schemes, and transferred within three years upon the publication of the announcement on the results of the Share Repurchase and the shareholding changes. In the event that the Company fails to fully complete the transfer of such A Shares within three years upon the publication of the announcement on the results of the Share Repurchase and the shareholding changes, the A Shares that have not yet been transferred will be cancelled through relevant legal procedures.

### ***1.5 Repurchase price***

The repurchase price of the A Shares shall not exceed RMB130.00 per A Share, and the maximum repurchase price shall not exceed 150% of the average trading price of the A Shares for the 30 trading days immediately preceding the date of approval of the Repurchase Plan by the Board. The actual repurchase price shall be determined by the Board during the Repurchase Period with reference to the price of the A Shares, and the financial position and operating conditions of the Company.



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## LETTER FROM THE BOARD

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If the Company carried out any conversion of capital reserve into share capital, bonus issue, rights issue, share sub-division or consolidation or other events with similar nature during the Repurchase Period, the Company will make corresponding adjustments to the upper limit of the repurchase price pursuant to relevant regulations of the CSRC and the SSE.

### ***1.6 Quantity of the Shares to be repurchased and total amount of funds for Share Repurchase***

The total amount of funds for the Share Repurchase shall be not less than RMB100 million (inclusive) and not more than RMB200 million (inclusive), which will come from the Company's internal resources.

Based on the calculation with reference to the total amount of funds to be used for the Share Repurchase, and the maximum repurchase price of RMB130.00 per A Share, the total number of A Shares to be repurchased by the Company is 769,230 A Shares to 1,538,461 A Shares, representing approximately 0.45% to 0.90% of the total share capital of the Company as of the Latest Practicable Date. The ultimate number of A Shares to be repurchased shall be subject to the actual number of A Shares repurchased upon the completion of the Repurchase Plan or the expiry of the Repurchase Period.

### ***1.7 Relevant arrangements for cancellation or transfer of A Shares after the Share Repurchase***

The repurchased A Shares will be fully used for future employee stock ownership plans or equity incentive schemes to be adopted in due course, and will be transferred by the Company pursuant to the applicable laws and regulations. In the event that the Company fails to complete the transfers of such A Shares within three years after the publication of the announcement on the results of the Share Repurchase and shareholding changes, the A Shares repurchased under the Repurchase Plan remained unused will be cancelled pursuant to the applicable laws, regulations and the authorization of the EGM and Class Meetings.

### ***1.8 Relevant arrangements to prevent jeopardising creditors' interests***

The Share Repurchase will not affect the normal continuing operations of the Company and will not lead to the Company being insolvent. If the repurchased A Shares are to be cancelled in the future, the Company will then timely perform the relevant decision-making procedures and notify all creditors to fully protect the legitimate rights and interests of the creditors in accordance with the relevant provisions of the Company Law and other laws and regulations.

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## LETTER FROM THE BOARD

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### **2. Grant of mandate to the Board to deal with matters in relation to the repurchase of A Shares**

In order to ensure the smooth implementation of the Repurchase Plan, it is proposed that the EGM and the Class Meetings authorize the Board to implement the relevant matters of the Repurchase Plan. The scope of authorization includes but is not limited to:

- (i) to set up securities accounts exclusively for the Share Repurchase and to conduct other related business;
- (ii) to adjust or terminate the Repurchase Plan at its discretion in accordance with the Company's actual circumstance, stock price performance or regulatory requirements, etc.;
- (iii) to repurchase A Shares at their discretion during the Repurchase Period, including the making of the decisions as to the timing, price and quantity of the Share Repurchase, etc.;
- (iv) to make corresponding amendments to the Articles of Association and other relevant documents in accordance with the actual Share Repurchase, and to attend to filing of business registration;
- (v) to handle the relevant reporting and approval matters, including but not limited to authorizing, signing, executing, amending and completing all necessary documents, contracts and agreements in connection with the Share Repurchase;
- (vi) to implement the cancellation of the repurchased A Shares and the reduction of registered capital in accordance with the relevant laws and regulations (if applicable), and to handle related matters; and
- (vii) to handle other matters not specified above but necessary for the Share Repurchase.

This authorization shall be effective for the period commencing on the date of consideration and approval of the Repurchase Plan at the EGM and the Class Meetings and ending on the date of completion of the abovementioned matters. Under the above authorization matters and within the validity period, except for those matters that are required to be re-resolved by the EGM or the Class Meetings or the Board according to the relevant laws and regulations and the Articles of Association, the Board may authorize the management of the Company to handle the matters relating to the Share Repurchase on behalf of the Board.

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## LETTER FROM THE BOARD

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### THE EGM AND THE H SHAREHOLDERS' CLASS MEETING

#### Notices of the EGM and the H Shareholders' Class Meeting

The EGM will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 15 September 2023 at 2:00 p.m. while the H Shareholders' Class Meeting will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the 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 EGM). The notices of the EGM and the H Shareholders' Class Meeting are set out on pages EGM-1 to HCM-3 to this circular.

#### Closure of register of members

The register of members of H Shares will be closed from Tuesday, 12 September 2023 to Friday, 15 September 2023 (both days inclusive), during which time no transfer of H Shares will be registered. To qualify to attend and vote at the EGM 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 Monday, 11 September 2023. H Shareholders whose names appear on the register of members of H Shares after 4:30 p.m. on Monday, 11 September 2023 will be entitled to attend and vote at the EGM 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 EGM and A Shareholders' Class Meeting.

#### Forms of proxy

H Shareholders who intend to attend the EGM 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 EGM and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be), i.e. no later than 2:00 p.m. on Thursday, 14 September 2023. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM and the H Shareholders' Class Meeting or any adjournment thereof should you so wish.

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## LETTER FROM THE BOARD

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### **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 EGM and the H Shareholders' Class Meeting will therefore demand poll for every resolution put to the vote at the EGM 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 authorized 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.

### **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 Independent Non-executive Directors) consider that all the above resolutions are in the best interests of the Company and the Shareholders as a whole. As such, the Directors recommend the Shareholders to vote in favor of all the resolutions set out in the notices of the EGM and the H Shareholders' Class Meeting which are to be proposed at the EGM 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

*The following is the explanatory statement required to be sent to the Shareholders under Rule 10.06(1)(b) of the Hong Kong Listing Rules in connection with the Repurchase Plan.*

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## **REASONS FOR REPURCHASE**

Based on the confidence in the Company's development prospects and the recognition on the Company's value, with an aim at enhancing investors' confidence in the Company, promoting the stable and healthy development of the Company, effectively aligning the interests of shareholders, the Company and employees, the Company intends to repurchase a portion of issued A Shares through centralized bidding trading for use in future employee stock ownership plans or equity incentive schemes to be adopted in due course.

## **SHARE CAPITAL AND THE NUMBER OF SHARES TO BE REPURCHASED**

As at Latest Practicable Date, the total issued capital of the Company is 171,287,974 Shares comprising 32,895,100 H Shares of RMB1.00 each and 138,392,874 A Shares of RMB1.00 each.

Based on the calculation with reference to the total amount of funds to be used for the Share Repurchase (not less than RMB100 million (inclusive) and not more than RMB200 million (inclusive)), and the maximum repurchase price of RMB130.00 per A Share, the total number of A Shares to be repurchased by the Company is 769,230 A Shares to 1,538,461 A Shares, representing approximately 0.45% to 0.90% of the total share capital of the Company as of the date of the Latest Practicable Date. The ultimate number of A Shares to be repurchased shall be subject to the actual number of A Shares repurchased upon the completion of the Repurchase Plan or the expiry of the Repurchase Period.

## **SHAREHOLDERS' APPROVAL**

The Repurchase Plan will be conditional upon the special resolutions being respectively passed at the EGM, A Shareholders' Class Meeting and H Shareholders' Class Meeting to be held on 15 September 2023.

The Company may conduct the Share Repurchase within 12 months from the date of approval of the Repurchase Plan by the Shareholders in the EGM and the Class Meetings.

During the Repurchase Period, if the trading of the A Shares is suspended for more than 10 consecutive trading days due to the planning of material events, the implementation of the Repurchase Plan shall be postponed and disclosed promptly upon the resumption of trading of A Shares.

The Repurchase Period shall expire early where:

- (i) the funds used for the Share Repurchase reach the upper limit (i.e. RMB200 million) during the Repurchase Period; in such case, the implementation of the Repurchase Plan shall be completed and the Repurchase Period shall expire on such date;
- (ii) the funds used for the Share Repurchase reach the lower limit (i.e. RMB100 million) during the Repurchase Period, and the management of the Company decides to terminate the Repurchase Plan; in such case, the Repurchase Period shall expire on the date when the management of the Company resolves to terminate the Repurchase Plan; or
- (iii) the Board decides to terminate the Repurchase Plan; in such case, the Repurchase Period shall expire on the date when the Board resolves to terminate the Repurchase Plan.

### **FUNDING OF REPURCHASES**

The Repurchase of the Company will be funded by the Company's own funds. The Company may only apply funds legally available for such purpose in accordance with the relevant laws and regulations of the PRC, the Hong Kong Listing Rules and the Articles of Association.

### **IMPACT OF WORKING CAPITAL**

As of 30 June 2023, the total assets of the Company amounted to RMB7,254,168,200, the net assets attributable to the owners of the Company amounted to RMB5,709,617,300, and the monetary fund of the Company amounted to RMB2,830,509,900 (the above figures were unaudited and prepared in accordance with the Chinese Accounting Standards for Business Enterprises). Assuming that the maximum amount of repurchase funds of RMB200 million is fully utilized, the repurchase funds will account for 2.76%, 3.50% and 7.07% of the total assets of the Company, the net assets attributable to owners of the Company and the monetary fund of the Company as of 30 June 2023, respectively. The Directors consider that the Repurchase Plan is not expected to have a significant impact on the daily operation, finance, research and development, profitability, debt repayment ability and future development of the Company.

## PRICES OF A SHARE AND H SHARE

The highest and lowest prices at which the A Shares have been traded on the SSE and 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:

Month	A SHARES		H SHARES	
	Highest RMB	Lowest RMB	Highest HK\$	Lowest HK\$
<b>2022</b>				
August	90.24	73.29	33.150	26.900
September	76.49	64.11	31.000	24.500
October	80.47	60.86	26.750	20.400
November	86.50	74.86	31.800	25.850
December	103.50	77.20	41.500	28.600
<b>2023</b>				
January	113.03	90.09	45.950	35.800
February	114.85	98.60	47.700	38.650
March	106.57	91.53	43.450	37.800
April	117.50	94.62	44.650	38.350
May	111.99	86.85	43.700	34.600
June	89.58	77.61	36.900	30.300
July	94.900	81.71	36.450	31.050
August (as at the Latest Practicable Date)	102.99	83.75	39.850	31.100

## SHARES REPURCHASED BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased 698,600 H Shares on the Hong Kong Stock Exchange, of which 122,700 H Shares have not been cancelled as at the Latest Practicable Date. The details of the foregoing repurchase is as follows:

Trading date	Number of H Shares repurchased	Highest price per H Share HKD	Lowest price per H Share HKD	Total paid HKD
27 March 2023	84,500	41.50	38.90	3,429,640
28 March 2023	30,000	40.60	40.55	1,217,500
5 May 2023	24,800	40.40	39.95	998,535
8 May 2023	215,800	42.80	40.65	8,999,285
9 May 2023	38,500	41.60	40.65	1,583,780
11 May 2023	27,500	42.05	41.45	1,153,990
12 May 2023	44,600	41.60	40.90	1,834,975
16 May 2023	5,000	42.25	42.10	210,750
17 May 2023	105,200	43.30	41.60	4,508,050
25 August 2023	122,700	38.30	37.00	4,679,910
<b>Total</b>	<b>698,600</b>			<b>28,614,416</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 mandate to be granted by the Shareholders at the EGM and Class Meetings in accordance with the Hong Kong Listing Rules, the applicable laws, rules and regulations of the PRC.

None of the Directors or Supervisors 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 any Shares to the Company in the event that the Repurchase Plan is approved by the Shareholders at the EGM and the Class Meetings.

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 Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Plan is approved by the Shareholders at the EGM and the Class Meetings.

#### **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.

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**

The A Shares repurchased by the Company shall be respectively processed under the laws and regulations of the PRC and the Hong Kong Listing Rules.



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## NOTICE OF 2023 FIRST EXTRAORDINARY 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 2023 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 first extraordinary general meeting (the “EGM”) of Shanghai Haohai Biological Technology Co., Ltd.\* (the “**Company**”) will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 15 September 2023 at 2:00 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 circular of the Company dated 29 August 2023.

#### **Special Resolutions**

1. To consider and approve the plan on the repurchase of A Shares through centralized bidding trading:
  - 1.1 Type of the Shares to be repurchased;
  - 1.2 Method of the Shares Repurchase;
  - 1.3 Period of the Shares Repurchase;
  - 1.4 Use of the Shares to be repurchased;
  - 1.5 Repurchase price;
  - 1.6 Quantity of the Shares to be repurchased and total amount of funds for the Share Repurchase;
  - 1.7 Relevant arrangements for cancellation or transfer of A Shares after the Share Repurchase;
  - 1.8 Relevant arrangements to prevent jeopardising creditors' interests; and

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## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

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- To consider and approve the grant of mandate to the Board to deal with matters in relation to the repurchase of A Shares.

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

Shanghai, the PRC  
29 August 2023

\* *For identification purpose only*

*Notes:*

### **1. Eligibility for attending and voting at the EGM 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 EGM, the register of members of H Shares will be closed from Tuesday, 12 September 2023 to Friday, 15 September 2023 (both days inclusive), during which time no transfer of H Shares will be registered. For qualifying to attend and vote at the EGM, 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 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 Monday, 11 September 2023. H Shareholders whose names appear on the register of members of H Shares of the Company after 4:30 p.m. on Monday, 11 September 2023 will be entitled to attend and vote at the EGM or any adjournment thereof.

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

### **2. Proxy**

- Each Shareholder entitled to attend and vote at the EGM may appoint one or more proxies in writing to attend and vote at the EGM on his behalf. A proxy need not be a Shareholder of the Company.
- 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.
- 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 EGM or any adjournment thereof (as the case may be), i.e. not later than 2:00 p.m. on Thursday, 14 September 2023. Completion and return of the form of proxy will not preclude Shareholders from attending and vote at the EGM should they wish to do so.

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

A Shareholder or his proxy should present proof of identity when attending the EGM. If a Shareholder is a legal person, its legal representative or other person authorised by the Board or other governing body of such Shareholder may attend the EGM by providing a copy of the resolution of the Board or other governing body of such Shareholder appointing such person to attend the meeting.

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

All voting at the EGM will be conducted by poll.

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## NOTICE OF 2023 FIRST EXTRAORDINARY GENERAL MEETING

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### 5. Miscellaneous

(1) The EGM is expected to take no more than half a day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.

(2) The address 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, the PRC  
Telephone: (86) 021-52293555  
Facsimile: (86) 021-52293558

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## NOTICE OF 2023 SECOND H SHAREHOLDERS' CLASS 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 2023 SECOND H SHAREHOLDERS' CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that the 2023 second H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Shanghai Haohai Biological Technology Co., Ltd.\* (the "**Company**") will be held on Friday, 15 September 2023 immediately after the conclusion or adjournment of 2023 first extraordinary general meeting (the "**EGM**") and 2023 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, the 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 circular of the Company dated 29 August 2023.

#### **Special Resolutions**

1. To consider and approve the plan on the repurchase of A Shares through centralized bidding trading:
  - 1.1 Type of the Shares to be repurchased;
  - 1.2 Method of the Shares Repurchase;
  - 1.3 Period of the Shares Repurchase;
  - 1.4 Use of the Shares to be repurchased;
  - 1.5 Repurchase price;
  - 1.6 Quantity of the Shares to be repurchased and total amount of funds for the Share Repurchase;
  - 1.7 Relevant arrangements for cancellation or transfer of A Shares after the Share Repurchase;
  - 1.8 Relevant arrangements to prevent jeopardising creditors' interests; and

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## NOTICE OF 2023 SECOND H SHAREHOLDERS' CLASS MEETING

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2. To consider and approve the grant of mandate to the Board to deal with matters in relation to the repurchase of A Shares.

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

Shanghai, the PRC  
29 August 2023

\* For identification purpose only

*Notes:*

**1. Eligibility for attending and voting at the H Shareholders' Class Meeting 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 H Shareholders' Class Meeting, the register of members of H Shares will be closed from Tuesday, 12 September 2023 to Friday, 15 September 2023 (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 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 Monday, 11 September 2023. H Shareholders whose names appear on the register of members of H Shares after 4:30 p.m. on Monday, 11 September 2023 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 H Shareholders' Class Meeting on his behalf. A proxy need not be a H Shareholder.
- (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. not later than 2:00 p.m. on Thursday, 14 September 2023. Completion and return of the form of proxy will not preclude H 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**

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 H Shareholder may attend the H Shareholders' Class Meeting by providing a copy of the resolution of the Board or other governing body of such H Shareholder appointing such person to attend the meeting.

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

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

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## NOTICE OF 2023 SECOND H SHAREHOLDERS' CLASS MEETING

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### 5. Miscellaneous

(1) The H Shareholders' Class Meeting is expected to take no more than half a day. H 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 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, the PRC  
Telephone: (86) 021-52293555  
Facsimile: (86) 021-52293558