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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)**

**POLL RESULTS OF 2016 FIRST DOMESTIC SHAREHOLDERS'  
CLASS MEETING,  
2016 FIRST H SHAREHOLDERS' CLASS MEETING AND  
2015 ANNUAL GENERAL MEETING HELD ON JUNE 3, 2016;  
DISTRIBUTION OF FINAL DIVIDEND FOR 2015;  
APPOINTMENT OF MEMBERS FOR THE THIRD SESSION OF  
THE BOARD AND SUPERVISORY COMMITTEE  
AND  
APPOINTMENT OF CHAIRMAN FOR THE THIRD SESSION OF  
THE BOARD AND CHAIRMAN FOR THE THIRD SESSION OF  
THE SUPERVISORY COMMITTEE**

The Board is pleased to announce that the resolution set out in the Notice of Domestic Shareholders' Class Meeting was duly passed at the Domestic Shareholders' Class Meeting held on June 3, 2016; the resolution set out in the Notice of H Shareholders' Class Meeting was duly passed at the H Shareholders' Class Meeting held on June 3, 2016; and all resolutions set out in the Notice of Annual General Meeting were duly passed at the Annual General Meeting held on June 3, 2016.

**THE POLL RESULT OF DOMESTIC SHAREHOLDERS' CLASS MEETING**

References are made to the Notice of 2016 First Domestic Shareholders' Class Meeting ("**Domestic Shareholders' Class Meeting**") dated April 15, 2016 ("**Notice of Domestic Shareholders' Class Meeting**") and the circular dated April 15, 2016 (the "**Circular**") of Shanghai Haohai Biological Technology Co., Ltd. (the "**Company**"). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that the Domestic Shareholders' Class Meeting was held at 9:30 a.m., Friday, June 3, 2016 at Rose Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC, by way of an on-site meeting, and the resolution set out in the Notice of Domestic Shareholders' Class Meeting was passed by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for vote counting at the Domestic Shareholders' Class Meeting.

The meeting was convened by the Board and chaired by Dr. Hou Yongtai, the Chairman of the Board.

As at the date of the Domestic Shareholders' Class Meeting, the total number of Domestic Shares issued was 120,000,000 shares, which was the total number of Domestic Shares entitling the domestic shareholders of the Company (the "**Domestic Shareholders**") to attend and vote for or against or abstain from voting in respect of the resolution proposed at the Domestic Shareholders' Class Meeting. Shareholders holding an aggregate of 112,000,000 Domestic Shares with voting rights, representing approximately 93.33% of the total issued Domestic Shares, attended the Domestic Shareholders' Class Meeting either in person or by proxy. There were no Domestic Shares entitling the Domestic Shareholders to attend and abstain from voting in favour of the special resolution proposed at the Domestic Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules and no Domestic Shareholder was required under the Listing Rules to abstain from voting at the Domestic Shareholders' Class Meeting. There was no restriction on any Domestic Shareholders to cast votes on the proposed special resolution at the Domestic Shareholders' Class Meeting. None of the Domestic Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the special resolution proposed at the Domestic Shareholders' Class Meeting.

The poll result of the Domestic Shareholders' Class Meeting was as follows:

Special Resolution		Number of Votes (approximately %)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the general mandate to repurchase H Shares.	112,000,000 (100.00%)	0 (0.00%)	0 (0.00%)

The full text of the resolution is set out in the Notice of Domestic Shareholders' Class Meeting.

As more than two-thirds of the votes were cast in favour of the special resolution proposed at the Domestic Shareholders' Class Meeting, the special resolution proposed at the Domestic Shareholders' Class Meeting was duly passed.

## THE POLL RESULT OF H SHAREHOLDERS' CLASS MEETING

References are made to the Notice of 2016 First H Shareholders' Class Meeting ("**H Shareholders' Class Meeting**") dated April 15, 2016 of the Company ("**Notice of H Shareholders' Class Meeting**") and the Circular.

The Board is pleased to announce that the H Shareholders' Class Meeting was held at 10:00 a.m., Friday, June 3, 2016 at Rose Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC, by way of an on-site meeting, and the resolution set out in the Notice of H Shareholders' Class Meeting was passed by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for vote counting at the H Shareholders' Class Meeting.

The meeting was convened by the Board and chaired by Dr. Hou Yongtai, the Chairman of the Board.

As at the date of the H Shareholders' Class Meeting, the total number of H Shares issued was 40,045,300 shares, which was the total number of H Shares entitling the H shareholders of the Company (the "**H Shareholders**") to attend and vote for or against or abstain from voting in respect of the resolution proposed at the H Shareholders' Class Meeting. H Shareholders holding an aggregate of 13,652,016 H Shares with voting rights, representing approximately 34.09% of the total issued H Shares, attended the H Shareholders' Class Meeting either in person or by proxy. There were no H Shares entitling the H Shareholders to attend and abstain from voting in favour of the special resolution proposed at the H Shareholders' Class Meeting as set out in Rule 13.40 of the Listing Rules and no H Shareholder was required under the Listing Rules to abstain from voting at the H Shareholders' Class Meeting. There was no restriction on any H Shareholders to cast votes on the proposed special resolution at the H Shareholders' Class Meeting. None of the H Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the special resolution proposed at the H Shareholders' Class Meeting.

The poll result of the H Shareholders' Class Meeting was as follows:

Special Resolution		Number of Votes (approximately %)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the general mandate to repurchase H Shares.	12,978,716 (95.07%)	673,300 (4.93%)	0 (0.00%)

The full text of the resolution is set out in the Notice of H Shareholders' Class Meeting.

As more than two-thirds of the votes were cast in favour of the special resolution proposed at the H Shareholders' Class Meeting, the special resolution proposed at the H Shareholders' Class Meeting was duly passed.

## **THE POLL RESULTS OF ANNUAL GENERAL MEETING**

References are made to the Notice of 2015 Annual General Meeting (“AGM”) dated April 15, 2016 of the Company (the “**Notice of AGM**”) and the Circular.

The Board is pleased to announce that the AGM was held at 10:30 a.m., Friday, June 3, 2016 at Rose Hall, Rainbow Hotel, 2000 Yan'an West Road, Shanghai, PRC, by way of an on-site meeting, and the resolutions set out in the Notice of AGM were passed by way of poll. Computershare Hong Kong Investor Services Limited, the Company's H share registrar, was appointed as the scrutineer for vote counting at the AGM.

The meeting was convened by the Board and chaired by Dr. Hou Yongtai, the Chairman of the Board.

As at the date of the AGM, the total number of Shares issued by the Company was 160,045,300 Shares, comprising 120,000,000 Domestic Shares and 40,045,300 H Shares, which was the total number of Shares entitling the shareholders of the Company (the “**Shareholders**”) to attend and vote for or against or abstain from voting in respect of the resolutions proposed at the AGM. Shareholders holding an aggregate of 125,182,846 Shares with voting rights, representing approximately 78.22% of the total issued Shares, attended the AGM either in person or by proxy. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions proposed at the AGM as set out in Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting at the AGM. There was no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions proposed at the AGM.

The poll results of the AGM were as follows:

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
1.	To consider and, if thought fit, approve the work report of board of directors of the Company for 2015.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
2.	To consider and, if thought fit, approve the work report of supervisory committee of the Company for 2015.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
3.	To consider and approve <i>Proposal on the Election of Directors for the Third Session of the Board.</i>			
3.1	To elect Dr. Hou Yongtai as an executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	124,266,946 (99.27%)	915,900 (0.73%)	0 (0.00%)
3.2	To elect Mr. Wu Jianying as an executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	124,237,346 (99.24%)	945,500 (0.76%)	0 (0.00%)
3.3	To elect Mr. Huang Ping as an executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,153,246 (99.98%)	29,600 (0.02%)	0 (0.00%)
3.4	To elect Ms. Chen Yiyi as an executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
3.5	To elect Ms. You Jie as a non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,153,246 (99.98%)	29,600 (0.02%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
3.6	To elect Mr. Gan Renbao as a non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
3.7	To elect Mr. Chen Huabin as an independent non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
3.8	To elect Mr. Shen Hongbo as an independent non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,153,246 (99.98%)	29,600 (0.02%)	0 (0.00%)
3.9	To elect Mr. Li Yuanxu as an independent non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
3.10	To elect Mr. Zhu Qin as an independent non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
3.11	To elect Mr. Wong Kwan Kit as an independent non-executive Director of the Third Session of the Board and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
4.	To consider and approve <i>Proposal on the Election of Supervisors for the Third Session of the Supervisory Committee.</i>			
4.1	To elect Mr. Liu Yuanzhong as a Supervisor of the Third Session of the Supervisory Committee and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
4.2	To elect Ms. Yang Qing as a Supervisor of the Third Session of the Supervisory Committee and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
4.3	To elect Mr. Tang Yuejun as a Supervisor of the Third Session of the Supervisory Committee and to authorize the Board to fix the remuneration and to do all such acts and things to give effect to such matters.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
5	To consider and, if thought fit, approve the financial reports of the Company for 2015.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
6	To consider and, if thought fit, approve the profit distribution proposal of the Company for 2015.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
7	To consider and, if thought fit, approve the appointment of Ernst & Young Hua Ming LLP and Ernst & Young as the Company's domestic and international auditors, respectively until the close of the annual general meeting of the Company for 2016, and to authorise the Board to fix their respective remuneration.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
8	To consider and, if thought fit, approve the change in use of proceeds from the Global Offering.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
Special Resolutions		Number of Votes (approximately %)		
		For	Against	Abstain
9.	To consider and, if thought fit, approve the general mandate to repurchase H Shares.	125,182,846 (100.00%)	0 (0.00%)	0 (0.00%)
10.	To consider and, if thought fit, issue additional H Shares and additional Domestic Shares in the share capital of the Company and to grant the Board a general mandate to issue additional shares.	119,372,958 (95.36%)	5,809,888 (4.64%)	0 (0.00%)

The full text of the resolutions are set out in the Notice of AGM.

As more than half of the votes were cast in favour of the ordinary resolutions numbered 1 to 8 set out above at the AGM, all such resolutions were duly passed as ordinary resolutions of the Company. As more than two-thirds of the votes were cast in favour of the special resolutions numbered 9 and 10 set out above at the AGM, all such resolutions were duly passed as special resolutions of the Company.

#### **DISTRIBUTION OF FINAL DIVIDEND FOR 2015**

At the AGM, the 2015 Profit Distribution Proposal was duly approved by Shareholders. The full text of the resolution was set out in the Circular.

The Company will distribute a final dividend of RMB0.40 (tax inclusive) per share for the year ended December 31, 2015 to the Shareholders whose names are recorded in the Register of Members of the Company on June 17, 2016. In order to determine the shareholders who are entitled to receive the final dividend for the year ended December 31, 2015, the register of members of the Company will be closed between Monday, June 13, 2016 and Friday, June 17, 2016, both days inclusive, during which no transfer of shares will be registered. For qualifying to receive the final dividend for the year 2015, holders of H shares whose transfer has 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares, or the head office of the Company at 4/F, Block 2, Alley 139 Anshun Road, Changning District, Shanghai, China for holders of domestic shares for registration at or before 4:30 p.m. on Friday, June 10, 2016. Pursuant to the requirements of the Articles of Association, dividends are denominated and distributed in RMB. Dividends distributed to holders of Domestic Shares are paid in RMB, and dividends distributed to holders of H Shares are paid in Hong Kong Dollars. The relevant exchange rate shall be the average central parity rate of foreign exchange published by the People's Bank of China within five business days prior to the date of dividend distribution announced by the AGM, being RMB 1.00 : HK\$1.180925, representing a final dividends of HK\$0.47237 (tax inclusive) payable per H Share.

The Company has appointed Computershare Hong Kong Trustees Limited as the Hong Kong Receiving Agent ("**Receiving Agent**") to receive the dividends distributed by the Company on behalf of the H Shareholders. Dividends will be paid by the Receiving Agent and the relevant dividend warrants will be sent out by way of ordinary post by Computershare Hong Kong Investor Services Limited, the Company's H share registrar, on or before July 29, 2016 to the H Shareholders entitled to receive the dividends at the H Shareholders' own risk.

## **WITHHOLDING AND PAYMENT OF DIVIDEND TAX**

### **Individual Income Tax Payable by Non-resident Individual Shareholders**

Pursuant to the Notice on the Issues on Levy of Individual Income Tax after the Abolishment of Document Guo Shui Fa [1993] No. 045 issued by the State Administration of Taxation on June 28, 2011, the dividends distributed by the Company to non-PRC resident individual shareholders of H Shares is subject to PRC individual income tax at a rate agreed by the applicable tax agreement or arrangement between China and the jurisdictions that the shareholders reside in, ranging from 5% to 20% (as the case may be). The Notice further states that the general tax rate applicable to the dividend income as stated in the relevant tax agreement or arrangement is 10%, therefore the Company may withhold 10% of the dividends for tax payment without prior approval of the competent tax authority. Shareholders who reside in a jurisdiction where the applicable tax rate for dividends is lower than 10% (as stated in the relevant tax agreement or arrangement) are entitled to a refund of the excessive amount withheld by the Company, though such refund is subject to the approval of the competent tax authority. For shareholders who reside in a jurisdiction where the tax rate for dividends is above 10% but less than 20% (as stated in the relevant tax agreement or arrangement), we shall withhold the individual income tax at the actual rate in accordance with the relevant tax agreement or arrangement without the approval of the competent tax authority. For shareholders who reside in a jurisdiction where the tax rate for dividends is 20% (as stated in the relevant tax agreement or arrangement) or no tax agreement or arrangement has been entered into with China, we shall withhold the individual income tax at the rate of 20%. A brief introduction to the above arrangements has been made in the letter issued by the State Administration of Taxation to the Hong Kong Inland Revenue Department on June 28, 2011. The letter further specified that Hong Kong resident individuals shall pay a 10% individual income tax for the dividend received from the Company. Therefore the Company shall deduct 10% from the dividends to be distributed to non-PRC resident individual shareholders of H Shares as individual income tax, unless otherwise specified in the relevant requirements and procedures of the PRC tax authorities.

### **Enterprise Income Tax Payable by Non-resident Enterprise Shareholders**

Pursuant to the PRC Enterprise Income Tax Law and its implementation regulations, non-PRC resident enterprises which have not established any organizations or premises in China are subject to a 10% enterprise income tax for all the income generated in China. Also, according to the Notice on Issues Relevant to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Resident Enterprises to Offshore Non-resident Enterprise Holders of H Shares issued by the

State Administration of Taxation on November 6, 2008, PRC resident enterprises shall withhold dividend distributed to overseas non-PRC resident enterprise holders of H Shares at a uniform rate of 10% as enterprise income tax since 2008. Overseas non-PRC resident enterprise shareholders enjoying tax concessions under the relevant tax agreement or arrangement are eligible to a refund of the excessive amount withheld by the Company, though the refund is subject to the approval of the competent tax authorities.

## **APPOINTMENT OF DIRECTORS AND SUPERVISORS**

### **Appointment of Directors for the Third Session of the Board**

The Company is pleased to announce that Dr. Hou Yongtai, Mr. Wu Jianying, Mr. Huang Ping and Ms. Chen Yiyi were re-elected as executive Directors, Ms. You Jie and Mr. Gan Renbao were re-elected as non-executive Directors, and Mr. Chen Huabin, Mr. Shen Hongbo, Mr. Li Yuanxu, Mr. Zhu Qin and Mr. Wong Kwan Kit were re-elected as independent non-executive Directors at the AGM for a term of three years commencing from the date of the AGM.

The biographical details of the Directors listed above were set out in the Circular. As at the date of this announcement, there was no change in such information.

### **Appointment of Supervisors for the Third Session of the Supervisory Committee**

The Company is pleased to announce that Mr. Liu Yuanzhong, Ms. Yang Qing and Mr. Tang Yuejun were re-elected as Supervisors at the AGM for a term of three years commencing from the date of the AGM.

The biographical details of the Supervisors listed above were set out in the Circular. As at the date of this announcement, there was no change in such information.

### **Election of Chairman of the Board, Chairman of the Supervisory Committee and Employee Representative Supervisors**

The Board is pleased to announce that immediately following the AGM, Dr. Hou Yongtai was unanimously elected by the Board as the Chairman of the Third Session of the Board. His term of office would be consistent with the term of office of his directorship.

Also, immediately following the AGM, Mr. Liu Yuanzhong was unanimously elected by the Supervisory Committee as the Chairman of the Third Session of the Supervisory Committee of the Company. His term of office would be consistent his term of office as a Supervisor. The Third Session of the Supervisory Committee of

the Company comprises five Supervisors, including one shareholder representative Supervisor, namely Mr. Liu Yuanzhong; two independent Supervisors, namely Ms. Yang Qing and Mr. Tang Yuejun; and two employee representative Supervisors, namely Mr. Wei Changzheng and Mr. Yang Linfeng. At the employees' representative conference convened by the Company on June 3, 2016, Mr. Wei Changzheng and Mr. Yang Linfeng were re-elected as the employee representative Supervisors. Their respective term of office were consistent with the term of other Supervisors.

The biographies of Mr. Wei Changzheng and Mr. Yang Linfeng are as follows:

### **Mr. Wei Changzheng**

Mr. Wei Changzheng, aged 36, is an employee representative Supervisor of the Company. Mr. Wei has been acting as the deputy manager of the Research and Development Department at Shanghai Haohai Bio Technology Company Limited (“**Haohai Limited**”), the predecessor of the Company, since October 2009, and he has continued to serve this position after the conversion of Haohai Limited into the Company. He has been working as the manager at the department of research and development in Shanghai Qisheng Biologics Company Limited from October 2009 until present. He has been appointed as the Supervisor since July 2010. Mr. Wei obtained a doctor of science degree from Ocean University of China in June 2007.

### **Mr. Yang Linfeng**

Mr. Yang Linfeng, aged 34, is an employee representative Supervisor of the Company. He was an associate of the chief human resources officer of the Company from July 2011 to November 2015, and he has been a performance and development manager of the Human Resources Department since November 2015. He has been appointed as the Supervisor since September 2014. Mr. Yang obtained a doctoral degree in management at Fudan University in June 2011.

As at the date of this announcement, save as disclosed above and in the Circular, all of the Directors and Supervisors have confirmed that: (i) they are not related to any other Directors, Supervisors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) they did not hold any directorship in any other public companies whose shares were listed in Hong Kong or any overseas stock exchange in the past three years; (iii) none of them have or are deemed to have any interest in the shares or underlying shares of the Company or associated corporations (as defined in Part XV of the Securities and Futures Ordinance); (iv) no other matters are required to be brought to the attention of shareholders of the Company or the Stock Exchange or required to be disclosed under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The above Directors and Supervisors will enter into service agreements with the Company respectively. Pursuant to the terms of the service agreements, the remuneration of the Directors and Supervisors under the service agreements will be proposed by the Remuneration Committee of the Board based on factors, such as the general market remuneration level and the remuneration level of other similar companies in China as compared to the Company, and will be ultimately determined by the Board. The Company will disclose the remuneration of the Directors and Supervisors payable by the Company in its annual report.

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

Shanghai, PRC, June 3, 2016

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

*\* For identification purpose only*