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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bloomage BioTechnology Corporation Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Bloomage BioTechnology Corporation Limited

華熙生物科技有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 00963)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY-BACK SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT,
DECLARATION OF FINAL DIVIDEND,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 6 June 2016 (Monday) at 3:00 p.m. at Victoria I, Level 2, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

29 April 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on 6 June 2016 (Monday) at 3:00 p.m. at Victoria I, Level 2, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 16 to 20 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Bloomage BioTechnology Corporation Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the director or directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no.5 in the AGM Notice and an additional number representing the total number of Shares bought back by the Company pursuant to the Share Buy-back Mandate, if any;
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all the share options to be granted under the Share Option Scheme or such other schemes of the Company which, if refreshed, shall not in aggregate exceed 10% of the total number of issued Shares of the Company as at the date of the AGM;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to buy-back Shares set out as resolution no. 6 in the AGM Notice;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Share Option Scheme”	the share option scheme of the Company adopted on 3 September 2008;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong.

LETTER FROM THE BOARD



Bloomage BioTechnology Corporation Limited

華熙生物科技股份有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 00963)

Executive Directors:

Ms. Zhao Yan
Mr. Jin Xuekun
Ms. Liu Aihua
Ms. Wang Aihua

Non-executive Director:

Mr. Yau Wai Yan

Independent non-executive Directors:

Ms. Zhan Lili
Mr. Li Junhong
Mr. Xue Zhaofeng

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

*Principal Place of Business
in Hong Kong:*

Room 501
Hutchison House
No. 10 Harcourt Road
Central
Hong Kong

29 April 2016

To the Shareholders

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND BUY-BACK SHARES,
REFRESHMENT OF THE SCHEME MANDATE LIMIT,
DECLARATION OF FINAL DIVIDEND,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to provide Shareholders with information in respect of certain resolutions to be proposed at the AGM for: (i) the proposed grant of the Issue Mandate and the Share

LETTER FROM THE BOARD

Buy-back Mandate; (ii) the declaration of final dividend; (iii) the refreshment of the Scheme Mandate Limit; and (iv) the proposed re-election of retiring Directors. A notice of the AGM containing the resolutions to be proposed at the AGM is set out on pages 16 to 20 to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND BUY-BACK SHARES

The Company's existing mandates to issue and buy-back Shares was approved by the Shareholders on 18 June 2015. Unless otherwise renewed, the existing mandates to issue and buy-back Shares will lapse at the conclusion of the forthcoming AGM.

Ordinary resolutions will be proposed at the AGM to approve the granting of new general mandates:

- (i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares of the Company in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to buy-back Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to extend the number of Shares to be allotted and issued under the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Share Buy-back Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 361,472,334 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or bought back by the Company prior to the AGM, the Company would be allowed to issue a maximum of 72,294,466 Shares representing 20% of the total number of Shares of the Company in issue as at the date of the AGM. Subject to the passing of the proposed resolution granting the Share Buy-back Mandate and on the basis that no Shares will be issued and/or bought back by the Company prior to the AGM, the Company will be allowed to buy-back a maximum of 36,147,233 Shares representing 10% of the total number of Shares of the Company in issue as at the date of the AGM.

The Issue Mandate (including the extended Issue Mandate) and the Share Buy-back Mandate, if granted, shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Share Buy-back Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Articles to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Share Buy-back Mandate (as the case may be) by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

LETTER FROM THE BOARD

An explanatory statement containing information regarding the Share Buy-back Mandate is set out in Appendix I to this circular.

DECLARATION OF FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK\$2.7 cents per ordinary Share for the year ended 31 December 2015 to be paid on or about Friday, 15 July 2016 to the Shareholders whose names appear on the register of members of the Company on Friday, 17 June 2016. For such purpose, the register of members of the Company will be closed from Wednesday, 15 June 2016 to Friday, 17 June 2016, both dates inclusive, during which no transfer of Shares will be registered.

The above proposed dividends are subject to approval by the Shareholders at the forthcoming AGM.

REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Board proposes to seek the approval of the Shareholders to refresh the 10% Scheme Mandate Limit of the Share Option Scheme. The Share Option Scheme was adopted by the Company on 3 September 2008 by a resolution in writing passed by the Shareholders prior to the listing of the Shares on the Stock Exchange. Under the current Scheme Mandate Limit of the Share Option Scheme, the Directors were authorised to grant options to subscribe for up to 31,200,000 Shares, representing 10% of the Shares in issue as at the date of listing of the Shares. The original scheme mandate limit of the Share Option Scheme has never been refreshed since the adoption of the Share Option Scheme.

Since the adoption date of the Share Option Scheme on 3 September 2008 up to the Latest Practicable Date, share options carrying rights to subscribe for 22,440,000 Shares have been granted under the Share Option Scheme, of which share options carrying rights to subscribe for 3,639,000 Shares have been exercised, share options carrying rights to subscribe for 18,801,000 Shares remained outstanding (representing approximately 60.26% of the maximum number of Shares allowed to be issued under the existing Scheme Mandate Limit and approximately 5.20% of the issued share capital of the Company as at the Latest Practicable Date) and no share options carrying rights to subscribe for Shares have been cancelled or lapsed.

As a result of the increase in the number of issued shares from 312,000,000 on the adoption date of the Share Option Scheme to 361,472,334 on the Latest Practicable Date due to the exercise of unlisted warrants issued by the Company as set out in the announcement of the Company dated 19 September 2012, 8 October 2012, 18 June 2013, 11 July 2013 and 8 August 2013, the subscription of new ordinary shares of the Company as set out in the announcements of the Company dated 20 November 2015 and 8 January 2016, as well as the exercise of share options under the Share Option Scheme of the Company, the existing Scheme Mandate Limit available to be granted to eligible persons (including employees and Directors) represents only approximately 2.42% of the total number of Shares in issue as at the Latest Practicable Date. In order to provide the Company with greater flexibility in granting share options to eligible persons of the Company under the Share Option Scheme, the Board proposes to seek approval from the Shareholders in relation to the refreshment of the Scheme Mandate Limit of the Share Option Scheme up to 10% of the Shares in issue as at the date of the AGM. The Directors consider that the additional flexibility to be able to offer more share

LETTER FROM THE BOARD

options is an important factor for the Company to attract potential recruits and to retain existing employees and officers of the Company. As such, the Directors consider that such refreshment of the Scheme Mandate Limit of the Share Option Scheme is in the interests of the Company and the Shareholders as a whole.

Based on 361,472,334 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued or bought back by the Company and no share options are being exercised or granted prior to the AGM, upon the approval of the refreshment of the Scheme Mandate Limit of the Share Option Scheme, the Company will be authorised to grant options entitling the holders of the options to subscribe for a maximum of 36,147,233 Shares, representing 10% of the Shares in issue as at the date of the passing of the resolution to refresh the Scheme Mandate Limit.

No share options may be granted if this will result in the number of Shares which may be issued upon exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company exceeding 30% of the total number of Shares of the Company in issue from time to time. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

As at the Latest Practicable Date, the cumulative total number of Shares which may be issued upon exercise of all outstanding share options comprise 18,801,000 Shares under the Share Option Scheme, representing approximately 5.20% of the Shares in issue as at the Latest Practicable Date. Assuming that the refreshment of Scheme Mandate Limit will be approved, the number of Shares that may be issued under the Share Options Scheme will be an aggregate of 36,147,233 Shares, which, when aggregated with the 18,801,000 shares that may be issued under the outstanding options granted under the Share Option Scheme, represented approximately 15.20% of the Shares in issue at the Latest Practicable Date and is within the 30% limit in issue from time to time as required under the Share Option Scheme.

Share options previously granted under the Share Option Scheme and any other share option scheme(s) of the Company, including without limitation those outstanding, exercised, cancelled or lapsed in accordance with the Share Option Scheme or such other schemes of the Company will not be counted for the purpose of the proposed refreshment.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the refreshment of Scheme Mandate Limit at the AGM; and
- (ii) the Listing Committee of the Stock Exchange granting an approval for the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of any options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for granting of the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of the AGM) to be issued pursuant to the exercise of any options that may be granted under the refreshed Scheme Mandate Limit of the Share Option Scheme and all other share option scheme(s) of the Company.

LETTER FROM THE BOARD

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

On 18 January 2016, Mr. Yau Wai Yan and Mr. Xue Zhaofeng were appointed as non-executive director and independent non-executive director respectively. Pursuant to Article 86, Mr. Yau Wai Yan and Mr. Xue Zhaofeng shall retire as non-executive director and independent non-executive director at the AGM respectively, and being eligible, will offer themselves for re-election at the AGM. Mr. Jin Xuekun and Ms. Wang Aihua shall retire as Directors by rotation at the AGM, and being eligible, will offer themselves for re-election at the AGM pursuant to Article 87. Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

The AGM Notice convening the AGM to be held on 6 June 2016 (Monday) at 3:00 p.m. at Victoria I, Level 2, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong is set out on pages 16 to 20 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

In accordance with Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event no later than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so desire.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the grant of the Issue Mandate, the Share Buy-back Mandate, the declaration of final dividend, the refreshment of the Scheme Mandate Limit and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the AGM.

By order of the Board
Bloomage BioTechnology Corporation Limited
Zhao Yan
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Share Buy-back Mandate proposed to be granted to the Directors in the AGM.

1. STOCK EXCHANGE RULES FOR BUY-BACK OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy-back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all such proposed buy-back of shares must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up.

2. FUNDING AND IMPACT OF SHARE BUY-BACK

Any buy-back of Shares will be made out of funds which are legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2015 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-back were to be carried out in full during the proposed buy-back period.

The Directors do not propose to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy-back Shares on the market. Such buy-back may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 361,472,334 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and buy-back Shares and on the basis that no further Shares are issued or bought back between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to buy-back a maximum of 36,147,233 Shares representing 10% of the total number of Shares of the Company in issue as at the date of the AGM.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy-back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code.

As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable date and to the best knowledge and belief of the Directors, the following persons were the controlling shareholders of the Company (as defined under the Listing Rules):

Name of Shareholder	Number of Shares held	Approximate % shareholding	
		As at the Latest Practicable Date	If Share Buy-back Mandate is exercised in full
AIM First Investments Limited ("AFI")	182,520,000	50.49%	56.10%
Ms. Zhao Yan ("Ms. Zhao") (<i>Note</i>)	183,720,000	50.83%	56.47%

Note: The 183,720,000 Shares comprise (1) 1,200,000 Shares beneficially owned by Ms. Zhao and (2) 182,520,000 Shares held by AFI, which is wholly-owned by Ms. Zhao. Therefore, Ms. Zhao is deemed, or taken to be, interested in all the Shares which are beneficially owned by AFI for the purposes of the SFO.

In the event the Share Buy-back Mandate was exercised in full, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such buy-back of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Share Buy-back Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to buy-back Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Share Buy-back Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

To the best knowledge and belief, having made all reasonable enquiries, none of the Directors nor, any of their respective close associates (as defined in the Listing Rules) has any present intention, in the event that the proposed Share Buy-back Mandate is granted, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that they have a present intention to sell Shares to the Company nor have they undertaken not to sell any of the Shares held by them to the Company in the event that the Company is authorised to buy-back Shares.

8. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2015		
April	20.95	15.02
May	18.84	15.94
June	18.30	12.70
July	14.50	9.60
August	15.40	11.00
September	12.88	11.12
October	14.30	11.52
November	18.22	12.32
December	20.00	17.34
2016		
January	19.20	15.00
February	18.10	14.80
March	17.40	13.40
April (till the Latest Practicable Date)	17.24	14.94

Set out below are details of the proposed Directors to be re-elected at the AGM.

Mr. Jin Xuekun, aged 51, is an executive Director and the Chief Executive Officer. Mr. Jin is the director of several subsidiaries of the Company and the general manager of Beijing Bloomage Hyinc Technology Company Limited. Mr. Jin obtained from Fordham University a master's degree of Business Administration in 2002. Before joining the Group, Mr. Jin served as the general manager of the PRC division of Esaote (Shenzhen) Medical Equipment Co., Ltd., with profound understanding in the corporate strategic management, innovation of business model, and in fostering corporate culture. Mr. Jin also previously worked in various large international medical device groups. Mr. Jin has over 20 years' experience in the sales and marketing of international medical device in the PRC. Mr. Jin is fully responsible for the Group's business planning and operations management. Mr. Jin had been an independent non-executive Director from 18 June 2012 to 29 October 2013.

Save as disclosed above, Mr. Jin did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Mr. Jin Xuekun and Ms. Zhao Yan are business partners of companies which are outside the Group.

Save as disclosed above, Mr. Jin did not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Jin has entered into a director's service contract with the Company for a term commencing from 29 October 2013 to the 2015 annual general meeting to be convened in 2016, which may be terminated by either party thereto giving to the other three months' prior notice in writing and is entitled to receive an annual salary of RMB4,100,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibilities within the Group.

If re-elected, Mr. Jin will enter into a director's service contract with the Company for a term commencing from the date of the AGM which approves his re-election and ending at the conclusion of the 2018 annual general meeting to be held in 2019, which may be terminated by either party by giving to the other at least three months' prior notice in writing or otherwise in accordance with the terms of the director's service agreement. Mr. Jin will be entitled to receive an annual salary referred in the director's service contract, which will be determined with reference to the prevailing market price, the Company's remuneration policy, his duties and responsibilities with the Group.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Jin was deemed, or taken to be, interested in (i) an aggregate of 12,363,750 Shares (representing approximately 3.42% of the issued share capital of the Company), of which 6,950,000 Shares are the Shares which may be allotted and issued to him upon full exercise of the share options granted to him under the Share Option Scheme of the Company; and (ii) an aggregate of 16,600,000 warrants

(representing approximately 4.59% of the issued share capital of the Company), and a call option with respect to an aggregate of 9,960,000 Shares of the Company (representing approximately 2.76% of the issued share capital of the Company) which Mr. Jin held through Wealthy Delight Group Limited, a wholly-owned company of Mr. Jin.

Save as disclosed above, Mr. Jin did not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company and there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Ms. Wang Aihua, aged 38, is an executive Director. She graduated from Yanshan University (燕山大學)(formerly known as The Northeast Heavy Machinery Institute (東北重型機械學院)) in 1999 with a bachelor's degree in economic major in international economic and trading. She further obtained a master of business administration degree from Yanshan University in 2004 with a major in the management science and engineering from 2001 to 2004. Ms. Wang worked as an analyst for Golden Credit Rating International Co., Ltd. and was responsible for analysis and assessment of company solvency and major loan projects. She is responsible for the office operation of the Board and capital management of the Group. Ms. Wang is the director of several subsidiaries of the Company. She joined the Group in December 2008.

Save as disclosed above, Ms. Wang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Ms. Wang did not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Ms. Wang has entered into a director's service contract with the Company for a term commencing from 28 May 2014 to the 2015 annual general meeting to be convened in 2016, which may be terminated by either party thereto giving to the other three months' prior notice in writing and is entitled to receive an annual salary of HK\$200,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, her duties and responsibilities within the Group.

If re-elected, Ms. Wang will enter into a director's service contract with the Company for a term commencing from the date of the AGM which approves her re-election and ending at the conclusion of the 2018 annual general meeting to be held in 2019, which may be terminated by either party by giving to the other at least three months' prior notice in writing or otherwise in accordance with the terms of the director's service agreement. Ms. Wang will be entitled to receive an annual salary referred in the director's service contract, which will be determined with reference to the prevailing market price, the Company's remuneration policy, her duties and responsibilities with the Group.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Wang was deemed, or taken to be, interested in an aggregate of 922,188 Shares (representing approximately 0.26% of the issued share capital of the Company), of which 680,000 Shares are the Shares which may be allotted and issued to her upon full exercise of the share options granted to her under the share option scheme of the Company.

Save as disclosed above, Ms. Wang did not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company and there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Xue Zhaofeng, aged 48, was appointed as an independent non-executive Director on 18 January 2016. He holds a doctorate of philosophy (PhD) in economics from George Mason University and was a postdoctoral fellow at School of Law, Northwestern University in the United States from 2008 to 2010. Mr. Xue is currently a professor at National School of Development and a co-director of the Institute for Law and Economics, Peking University. In 2006, Mr. Xue was awarded the title of “Youth of the Year” by Southern People Magazine. Mr. Xue is a member of “Information Society 50 Forum” (信息社會50人論壇), a co-founding member of “Micro-Finance 50 Forum” (微金融50人論壇) and the invited-economist of Alibaba Inc.. Mr. Xue is also the author of various books, including “Global Trend: The Modularized Innovation and the New Opportunity of China” (《全球風口積木式創新與中國新機會》), “Common Sense in Economics” (《經濟學通識》) and “Commerce without Frontiers: The Economics Revolution in Antitrust” (《商業無邊界反壟斷法的經濟學革命》).

Save as disclosed above, Mr. Xue did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Xue did not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Xue has entered into a director’s service contract with the Company for a term of three years commencing from 18 January 2016, which may be terminated by either party thereto giving to the other one month’s prior notice in writing and is entitled to receive an annual salary of HK\$150,000 which is determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities within the Group.

Save as disclosed above, Mr. Xue did not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company and there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yau Wai Yan, aged 40, is a non-executive Director and the company secretary of the Company appointed on 18 January 2016. Mr. Yau is an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Yau graduated from the Hong Kong University of Science and Technology with a bachelor's degree in professional accounting. Prior to joining the Company, Mr. Yau had worked for an international accounting firm for over 10 years. Mr. Yau is the financial controller, the authorised representative of the Company and is a director of a subsidiary of the Company.

Save as disclosed above, Mr. Yau did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, Mr. Yau did not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Mr. Yau has entered into a director's service contract with the Company for a term of three years commencing from 18 January 2016, which may be terminated by either party thereto giving to the other one month's prior notice in writing and is entitled to receive an annual salary of HK\$100,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities within the Group.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Yau was deemed, or taken to be, interested in an aggregate of 341,788 Shares (representing approximately 0.09% of the issued share capital of the Company), of which 99,600 Shares are the Shares which may be allotted and issued to him upon full exercise of the share options granted to him under the share option scheme of the Company;

Save as disclosed above, Mr. Yau did not have, and is not deemed to have, any interests in any shares, underlying shares or debentures (as defined under Part XV of the SFO) of the Company and there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Bloomage BioTechnology Corporation Limited

華 熙 生 物 科 技 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock code: 00963)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of Bloomage BioTechnology Corporation Limited (the “Company”) will be held on 6 June 2016 (Monday) at 3:00 p.m. at Victoria I, Level 2, Four Seasons Hotel, 8 Finance Street, Central, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated accounts and reports of the directors of the Company (the “Directors”) and auditors of the Company and its subsidiaries for the year ended 31 December 2015.
2. To declare a final dividend of HK\$2.7 cents per share for the year ended 31 December 2015.
3. To re-appoint KPMG as auditors to the Company and to authorise the board of directors of the Company to fix their remuneration.
4.
 - (a) Mr. Jin Xuekun be re-elected as an executive Director and the board of directors of the Company be authorised to fix his director’s remuneration;
 - (b) Ms. Wang Aihua be re-elected as an executive Director and the board of directors of the Company be authorised to fix her director’s remuneration;
 - (c) Mr. Yau Wai Yan be re-elected as a non-executive Director and the board of directors of the Company be authorised to fix his director’s remuneration; and
 - (d) Mr. Xue Zhaofeng be re-elected as an independent non-executive Director and the board of directors of the Company be authorised to fix his director’s remuneration.
5. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and

NOTICE OF ANNUAL GENERAL MEETING

deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the total number of Shares of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

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6. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to buy-back issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to buy-back such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to buy-back its shares at a price determined by the Directors;
- (C) the total number of Shares of the Company bought back or agreed conditionally or unconditionally to be bought back by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the total number of Shares of the Company in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. **“THAT** conditional upon the passing of Resolutions No. 5 and No. 6 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the Directors pursuant to Resolution No. 5 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the total number of Shares of the Company bought back by the Company under the authority granted pursuant to Resolution No.6 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing this Resolution.”

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8. “**THAT**, subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of options that may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the grant of share options under the share option scheme of the Company adopted on 3 September 2008 (the “Share Option Scheme”) be and is hereby approved provided that:
- (A) the total number of Shares which may be allotted and issued upon exercise of all options to be granted under the Share Option Scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, shall not exceed 10% of the Shares in issue as at the date of passing this resolution (the “Refreshed Scheme Mandate Limit”); and
- (B) options granted prior to the date of passing this resolution under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

By Order of the Board
Bloomage BioTechnology Corporation Limited
Zhao Yan
Chairman

Beijing, the People’s Republic of China, 29 April 2016

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the board of the directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.

NOTICE OF ANNUAL GENERAL MEETING

4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. The transfer books and Register of Members of the Company will be closed from 2 June 2016 to 6 June 2016, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 1 June 2016.
8. The record date for entitlement to the proposed final dividend is 17 June 2016. For determining the entitlement to the proposed final dividend (if approved at Meeting), the register of members of the Company will be closed from 15 June 2016 to 17 June 2016 and no transfer of shares will be effected on such date. In order to qualify for the proposed final dividend, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 14 June 2016. It is expected that the final dividend will be paid on or around 15 July 2016.
9. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 6 as set out in this notice is enclosed.
10. Details of each of Mr. Jin Xuekun, Ms. Wang Aihua, Mr. Yau Wai Yan and Mr. Xue Zhaofeng proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to this circular.
11. A form of proxy for use at the Meeting is enclosed.

As at the date hereof, the Board comprises four executive Directors, namely, Ms. Zhao Yan, Mr. Jin Xuekun, Ms. Liu Aihua and Ms. Wang Aihua; one non-executive Director, namely, Mr. Yau Wai Yan and three independent non-executive Directors, namely, Ms. Zhan Lili, Mr. Li Junhong, and Mr. Xue Zhaofeng.