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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Bloomage BioTechnology Corporation Limited (the “**Company**”) will be held at Ballroom C, 5/F, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 16 October 2017 at 3:30 p.m. (Hong Kong time) (or so soon thereafter as the meeting of the Scheme Shareholders (as defined in the Scheme of Arrangement hereinafter mentioned) convened at the direction of the Grand Court of the Cayman Islands for the same day and place shall have been concluded or adjourned), for the purpose of considering and, if thought fit, passing the following resolutions (with or without amendment):

SPECIAL RESOLUTION

1 “THAT AS A SPECIAL RESOLUTION:

- (a) pursuant to (and subject to approval of) the scheme of arrangement dated 15 September 2017 (the “**Scheme of Arrangement**”) between the Company and the holders of Scheme Shares (as defined in the Scheme of Arrangement) in the form of the print thereof, which has been produced to this meeting and for the purposes of identification signed by the chairman of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme of Arrangement), the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme of Arrangement); and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme of Arrangement and the reduction of capital pursuant to the Scheme of Arrangement, including (without limitation) the giving of consent to any modification of or addition to, the Scheme of Arrangement or the reduction of capital, which the Grand Court of the Cayman Islands may see fit to impose.”

ORDINARY RESOLUTION

2 “THAT AS AN ORDINARY RESOLUTION:

- (a) subject to and simultaneously with the cancellation and extinguishment of the Scheme Shares referred to in resolution 1(a) taking effect, (i) the surrender and cancellation of the Zhao Shares (as defined in the composite document containing the Scheme of Arrangement dated 15 September 2017) be and is hereby approved; and (ii) the share capital of the Company will be increased to its former amount by the issuance at par to Grand Full Development Limited, credited as fully paid, of the aggregate number of Shares (as defined in the Scheme of Arrangement) as is equal to the number of Scheme Shares cancelled and Zhao Shares surrendered and cancelled;
- (b) the reserve created in the Company’s books of account as a result of the capital reduction and surrender will be applied in paying up in full at par the new Shares so issued, credited as fully paid, to Grand Full Development Limited;
- (c) the authorisation of any one of the directors of the Company to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the shares of the Company be and is approved, confirmed and ratified; and
- (d) the directors of the Company be and are hereby authorised and instructed to do all such acts and things considered by them to be necessary or desirable to give effect to the matters referred to in, and contemplated by, this resolution.”

By Order of the Board
Bloomage BioTechnology Corporation Limited
Gong Anmin
Director

Dated 15 September 2017

Registered office

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

Principal Place of Business in Hong Kong

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

Notes:

- (1) A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint another person as his proxy to attend and, on a poll, to vote instead of him. A member holding two or more shares may appoint more than one proxy. A proxy need not be a member of the Company, but must attend the extraordinary general meeting in person to represent him.
- (2) A **white** form of proxy for use at the extraordinary general meeting is enclosed with the composite document containing the Scheme of Arrangement dated 15 September 2017 despatched to members of the Company.
- (3) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with the Hong Kong branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the extraordinary general meeting or any adjournment thereof failing which the form of proxy will not be valid. Completion and return of the form of proxy will not preclude a member from attending the extraordinary general meeting and voting in person if he so wishes. In the event that a member attends and votes at the extraordinary general meeting after having lodged his form of proxy, his form of proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

The register of members of the Company will be closed from Wednesday, 11 October 2017 to Monday, 16 October 2017 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the extraordinary general meeting, all transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 10 October 2017.

As at the date of this announcement, the Directors are:

Executive Directors:

Ms. Zhao Yan

Mr. Jin Xuekun

Mr. Gong Anmin

Ms. Wang Aihua

Non-executive Director:

Mr. Yau Wai Yan

Independent non-executive Directors:

Ms. Zhan Lili

Mr. Li Junhong

Mr. Xue Zhaofeng

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.