
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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) RESOLUTION ON THE ELECTION OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR**
**(2) PROPOSAL TO AMEND THE WORKING RULES FOR THE
INDEPENDENT DIRECTORS**
AND
(3) NOTICE OF EGM

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

Notice convening the EGM to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 29 December 2023 at 1:00 p.m. is set out on pages EGM-1 to EGM-2 of this circular, respectively. The form of proxy for use at the said meeting is enclosed and is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.3healthcare.com).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the form of proxy in accordance with the instructions printed thereon. The form of proxy should be returned by H Shareholders 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 or any adjourned meeting thereof (as the case may be), i.e. not later than 1:00 p.m. on Thursday, 28 December 2023. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM 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

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
“Articles of Association”	the Articles of Association of the Company, as amended, revised or supplemented from time to time
“Board”	the board of Directors of the Company
“Company”	Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司), a joint stock company incorporated in the PRC with limited liability and its H Shares and A Shares are listed on the Hong Kong Stock Exchange (Stock Code: 6826) and the Sci-Tech Innovation Board of the SSE (Stock Code: 688366), respectively
“Company Law”	the Company Law of the People’s Republic of China, as amended from time to time
“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“EGM”	the 2023 second 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, 29 December 2023 at 1:00 p.m. or any adjournment thereof and the notice of which is set out on pages EGM-1 to EGM-2 of this circular
“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

DEFINITIONS

“H Shareholder(s)”	holder(s) of H Shares
“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”	4 December 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
“RMB”	Renminbi, the lawful currency of the PRC
“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)
“SSE”	the Shanghai Stock Exchange
“%”	per cent

LETTER FROM THE BOARD



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

8 December 2023

To the Shareholders

Dear Sir/Madam,

- (1) RESOLUTION ON THE ELECTION OF AN INDEPENDENT
NON-EXECUTIVE DIRECTOR**
**(2) PROPOSAL TO AMEND THE WORKING RULES FOR THE
INDEPENDENT DIRECTORS**
AND
(3) NOTICE OF EGM

INTRODUCTION

The purpose of this circular is to give you the notice of EGM 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.

* For identification purpose only

LETTER FROM THE BOARD

ORDINARY RESOLUTIONS

1. Election of an Independent Non-Executive Director

According to the requirement that “an independent director, in principle, may act as independent director for a maximum of three domestic listed companies” under the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》) promulgated by the CSRC on 1 August 2023, in order to fulfill the regulatory requirement as well as considering the personal efforts dedicated to perform his work, Mr. Guo Yongqing has tendered his resignation as an Independent Non-executive Director of the Fifth Session of the Board and all positions held by him in the special committees under the Board.

The Company convened the 17th meeting of the Fifth Session of the Board on 1 December 2023 which considered and approved the resolution to nominate Mr. Shen Hongbo (沈紅波) as an Independent Non-executive Director candidate to fill the vacancy as a result of the resignation of Mr. Guo Yongqing as an Independent Non-executive Director.

In the event that Mr. Shen Hongbo is elected as an Independent Non-executive Director, his terms of office will be from the date of the approval by the Shareholders at the EGM until the date of expiration of the Fifth Session of the Board.

Biographical details of Mr. Shen Hongbo is set out in Appendix I of this circular.

2. Proposal to Amend the Working Rules for the Independent Directors

According to the Company Law, the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Rules Governing the Listing of Shares on the Science and Technology Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》), and the Guideline No.1 on the Application of Self-Regulatory Rules for Listed Companies on the Science and Technology Innovation Board of Shanghai Stock Exchange – Regulated Operation (《上海證券交易所科創板上市公司自律監管指引第1號–規範運作》), and combined with the actual situation of the Company, the Board proposes to make amendments to the Working Rules for the Independent Directors.

The full text of the amended Working Rules for the Independent Directors is set out in Appendix II of this circular. The Working Rules for the Independent Directors is prepared in Chinese. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

LETTER FROM THE BOARD

THE EGM

Notices of the EGM

The EGM will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Friday, 29 December 2023 at 1:00 p.m., the notice of the EGM is set out on pages EGM-1 to EGM-2 to this circular.

Closure of register of members

The register of members of H Shares will be closed from Friday, 22 December 2023 to Friday, 29 December 2023 (both days inclusive), during which time no transfer of H Shares will be registered. To qualify 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 (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 Thursday, 21 December 2023. H Shareholders whose names appear on the register of members of H Shares after 4:30 p.m. on Thursday, 21 December 2023 will be entitled to attend and vote at the EGM or any adjournment thereof.

The Company will announce separately on the SSE for details of the A Shareholders' eligibility for attending the EGM.

Forms of proxy

H Shareholders who intend to attend the EGM 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 or any adjournment thereof (as the case may be), i.e. no later than 1:00 p.m. on Thursday, 28 December 2023. Completion and return of the form of proxy will not preclude H Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish.

Voting by poll

Pursuant to Rule 13.39(4) of the Hong Kong Listing Rules, resolutions to be proposed at general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The chairman of the EGM will therefore demand poll for every resolution put to the vote at the EGM. 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.

LETTER FROM THE BOARD

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 notice of the EGM which is to be proposed at the EGM.

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 biographical details of Mr. Shen Hongbo (沈紅波) are set out below:

Mr. Shen Hongbo (“**Mr. Shen**”), aged 44, he is currently a professor and a tutor for students of doctoral degree in the Faculty of Economics of Fudan University. From March 2007 to March 2009, he pursued post-doctorate research work in the Faculty of Finance of Tsinghua University, and he was a visiting scholar in the Harvard Business School from January 2009 to February 2009. He has served as an independent non-executive director of the Company from October 2014 to June 2020; he has served as an independent director of STO Express Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002468) from December 2016 to December 2022; and he has been serving as an independent director of Jiangsu Lianyungang Port Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 601008) since April 2020. Mr. Shen has obtained a PhD degree in Management (Accountancy) from Shanghai University of Finance and Economics in January 2007, and became a member of The Association of Chartered Certified Accountants (ACCA) of United Kingdom since January 2015.

Save as disclosed above, as at the Latest Practicable Date, Mr. Shen (i) does not hold any other positions in any members of the Group, nor any other major appointments and professional qualifications; (ii) did not hold any directorships in any public company listed in Hong Kong or any other major stock exchanges during the past three years; (iii) does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company; (iv) does not hold any interest in the shares, underlying shares or debentures of the Company and its associated corporations which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, as at the Latest Practicable Date, there are no any other matters in connection with the election of Mr. Shen that are required to be brought to the attention of the shareholders, nor any other matters which are required to be disclosed under Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules.

Mr. Shen has confirmed his independence pursuant to Rule 3.13 of the Hong Kong Listing Rules. The Board is also of the opinion that Mr. Shen has complied with the independence guidelines set out in the Hong Kong Listing Rules and he is independent according to the terms of the guidelines.

The Company will enter into a service contract with Mr. Shen, and his remuneration will be determined in accordance with the Remuneration Plan of Directors and Supervisors for 2023 approved at the annual general meeting held by the Company on 12 June 2023 and with reference to his duties in the Company and the prevailing market conditions, and will be subject to review by the Board and the Remuneration and Appraisal Committee from time to time.

**Working Rules for the Independent Directors
of
Shanghai Haohai Biological Technology Co., Ltd.***

Chapter 1 General Provisions

Article 1 To further improve the governance structure of Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司) (the “**Company**”), establish modern corporate systems, optimize the structure of the board of directors, protect the interests of minority shareholders and stakeholders and promote the standardized operation of the Company, these Working Rules for the Independent Directors (the “**Working Rules**”) are formulated pursuant to relevant requirements of the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China and other relevant laws and provisions, and the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd.* (the “**Articles of Association**”).

Article 2 Independent directors shall perform their duties independently and fairly and free from any influence by the Company, the substantial shareholders and actual controllers of the Company or any entities or individuals that have interest with the Company. In the event that the independence of any independent director being affected by a resolution to be considered, he shall make a declaration to the Company and abstain from discussion and voting. In the event the independence of an independent director being apparently affected by any condition during his office, he shall inform the Company immediately and tender resignation.

Article 3 Independent directors shall have the obligation to act in good faith and due diligence towards the Company and all of its shareholders. Independent directors shall perform their duties conscientiously in accordance with the requirements of relevant laws and regulations, play a role in decision-making, supervision, check and balance, and professional consultation in the board of directors, so as to protect the overall interests of the Company, and especially pay attention to the legal interests of minority shareholders against any damage.

Article 4 Independent directors shall guarantee they will devote sufficient time to perform their duties. In principle, an independent director shall devote at least 15 days per year to visit the Company to understand the daily operation, financial management and other standardized operation onsite, and make a statement to the board of directors on whether he will have sufficient time and energy to effectively perform his duties as an independent director before taking office.

Chapter 2 Qualifications

Article 5 Independent directors of the Company shall be elected or replaced at the general meeting and shall be accountable to all the shareholders of the Company. Independent directors of the Company shall constitute at least one third of the members of the board of directors and have at least three in number, and at least one of them shall be an accounting professional.

Article 6 In the event that the number of independent directors fall below the minimum requirement prescribed by Article 5 of these Working Rules as a result of an independent director failing to comply with the abovementioned conditions of independence or being unfit to perform his duties, the Company shall appoint additional independent directors to meet the requirement.

Article 7 Independent directors of the Company and persons intended to serve as independent directors, shall take training courses accepted by securities regulatory authorities in the places where the Company's shares are listed upon request.

Article 8 Independent directors of the Company shall meet the following basic conditions:

- (1) Having the qualifications as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions;
- (2) Being independent as required by Article 10 of these Working Rules;
- (3) Having basic knowledge about operations of companies, and being proficient in relevant laws, administrative regulations, regulations and rules;
- (4) Having experience of more than five years in law, economy, finance, management or other areas that is required to perform the duties of an independent director;
- (5) Possessing good personal integrity and have no adverse records such as major breach of trust;
- (6) Other conditions required by laws, administrative regulations, regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 9 Appointment qualifications of independent director candidates shall comply with the following laws, administrative regulations and departmental rules:

- (1) Requirements in the Company Law for the qualifications of serving as a director;
- (2) Requirements in the Civil Servant Law of the People's Republic of China (《中華人民共和國公務員法》) for civil servants holding concurrent positions;
- (3) Requirements in the Notice on Regulating State Official's Service as Independent Directors and Independent Supervisors of Listed Companies and Fund Management Companies after Resignation or Retirement (《關於規範中管幹部辭去公職或者退(離)休後擔任上市公司、基金管理公司獨立董事、獨立監事的通知》) issued by CPC Central Commission for Discipline Inspection and Organization Department of the CPC Central Committee;

- (4) Requirements for members of leader team of colleges and universities holding concurrent positions stipulated in the Opinions on Strengthening the Combat against Corruption and Promotion of Clean Conduct in Colleges and Universities (《關於加強高等學校反腐倡廉建設的意見》) issued by CPC Central Commission for Discipline Inspection, the Ministry of Education and the Ministry of Supervision;
- (5) Requirements in other laws, administrative regulations and departmental rules.

Article 10 An independent director shall be independent. The following persons shall not serve as independent directors:

- (1) The employees of the Company or its subsidiaries and their immediate relatives, major social connections (immediate relatives shall mean spouses, parents, children; major social connections refer to siblings, spouses of siblings, parents-in-law, siblings of spouses, daughters-in-law, sons-in-law, parents of children's spouses, etc., the same below);
- (2) Natural person shareholders or their immediate relatives who directly or indirectly hold more than 1% of the Company's issued shares, or are among the Company's top ten shareholders;
- (3) The employees of the corporate shareholders that directly or indirectly hold more than 5% of the Company's issued shares or the Company's top five corporate shareholders and their immediate relatives;
- (4) The employees of subsidiaries owned by the controlling shareholders or actual controllers of the Company and their immediate relatives;
- (5) Persons who provide financial, legal, consulting, sponsorship or other services to the Company and its controlling shareholders, actual controllers or their respective subsidiaries, including all staff of the project teams of intermediaries that provide services, reviewers at all levels, personnel who sign reports, partners, directors, senior management and principal persons in charge;
- (6) Persons who have material business transactions with the Company and its controlling shareholders, actual controllers or their respective subsidiaries, or those who are employed by an organization and its controlling shareholders and actual controllers that have such material business transactions;
- (7) Persons who have been involved in any of the situations specified in the above six items within the past 12 months;
- (8) Other persons specified by the Articles of Association;

- (9) Other persons identified by the CSRC or the stock exchanges on which the Company is listed.

Independent directors shall conduct a self-examination of their independence on an annual basis and submit the self-examination to the board of directors. The board of directors shall evaluate the independence of the incumbent independent directors annually and issue a special opinion, which shall be disclosed concurrently in the annual report.

Article 11 An independent director shall not have bad records. Independent director candidates of the Company shall not have the following bad records:

- (1) Being imposed any administrative penalties by the CSRC or criminal penalties from judicial authorities due to violations of securities and futures laws in the recent 36 months;
- (2) Within a period of time during which the stock exchange publicly recognized as being unfit to serve as a director of listed companies;
- (3) Publicly condemned by the stock exchange or criticized three times or more in the recent 36 months;
- (4) Within twelve months from the time the board of directors proposes to convene a general meeting to remove his directorship due to his failure to attend two consecutive meetings of the board of directors in person and delegate other independent directors to attend on his behalf during his previous tenure as an independent director;
- (5) Expressing independent opinion that is apparently inconsistent with the facts while serving as an independent director;
- (6) Other circumstances stipulated by laws, administrative regulations and regulatory rules of the places where the Company's shares are listed.

Article 12 An independent director may hold independent directorship in a maximum of three domestic listed companies concurrently in principle, and shall ensure the sufficient time and energy to perform his duties as an independent director in an effective manner.

Article 13 An independent director shall not continue to serve as an independent director of the Company when he has served as an independent director of the Company for six consecutive years.

Chapter 3 Nomination, Election and Appointment

Article 14 The board of directors and board of supervisors of the Company or shareholders of the Company individually or jointly hold more than 1% of the issued shares of the Company are entitled to nominate independent directors to be elected at the general meeting.

An investor protection institution established in accordance with the law may publicly request shareholders to entrust it to exercise the right to nominate independent directors on their behalf.

The nominators specified in the preceding paragraph shall not nominate individuals who have any conflicts of interest with them or individuals who may have other close relationships that could potentially affect the independent discharge of duties as independent director candidates.

Article 15 Nominators of independent directors shall obtain the consent of the nominees prior to any nomination. The nominator shall fully understand the conditions of his nominee's occupation, education, job positions, detailed working experience, all part-time jobs, any bad records such as material breach of trust, and give an opinion on his nominee's qualifications and independence for the position of independent director. The nominee shall make a public statement regarding his eligibility for independence and other conditions for serving as an independent director. Prior to convening the general meeting for the election of independent directors, the board of directors of the Company shall make an announcement regarding the above matters.

The nomination committee shall conduct a review on the nominee's qualifications and form clear review opinions and disclose the same.

Article 16 The term of office of an independent director shall be the same as that of other directors. Upon expiry of the term, an independent director may be eligible for re-election, provided that such terms in aggregate shall not exceed six years. If an independent director has served the Company continuously for six years, he shall not be nominated as a candidate for an independent director of the Company within 36 months from the occurrence of such fact.

The term of office of an independent director shall commence from the date on which relevant resolution is passed at the general meeting and end on the expiry of the term of the current board of directors.

Article 17 Independent directors shall attend the meetings of the board of directors in person. If the independent directors are unable to attend a meeting in person for any reasons, they shall review the meeting materials in advance, form a clear opinion, and delegate another independent director in writing to attend the meeting on their behalf. If an independent director fails to attend in person or appoint another independent director to attend the board meeting for two consecutive times, the board of directors shall propose a general meeting to dismiss the independent director within 30 days from the date of such occurrence.

Article 18 The Company may dismiss an independent director before the expiration of his term of office in accordance with statutory procedures. Where the directorship of an independent director is terminated before expiration, the Company shall disclose the specific reasons and basis in a timely manner. The Company shall disclose any objections raised by independent directors in a timely manner.

If the independent director fails to comply with the first or second provision of Article 8 hereof, he shall immediately cease to perform his duties and resign from his position. If he fails to resign, the board of directors shall immediately remove him from office as required after becoming aware of or should be aware of the fact.

If an independent director resigns or is dismissed from office due to the circumstances specified in the preceding paragraphs, the proportion of independent directors in the board of directors or its special committees does not comply with the provisions of these Working Rules or the Articles of Association, or there is a lack of accounting professionals among the independent directors, the Company shall complete the by-election within 60 days from the date of the occurrence of the aforesaid circumstances.

Article 19 Where an independent director shall stop performing his duties but has not stopped, or shall be removed from office but has not yet been removed, if he attends and votes at the meetings of the board of directors or its special committees or special meetings of independent directors, the vote he casts shall be invalid and he shall not be counted in the quorum.

Article 20 An independent director may tender his resignation before his term of office expires by submitting a written resignation report to the board of directors and giving an explanation of the circumstances relevant to his resignation or any details which in his opinion are necessary to bring to the attention of the Company' shareholders and creditors. The company shall disclose the reasons and concerns for the resignation of the independent director.

If the resignation of an independent director will result in the proportion of independent directors on the board of directors or its special committees failing to comply with the provisions of the laws and regulations, the Articles of Association or these Working Rules, or there is a lack of accounting professionals among the independent directors, the independent director who intends to resign shall continue to perform his duties until the date on which a new independent director is elected. The Company shall complete the by-election to fill the vacancy within 60 days from the date on which the independent director tendered his resignation.

Save for those mentioned above, the resignation of an independent director shall take effect from the delivery of his resignation report to the board of directors.

Chapter 4 Duties and Method of Duties Performance

Article 21 Independent directors shall discharge the following duties:

- (1) Participating in the decision-making of the board of directors and expressing explicit opinions on the matters considered;
- (2) Supervising potential material conflicts of interest between the Company and its controlling shareholders, actual controllers, directors and senior management in accordance with the regulatory rules of the places where the Company's shares are listed, promoting the decision-making of the board of directors to meet the overall interests of the Company and protecting the lawful rights and interests of minority shareholders;
- (3) Providing professional and objective advice on the operation and development of the Company and promoting the improvement of the decision-making level of the board of directors;
- (4) Other duties prescribed by laws, administrative regulations, regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 22 In addition to the duties and powers granted by the Company Law and other relevant laws and regulations, independent directors shall also have the following special powers:

- (1) Engaging intermediaries to independently carry out audit, consultation or verification on specific matters of the Company;
- (2) Requesting the board of directors to convene extraordinary general meetings;
- (3) Proposing to convene board meetings;
- (4) Publicly soliciting voting rights from shareholders prior to a general meeting;
- (5) Expressing independent opinions on matters that may prejudice the interests of the Company or minority shareholders;
- (6) Other powers prescribed by laws, administrative regulations, regulatory rules of the places where the Company's shares are listed and the Articles of Association.

When an independent director exercises the functions and powers listed in items 1 to 3 of the preceding paragraph, he shall obtain the consent of exceeding half of all the independent directors.

APPENDIX II WORKING RULES FOR THE INDEPENDENT DIRECTORS

When an independent director exercises the functions and powers listed in the first paragraph, the Company shall disclose the same in a timely manner. If the above functions and powers cannot be exercised normally, the Company shall disclose the relevant situation.

Article 23 The following matters shall be submitted to the board of directors for consideration after the consent of exceeding half of all the independent directors of the Company is obtained:

- (1) Connected transactions that shall be disclosed;
- (2) Proposals for modifying or waiving the undertakings between the Company and the relevant parties;
- (3) Where the Company is acquired, decisions made and measures taken regarding the acquisition by the board of directors;
- (4) Other matters stipulated in laws, administrative regulations, regulatory rules of the places where the Company's shares are listed and the Articles of Association.

Article 24 The Company shall regularly or irregularly convene meetings to be attended only by independent directors (hereinafter referred to as the “**Special Meetings of Independent Directors**”) to review the relevant matters stipulated in items 1 to 3 of the first paragraph of Article 22 and Article 23 of these Working Rules.

The Special Meetings of Independent Directors may discuss other matters of the Company as needed.

The Special Meeting of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors; When the convener fails or is unable to perform his duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.

Article 25 The Company shall establish special committees such as the strategy committee, audit committee, nomination committee, remuneration and appraisal committee of the board of directors, and other special committees deemed necessary by the board of directors. Independent directors shall perform their duties in accordance with laws, administrative regulations, regulatory rules of the places where the Company's shares are listed, the Articles of Association, and the working rules of the special committees.

Article 26 To ensure the effective performance of duties and powers by independent directors, the Company shall provide the following necessary conditions for independent directors:

- (1) The Company shall ensure that independent directors have the same information right as other directors. Where an issue is to be decided by the board of directors, the Company shall inform the independent directors in advance according to the statutory time and provide sufficient information at the same time. Supplemental materials can be requested in case the independent directors consider that the information provided is insufficient. In the event that two or more independent directors consider that the information is insufficient or the argument is unclear, written joint proposal can be submitted by such independent directors to the board of directors to postpone the board meeting or postpone the deliberation of such matters, and shall be adopted by the board of directors. Materials provided to the independent directors by the Company shall be kept by the Company and relevant independent directors for at least ten years;
- (2) The Company shall provide the working conditions necessary for the independent directors to perform their duties. The secretary to the board of directors of the Company shall actively assist the independent directors to perform their duties, such as introduction of circumstances and provision of materials. Where the independent opinion, proposals and written explanations of the independent directors are required to be announced, the secretary to the board of directors shall deal with the announcement matter at the stock exchange in a timely manner;
- (3) When the independent directors exercise their duties and powers, the relevant staff of the Company shall cooperate positively and shall not refuse, obstruct or conceal or interfere with the independent directors to exercise their powers independently;
- (4) The Company shall bear the expenses incurred by an independent director in engaging intermediary parties and other expenses required to exercise his duties and powers;
- (5) The Company shall offer allowances to independent directors according to their duties. The standards of such allowances shall be proposed by the board of directors for consideration and approval at the general meeting and shall be disclosed in the Company's annual report.

Save for the above allowances, independent directors shall not receive any other additional and undisclosed benefits from the Company and its substantial shareholders, actual controllers or interested parties and persons;

- (6) The Company may establish the requisite system of liability insurance for independent directors as needed to mitigate the risks that may arise in the normal performance of their duties.

Article 27 Independent directors shall take the initiative to perform their obligation of due diligence and engage intermediary institution to conduct special investigation when necessary in case of the following events:

- (1) Failure to submit material matter to the board of directors for consideration as required;
- (2) Failure to perform the obligation of information disclosure in a timely manner;
- (3) False records and misleading statements or material omission in public information;
- (4) Other conditions that may constitute possible violation of laws and regulations or undermining the interests of the public shareholders.

Article 28 Independent directors of the Company shall submit their annual work report stating their performance of duties at the annual general meeting of the Company. The work report shall include (but not limited to) the following content:

- (1) Times for attending board meetings and general meetings in the previous year, as well as the voting;
- (2) Participation in the work of special committees of the board of directors and the Special Meetings of Independent Directors;
- (3) Considering the relevant matters and exercising the special powers of independent directors listed in paragraph 1 of Article 22 of these Working Rules;
- (4) Major matters, methods, and results of communication regarding the Company's financial and business status with internal audit agencies and accounting firms undertaking the Company's audit business;
- (5) Communications and exchanges with minority shareholders;
- (6) The time and content of working on-site in the Company;
- (7) Other situations related to the performance of duties.

Article 29 In addition to attending board meetings, independent directors shall ensure sufficient time each year for onsite inspections on establishment and implementation of systems for production, management and internal control of the Company as well as implementation of resolutions of the board of directors.

Chapter 5 Supplementary Provisions

Article 30 For any matters not covered by these Working Rules or any contradiction between these Working Rules and the State’s laws and regulations, relevant laws, regulations, rules and the Articles of Association shall prevail.

Article 31 As authorized by the general meeting, the board of directors of the Company shall be responsible for the interpretation of these Working Rules.

Article 32 When used in these Working Rules, the term “more than” shall include the number itself; the terms “exceed” and “higher than” shall not include the number itself. The terms “related transaction” and “related person” as mentioned in these Working Rules shall have the same meanings as the terms “connected transaction” and “connected person” in the Hong Kong Listing Rules.

Article 33 Any amendment to these Working Rules shall be proposed by the board of directors for consideration and approval at the general meeting.

Article 34 These Working Rules shall take effect and be implemented from the date on which relevant resolution is passed at the general meeting.

* *for identification purpose only*

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 second 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, 29 December 2023 at 1:00 p.m. to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as defined in the circular of the Company dated 8 December 2023.

Ordinary Resolutions

1. To consider and approve the resolution on the election of an Independent Non-Executive Director; and
2. To consider and approve the proposal to amend the Working Rules for the Independent Directors.

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

Shanghai, the PRC
8 December 2023

* *For identification purpose only*

NOTICE OF 2023 SECOND EXTRAORDINARY GENERAL MEETING

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 Friday, 22 December 2023 to Friday, 29 December 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 Thursday, 21 December 2023. H Shareholders whose names appear on the register of members of H Shares of the Company after 4:30 p.m. on Thursday, 21 December 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

- (1) 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.
- (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 EGM or any adjournment thereof (as the case may be), i.e. not later than 1:00 p.m. on Thursday, 28 December 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.

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