
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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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) WORK REPORT OF THE BOARD FOR 2021**
 - (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021**
 - (3) FINANCIAL REPORTS FOR 2021**
 - (4) PROFIT DISTRIBUTION PLAN FOR 2021**
 - (5) REMUNERATION PLAN OF THE DIRECTORS
AND SUPERVISORS FOR 2022**
 - (6) APPOINTMENT OF THE AUDITORS FOR THE FINANCIAL
REPORT OF THE COMPANY AND THE INTERNAL CONTROL
AUDITOR FOR 2022**
 - (7) SHAREHOLDERS' DIVIDEND AND RETURN PLAN
FOR THE NEXT 3 YEARS (2022-2024)**
 - (8) GRANTING THE GENERAL MANDATE TO THE BOARD
TO REPURCHASE THE H SHARES**
 - (9) PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE OF THE GENERAL MEETING,
THE RULES OF PROCEDURE OF THE BOARD AND
THE RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE**
 - (10) GRANT OF GENERAL MANDATE TO ISSUE A SHARES
AND/OR H SHARES**
 - (11) AUTHORIZATION OF THE BOARD FOR THE ISSUANCE OF
A SHARES TO SPECIFIC TARGETS BY SIMPLIFIED PROCEDURE**
- NOTICE OF AGM
AND
NOTICE OF H SHAREHOLDERS' CLASS MEETING**

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

Notices convening each of the AGM and the H Shareholders' Class Meeting to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Wednesday, 29 June 2022 are set out on pages AGM-1 to AGM-4 and HCM-1 to HCM-3 of this circular, respectively. The forms of proxy for use at the said meetings are enclosed and are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.3healthcare.com).

If you intend to appoint a proxy to attend the AGM and/or the H Shareholders' Class Meeting, you are required to complete and return the forms of proxy in accordance with the instructions printed thereon. The forms of proxy should be returned by holder of H Shares to the Company's H share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for holding the AGM and/or the H Shareholders' Class Meeting or any adjourned meeting thereof (as the case may be), i.e. not later than 1:00 p.m. on Tuesday, 28 June 2022. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and/or the H Shareholders' Class Meeting or at any adjourned meeting (as the case may be) should you so wish, but in such event the instrument appointing a proxy shall be deemed to be revoked.

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

* For identification purpose only

CONTENTS

		<i>Page</i>
DEFINITIONS		1
LETTER FROM THE BOARD		5
APPENDIX I	- WORK REPORT OF THE BOARD FOR 2021	I-1
APPENDIX II	- WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021	II-1
APPENDIX III	- REMUNERATION PLAN OF THE DIRECTORS AND SUPERVISORS FOR 2022	III-1
APPENDIX IV	- SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE NEXT 3 YEARS (2022-2024)	IV-1
APPENDIX V	- EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE	V-1
APPENDIX VI	- PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION	VI-1
APPENDIX VII	- PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF THE GENERAL MEETING	VII-1
APPENDIX VIII	- PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF THE BOARD	VIII-1
APPENDIX IX	- PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE	IX-1
APPENDIX X	- GRANT OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES	X-1
APPENDIX XI	- AUTHORIZATION OF THE BOARD FOR THE ISSUANCE OF A SHARES TO SPECIFIC TARGETS BY SIMPLIFIED PROCEDURE	XI-1
NOTICE OF 2021 ANNUAL GENERAL MEETING		AGM-1
NOTICE OF 2022 SECOND H SHAREHOLDERS' CLASS MEETING		HCM-1

DEFINITIONS

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

“AGM”	the 2021 annual general meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Wednesday, 29 June 2022 at 1:00 p.m. or any adjournment thereof and the notice of which is set out on pages AGM-1 to AGM-4 of this circular
“Articles of Association”	the Articles of Association of the Company, as amended, revised or supplemented from time to time
“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, including among others, ordinary shares issued under the A Share Offering
“A Share Offering”	the Company’s initial public offering of 17.8 million A Shares and listing on the Sci-Tech Innovation Board of Shanghai Stock Exchange
“A Shareholder(s)”	holder(s) of A Shares
“A Shareholders’ Class Meeting”	the 2022 second A Shareholders’ class meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Wednesday, 29 June 2022 immediately following the conclusion or adjournment of the AGM
“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

DEFINITIONS

“CSRC”	China Securities Regulatory Commission
“Director(s)”	director(s) of the Company
“Group”, “our Group”, “we”, “our” or “us”	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
“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
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a par value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange and traded in HKD
“H Shareholder(s)”	holder(s) of H Shares
“H Shareholders’ Class Meeting”	the 2022 second H Shareholders’ class meeting of the Company to be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Wednesday, 29 June 2022 immediately following the conclusion or adjournment of the A Shareholders’ Class Meeting and the notice of which is set out on pages HCM-1 to HCM-3 of this circular
“Incentive Scheme” or “2021 Restricted A Share Incentive Scheme”	the Company’s 2021 restricted A Share incentive scheme approved and adopted by its Shareholders at the 2022 general meeting, the 2022 first A Shareholders’ class meeting and the 2022 first H Shareholders’ class meeting held on 7 March 2022
“Independent Non-executive Director(s)”	the independent non-executive Director(s) of the Company

DEFINITIONS

“Latest Practicable Date”	16 May 2022
“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
“Reporting Period”	for the year ended December 31, 2021
“Repurchase Mandate”	the general mandate to be granted to the Board at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting to exercise the power of the Company to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue at the time when the relevant resolution proposed for granting such mandate for repurchasing H Shares is passed at the AGM, the A Shareholders’ Class Meeting and the H Shareholders’ Class Meeting, respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Rules of Procedure of the Board”	the Rules of Procedure of the Board of Shanghai Haohai Biological Technology Co., Ltd.*
“Rules of Procedure of the General Meeting”	the Rules of Procedure of the General Meeting of Shanghai Haohai Biological Technology Co., Ltd.*
“Rules of Procedure of the Supervisory Committee”	the Rules of Procedure of the Supervisory Committee of Shanghai Haohai Biological Technology Co., Ltd.*
“Securities Law”	the Securities Law of the People’s Republic of China, as amended from time to time
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified 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

DEFINITIONS

“STAR Market Listing Rules”	the Rules Governing the Listing of Securities on the Sci-Tech Innovation Board of the Shanghai Stock Exchange, as amended from time to time
“Supervisor(s)”	the member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent

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:

Ms. Li Yingqi
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

20 May 2022

To the Shareholders

Dear Sir/Madam,

- (1) WORK REPORT OF THE BOARD FOR 2021
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021
- (3) FINANCIAL REPORTS FOR 2021
- (4) PROFIT DISTRIBUTION PLAN FOR 2021
- (5) REMUNERATION PLAN OF THE DIRECTORS
AND SUPERVISORS FOR 2022
- (6) APPOINTMENT OF THE AUDITORS FOR THE FINANCIAL
REPORT OF THE COMPANY AND THE INTERNAL CONTROL
AUDITOR FOR 2022
- (7) SHAREHOLDERS' DIVIDEND AND RETURN PLAN
FOR THE NEXT 3 YEARS (2022-2024)
- (8) GRANTING THE GENERAL MANDATE TO THE BOARD
TO REPURCHASE THE H SHARES
- (9) PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION,
THE RULES OF PROCEDURE OF THE GENERAL MEETING,
THE RULES OF PROCEDURE OF THE BOARD AND
THE RULES OF PROCEDURE OF THE SUPERVISORY COMMITTEE
- (10) GRANT OF GENERAL MANDATE TO ISSUE A SHARES
AND/OR H SHARES
- (11) AUTHORIZATION OF THE BOARD FOR THE ISSUANCE OF
A SHARES TO SPECIFIC TARGETS BY SIMPLIFIED PROCEDURE
NOTICE OF AGM
AND
NOTICE OF H SHAREHOLDERS' CLASS MEETING

* For identification purpose only

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the Notice of AGM, the Notice of H Shareholders' Class Meeting and provide you with the information reasonably necessary to enable you to make informed decisions on whether to vote for or against the proposed resolutions at the AGM and the H Shareholders' Class Meeting.

ORDINARY RESOLUTIONS

1. Work Report of the Board for 2021

An ordinary resolution will be proposed at the AGM to approve the Work Report of the Board for 2021. Details of the Work Report of the Board for 2021 are set out in Appendix I of this circular.

2. Work Report of the Supervisory Committee for 2021

An ordinary resolution will be proposed at the AGM to approve the Work Report of the Supervisory Committee for 2021. Details of the Work Report of the Supervisory Committee for 2021 are set out in Appendix II of this circular.

3. Financial Reports for 2021

An ordinary resolution will be proposed at the AGM to approve the Financial Reports for 2021. The Financial Reports for 2021 are set out in the 2021 annual report despatched by the Company on 27 April 2022.

4. Profit Distribution Plan for 2021

The Board proposed to pay a final dividend of RMB0.7 (inclusive of tax) per Share for the year ended 31 December 2021 to all Shareholders based on the total share capital on the registration date of shareholding. As at the Latest Practicable Date, the Company has a total share capital of 175,822,100 shares, based on which a final dividend of RMB123,075,470 (inclusive of tax) is to be paid. Before the registration date of shareholding, in the event that the total share capital of the Company changes, the Company will maintain the dividend distribution per share unchanged, and the aggregate amount will be adjusted based on the total share capital as at the registration date of shareholding.

LETTER FROM THE BOARD

5. Remuneration Plan of the Directors and Supervisors for 2022

In accordance with the Articles of Association, the Company's Rules Governing the Work of the Remuneration and Review Committee of the Board of Directors (《董事會薪酬與考核委員會工作細則》) and other relevant systems, considering the current economic environment, the actual situation of the region, industry and scale of the Group, and with reference to industry remuneration, the Company has formulated the Remuneration Plan of the Directors and Supervisors for 2022, which is set out in Appendix III to this circular.

6. Appointment of the Auditors for the Financial Report of the Company and the Internal Control Auditor for 2022

The Board proposed that Ernst & Young Hua Ming LLP and Ernst & Young be respectively appointed as the domestic auditor and the international auditor of the Company's financial report for 2022, until the conclusion of the 2022 annual general meeting of the Company, and that the Board be authorized to fix their respective remuneration.

According to Basic Standards of Enterprise Internal Control (《企業內部控制基本規範》) and the Ancillary Guidance on Enterprise Internal Control (《企業內部控制配套指引》) and the information disclosure requirements for listed companies on the Sci-Tech Innovation Board of the SSE, the Company shall appoint a qualified accounting firm to conduct annual audit on its internal control and disclose the underlying audit report. The Board proposed that Ernst & Young Hua Ming LLP be appointed as the internal control auditor for 2022 to audit the effectiveness of the internal control of the Company and issue an audit report therefor, until the conclusion of the 2022 annual general meeting of the Company, and that the Board be authorized to fix its remuneration.

7. Shareholders' Dividend and Return Plan for the Next 3 Years (2022-2024)

In order to improve and regulate the Company's dividend mechanism, the Company formulates the Shareholders' Dividend and Return Plan for the Next Three Years (2022-2024) by Shanghai Haohai Biological Technology Co., Ltd.* (《上海昊海生物科技股份有限公司未來三年(2022年-2024年)股東分紅回報規劃》) (the "Dividend and Return Plan") in accordance with the "Notice Regarding Further Implementation of Cash Dividends Distribution of Listed Companies" (《關於進一步落實上市公司現金分紅有關事項的通知》) and "Listed Companies Regulatory Guidance No. 3 – Cash Dividends Distribution of Listed Companies" (《上市公司監管指引第3號-上市公司現金分紅》) issued by the CSRC as well as the Articles of Association. Details of the Shareholders' Dividend and Return Plan are set out in Appendix IV to this circular.

LETTER FROM THE BOARD

SPECIAL RESOLUTIONS

8. Proposal on Granting the General Mandate to the Board to Repurchase the H Shares

The Board proposed to seek approval from the Shareholders for the grant of the Repurchase Mandate to the Board to exercise all the powers of the Company to repurchase H Shares with an aggregate amount not exceeding 10% of the total number of H Shares in issue at the time when the relevant resolution is passed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting, respectively, in accordance with all applicable laws, regulations, rules and/or requirements of the Hong Kong Stock Exchange or any other relevant governmental or regulatory authorities in the PRC. The proposed Repurchase Mandate is subject to Shareholders' approval at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting. An explanatory statement setting out certain information on the Repurchase Mandate is contained in Appendix V to this circular.

9. Proposal on Amending the Articles of Association, the Rules of Procedure of the General Meeting, the Rules of Procedure of the Board and the Rules of Procedure of the Supervisory Committee

In view that CSRC, the SSE and the Hong Kong Stock Exchange have made amendments to a series of listing regulatory rules recently, the Board proposes to amend relevant articles to the Articles of Association, the Rules of Procedure of the General Meeting, the Rules of Procedure of the Board and the Rules of Procedure of the Supervisory Committee (collectively referred to as the "**Proposed Amendments**") in order to continuously comply with regulatory requirements. The Proposed Amendments are subject to the approval of the Shareholders at the AGM by way of special resolution. The Board has resolved to propose a resolution at the AGM to authorise the Board to delegate the management of the Company to handle the approval and filing procedures with relevant regulatory authorities involved in such amendments, and to make adjustments to the wordings of such amendments to the Articles of Association according to opinions of the regulatory authorities.

For details of the proposed amendments to the Articles of Association, the Rules of Procedure of the General Meeting, the Rules of Procedure of the Board and the Rules of Procedure of the Supervisory Committee are set out in Appendix VI, Appendix VII, Appendix VIII and Appendix IX to this circular, respectively.

10. Grant of General Mandate to Issue A Shares and/or H Shares

In order to provide the Company with more flexibility and convenience to its fundraisings, it is proposed to the AGM for approving a general mandate to be granted to the Board, subject to the terms and conditions as set out in this resolution, to exercise the general power to issue, allot and deal with additional A Shares and/or H Shares, subject to the market condition and the needs of the Company, provided that the number of the A Shares and/or H Shares to be issued, allotted and dealt with shall not exceed 20% of each of the existing A Shares and/or H Shares in issue as at the date of passing this resolution at the AGM. Further details of the resolution with respect to the grant of general mandate to Issue A Shares and/or H Shares is set out in Appendix X to this circular.

LETTER FROM THE BOARD

11. Authorization of the Board for the Issuance of A Shares to Specific Targets by Simplified Procedure

In order to provide the Company with more flexibility and convenience to its fundraisings, it is proposed to the AGM to approve authorizing the Board for the issuance of A Shares with a total financing amount of no more than RMB300 million and 20% of net assets at the end of the latest year to specific target. The authorization period is valid from the date of approval at the AGM until the date of convening of the 2022 annual general meeting of the Company. Further details of the resolution with respect to authorizing the Board for the issuance of A Shares to specific target by simplified procedure is set out in Appendix XI to this circular.

The A Shares to be issued pursuant to the authorization under this resolution will be issued under the general mandate to issue additional A shares of the Company (if approved by the Shareholders at the AGM).

THE AGM AND THE H SHAREHOLDERS' CLASS MEETING

Notices of the AGM and the H Shareholders' Class Meeting

The AGM will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC on Wednesday, 29 June 2022 at 1:00 p.m. while the H Shareholders' Class Meeting will be held at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC immediately after the conclusion or adjournment of the A Shareholders' Class Meeting (which will be held immediately after the conclusion or adjournment of the AGM). The notices of the AGM and the H Shareholders' Class Meeting are set out on pages AGM-1 to HCM-3 to this circular.

Closure of register of members

The register of members of H Shares will be closed from Thursday, 23 June 2022 to Wednesday, 29 June 2022 (both days inclusive), during which time no transfer of H Shares will be registered. For qualifying to attend and vote at the AGM and the H Shareholders' Class Meeting, the H Shareholders whose transfers have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H share registrar, Computershare Hong Kong Investor Services Limited (the "**H share registrar**") at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration at or before 4:30 p.m. on Wednesday, 22 June 2022. H Shareholders whose names appear on the register of members of H Shares after 4:30 p.m. on Wednesday, 22 June 2022 will be entitled to attend and vote at the AGM and the H Shareholders' Class Meeting or any adjournment thereof.

The Company will announce separately on the SSE for details of the A Shareholders' eligibility for attending the AGM and A Shareholders' Class Meeting.

LETTER FROM THE BOARD

Forms of proxy

H Shareholders who intend to attend the AGM and the H Shareholders' Class Meeting by proxy are requested to complete and return the forms of proxy in accordance with the instructions printed thereon as soon as possible and in any event to the Company's H share registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the AGM and/or the H Shareholders' Class Meeting or any adjournment thereof (as the case may be), i.e. no later than 1:00 p.m. on Tuesday, 28 June 2022. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the AGM and the H Shareholders' Class Meeting or any adjournment thereof should you 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 AGM and the H Shareholders' Class Meeting will therefore demand a poll for every resolution put to the vote at the AGM and the H Shareholders' Class Meeting. Save as disclosed in this circular, no Shareholder has a material interest in the matters to be approved and therefore no Shareholder is required to abstain from voting in respect of such resolutions. On a poll, every H Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each H Share registered in his or her name in the register of members of the Company. A H Shareholder who is entitled to more than one vote need not use all his or her votes or cast all the votes he or she uses in the same way.

CLOSURE OF REGISTER OF MEMBERS FOR ASCERTAINING ELIGIBILITY FOR THE PROPOSED FINAL DIVIDEND

If the Profit Distribution Plan for 2021 is approved by the Shareholders at the AGM, the proposed final dividend for the year ended December 31, 2021 is expected to be paid to the H Shareholders whose names appear on the register of members of the Company on Monday, 8 August 2022. In order to determine the entitlement of the H Shareholders to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 2 August 2022 to Monday, 8 August 2022, both days inclusive, during which period no transfer of H Shares will be registered. To qualify to receive the final dividend for the year ended December 31, 2021, H Shareholders whose transfer of Shares has not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Shares registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H Shares for registration at or before 4:30 p.m. on Monday, 1 August 2022.

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 notices of the AGM and the H Shareholders' Class Meeting which are to be proposed at the AGM and the H Shareholders' Class Meeting.

The Directors would also like to draw your attention to the additional information set out in the appendices to this circular.

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

* *For identification purpose only*

SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.*

WORK REPORT OF THE BOARD FOR 2021

Dear Shareholders,

In 2021, the Board complied with the relevant laws, regulations and regulatory documents, including the Company Law, the Securities Law, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association, the Rules of Procedure of the Board of the Company and the provisions of the Company's system, effectively performed the duties entrusted to the Board by the Shareholders, and carried out all work diligently and responsibly to promote the Company's continued healthy and stable development. The following is the work report of the Board for 2021:

I. General Operations for 2021 (the following figures are from the consolidated financial statements prepared in accordance with the Chinese Accounting Standards)

With the effective control of the COVID-19 pandemic in China, the impact of the COVID-19 pandemic on the Group's business activities had gradually weakened, and the Group's businesses had achieved significant growth, showing a trend of continuous recovery and steady improvement. During the year of 2021, the Group recorded aggregate revenue of RMB1,766.9943 million, representing an increase of RMB434.5673 million or 32.61% as compared to the previous year, of which, revenue from principal business amounted to RMB1,759.2294 million, representing an increase of RMB427.7783 million or 32.13% as compared to the previous year; the net profit attributable to shareholders of the Company and net profit attributable to shareholders of the Company (net of non-recurring gains or losses) were RMB352.2352 million and RMB327.9652 million, increased by 53.10% and 58.88% respectively as compared to the previous year. The four major product lines of ophthalmology, medical aesthetics and wound care, orthopedics, anti-adhesion and hemostasis all recorded different degrees of growth as compared to the previous year.

II. Work of the Board for 2021

(I) Convening of general meetings and implementation of resolutions of general meetings by the Board

In 2021, to meet the Group's business development needs, the Board convened three general meetings in accordance with the relevant requirements of the Articles of Association and the Rules of Procedure of the General Meeting, etc. The meetings were held as follows:

No.	Date	Session	Proposals
1	June 11, 2021	2020 Annual General Meeting	<ol style="list-style-type: none"> 1. Proposal on the work report of the Board for 2020 2. Proposal on the work report of the Supervisory Committee for 2020 3. Proposal on the financial reports of the Company for the year ended December 31, 2020 4. Proposal on the profit distribution plan of the Company for 2020 5. Proposal on the remuneration plan for the Directors and Supervisors for 2021 6. Proposal on the appointment of the auditors for the financial report of the Company and the internal control auditor for 2021 7. Proposal on granting the general mandate to the Board to repurchase the H Shares
2	June 11, 2021	2021 First A Shareholders' Class Meeting	Proposal on granting the general mandate to the Board to repurchase the H Shares
3	June 11, 2021	2021 First H Shareholders' Class Meeting	Proposal on granting the general mandate to the Board to repurchase the H Shares

The above three general meetings have made decisions on major matters of the Company in accordance with legal procedures and laws, and all the resolutions are following the regulations and are valid. The Board has carried out the implementation and execution of the proposals considered and approved by the general meetings in strict compliance with laws, and successfully completed the profit distribution for 2020, repurchase and cancellation of H shares and other matters, and thereby has safeguarded the interests of all Shareholders.

(II) Convening of Board meetings

In 2021, the Board convened the Board meetings in accordance with relevant laws and regulations and the Articles of Association and Rules of Procedure for Board Meetings to consider and make decisions on various material matters of the Company. During the year of 2021, the Board held a total of nine meetings as follows:

No.	Date	Session	Proposals
1	February 21, 2021	The 23th meeting of the fourth session of the Board	1. Proposal on Acquisition of Equity Interests and External Investment by the Company
2	March 26, 2021	The 24th meeting of the fourth session of the Board	<ol style="list-style-type: none"> 1. Proposal on the Work Report of the General Manager for 2020 2. Proposal on the Work Report of the Board for 2020 3. Proposal on the Work Reports of the Independent Non-executive Directors for 2020 4. Proposal on the 2020 Audit Work Summary and the 2021 Audit Work Plan of the Audit Department 5. Proposal on the Work Report of the Audit Committee of the Board for 2020 6. Proposal on Financial Statements of the Company for the Year Ended December 31, 2020 7. Proposal on the Company's Annual Report and Its Summary for 2020 8. Proposal on Profit Distribution Plan of the Company for 2020 9. Proposal on the Company's Internal Control Evaluation Report for 2020 10. Proposal on the Company's Special Report Regarding the Deposit and Use of Share Proceeds for 2020 11. Proposal on the Remuneration of Directors and Senior Management of the Company for 2020 12. Proposal on the Remuneration Plan for Directors, Supervisors and Senior Management for 2021

No.	Date	Session	Proposals
			<ul style="list-style-type: none"> 13. Proposal on the Fees of Domestic and International Auditors for 2020 14. Proposal on the Appointment of the Auditors for the Financial Report of the Company and the Internal Control Auditor for 2021 15. Proposal on Granting the General Mandate to the Board to Repurchase the H Shares 16. Proposal on the Estimated Ordinary Related Party Transactions for 2021 – 2023 17. Proposal on the Convening of the 2020 Annual General Meeting, the 2021 First A Shareholders' Class Meeting and the 2021 First H Shareholders' Class Meeting
3	April 23, 2021	The 25th meeting of the fourth session of the Board	<ul style="list-style-type: none"> 1. Proposal regarding the 2021 First Quarterly Report of the Company 2. Proposal regarding the 2020 Environmental, Social and Governance Report of the Company 3. Proposal on Purchase of Liability Insurance for Directors, Supervisors and Senior Management 4. Proposal on the Date and Matters to be Considered at the 2020 Annual General Meeting, the 2021 First A Shareholders' Class Meeting and the 2021 First H Shareholders' Class Meeting
4	May 21, 2021	The 26th meeting of the fourth session of the Board	Proposal on the Proposed Acquisition of 9% Equity Interest in Contamac Holdings Limited by Haohai Healthcare Holdings (BVI) Co., Ltd., a subsidiary of the Company
5	August 26, 2021	The 27th meeting of the fourth session of the Board	<ul style="list-style-type: none"> 1. Proposal on the Interim Financial Statements of the Company for the Six Months Ended June 30, 2021 2. Proposal Regarding the 2021 Interim Report and Its Summary of the Company 3. Proposal on the Company's Special Report Regarding the Deposit and Use of Share Proceeds for the First Half of 2021

No.	Date	Session	Proposals
			<ol style="list-style-type: none"> 4. Proposal on the Repurchase of H Shares by the Company 5. Proposal on Amendments to the Working Rules of the Audit Committee of the Board
6	October 28, 2021	The 28th meeting of the fourth session of the Board	<ol style="list-style-type: none"> 1. Proposal Regarding the 2021 Third Quarterly Report of the Company 2. Proposal on the Change of Registered Capital of the Company and Amendments to the Articles of Association
7	December 1, 2021	The 29th meeting of the fourth session of the Board	Proposal on the Acquisition of 51% Equity Interest in Xiamen Nanpeng Optical Co., Ltd. (廈門南鵬光學有限公司) by a Wholly-owned Subsidiary and Obtaining the Exclusive Distribution Rights of Products such as the OK Lens of Hengtai Optical
8	December 20, 2021	The 30th meeting of the fourth session of the Board	Proposal on Using Temporarily Idle Raised Funds for Cash Management
9	December 29, 2021	The 31th meeting of the fourth session of the Board	<ol style="list-style-type: none"> 1. Proposal on the 2021 Restricted A Share Incentive Scheme of the Company (Draft) and Its Summary 2. Proposal on the Administrative Measures for the Implementation and Examination of the 2021 Restricted A Share Incentive Scheme of the Company 3. Proposal on Reminding the General Meeting to Authorize the Board to Deal with Matters Relating to the Share Incentive Scheme of the Company 4. Proposal on the Convening of the 2022 First Extraordinary General Meeting, the 2022 First A Shareholders' Class Meeting and the 2022 First H Shareholders' Class Meeting

(III) Performance of Directors**1. Attendance of Board meetings and general meetings of the Directors**

Name of Director	Independent non-executive Directors or not	Board Meetings attendance requested for 2021	Attendance of Board meetings				Failure to attend the meeting in person on two consecutive occasions	Attendance of general meetings
			In-person attendance	Attendance by telecommunication	Attendance by proxy	Absences		
Hou Yongtai	No	9	9	5	0	0	No	3
Wu Jianying	No	9	9	4	0	0	No	3
Chen Yiyi	No	9	9	3	0	0	No	3
Tang Minjie	No	9	9	3	0	0	No	3
You Jie	No	9	9	4	0	0	No	3
Huang Ming	No	9	9	7	0	0	No	3
Su Zhi	Yes	9	9	9	0	0	No	3
Jiang Zhihong	Yes	9	9	9	0	0	No	3
Zhao Lei	Yes	9	9	9	0	0	No	3
Li Yingqi	Yes	9	8	6	1	0	No	3
Yang Yusheng	Yes	9	9	7	0	0	No	3

2. Disagreements by Independent Non-executive Directors on matters relating to the Company

During the Reporting Period, the Independent Non-executive Directors did not raise any objections to the proposals of the Board meetings and other non-Board meetings for the year.

(IV) Performance of the specialized committees of the Board

In 2021, the Audit Committee of the Company held five meetings in total to consider and approve the following proposals: (i) “Proposal on Financial Statements of the Company for the Year Ended December 31, 2020”, (ii) “Proposal on the 2020 Audit Work Summary and the 2021 Audit Work Plan of the Audit Department”, (iii) “Proposal on Profit Distribution Plan of the Company for 2020”, (iv) “Proposal on the Appointment of the Auditors for the Financial Report of the Company and the Internal Control Auditor for 2021”, and (v) “Proposal on the Company’s Internal Control Evaluation Report for 2020” and “Proposal on the Estimated Ordinary Related Party Transactions for 2021 – 2023”. The meetings supervised and evaluated the audit work, internal control system, periodic reports, related/connected transactions of the Company, effectively fulfilling the duties of the Audit Committee. In accordance with the requirements of the Environmental, Social and Governance Reporting Guide as revised by the Hong Kong Stock Exchange, the Company started to establish and improve the environmental, social and governance (“ESG”) governance structure this year. As considered and approved at the twenty-seventh meeting of the fourth session of the Board of the Company, the Board has

delegated part of the responsibilities of managing ESG matters to the Audit Committee. The Audit Committee reviewed and supervised the Company's ESG governance structure, system construction and operation management, and made recommendations to the Board on ESG work.

In 2021, the Remuneration and Review Committee of the Company held two meetings to consider and approve following proposals: (i) the "Proposal on the Remuneration of Directors and Senior Management of the Company for 2020", (ii) "Proposal on the Remuneration Plan for Directors, Supervisors and Senior Management for 2021", (iii) "Proposal on the 2021 Restricted A Share Incentive Scheme of the Company (Draft) and Its Summary" and (iv) "Proposal on the Administrative Measures for the Implementation and Examination of the 2021 Restricted A Share Incentive Scheme of the Company". It reviewed the annual remuneration and remuneration plan for Directors and senior management of the Company as well as Draft of the Restricted Share Incentive Scheme and Relevant Examination Methods, effectively fulfilling the duties of the Remuneration and Review Committee.

In 2021, the Nomination Committee of the Company held one meeting to summarize and discuss the legality of the composition of the Board, the diversity of members, the independence of Independent Non-executive Directors and other matters, and provide opinions and suggestions on the composition of the Board, effectively fulfilling the duties of the Nomination Committee.

In 2021, the Strategy Committee of the Company held one meeting to consider and approve the "Proposal on the Work Report of the Board for 2020" and "Proposal on Granting the General Mandate to the Board to Repurchase the H Shares". It reviewed and analyzed the development strategy planning and business strategies of the Company, effectively fulfilled the duties of the Strategy Committee.

(V) Information disclosure

The Board conscientiously fulfills its information disclosure obligations in strict accordance with the relevant provisions of the STAR Market Listing Rules, the Hong Kong Listing Rules, and the Company's Measures on the Administration of Information Disclosure Matters (《信息披露事務管理制度》), etc., and makes timely and adequate disclosure of material information such as periodic reports and interim announcements in a true, accurate, complete and standardized manner. The Company also introduced the 2020 annual results and the 2021 interim results of the Company to investors and responded to their general concerns by holding results presentations. In addition, the Company further strengthens its internal management, improves its internal control system and procedure for information disclosure, enhances the level of information disclosure work, and guarantees the investors' right of information.

(VI) Inside information management

During the year of 2021, the Board implemented the confidentiality system on inside information and the measures of registration of insiders for periodic reports, share repurchases and share incentives and other important matters not yet disclosed, in strict compliance with the Guidelines for the Supervision and Administration of Listed Companies No. 5 – Measures on Registration of Insiders of Listed Companies (《上市公司監管指引第5號—上市公司內幕信息知情人登記管理制度》) issued by the CSRC, the Measures on the Administration of Information Disclosure Matters (《信息披露事務管理制度》) and the Measures on Registration of Insiders (《內幕信息知情人登記管理制度》) of the Company. During the window period or sensitive period when periodic reports and other important matters have not yet been disclosed to the public, all Directors, Supervisors, senior management personnel and other relevant insiders strictly implemented their confidentiality obligations.

(VII) Investor protection and investor relations management

In 2021, the Company strengthened its contact and communication with small and medium investors through various channels, such as answering investor hotlines, responding to SSE E-networking, the interactive investor relations platform and the Company's public mailbox Q&A. The Company adopted a combination of on-site meetings and online voting to convene shareholders' general meetings, which facilitated the active participation of investors. At the same time, the Company actively communicated with visiting investors through various channels such as investor exchange meetings and on-site visits.

(VIII) Internal control

In 2021, under the guidance and supervision of the Board and the Audit Committee, the Audit Department continuously carried out improvement, implementation and evaluation of the internal control. The internal control system of the Company operated well. Through regular internal control tests, the Company timely identified the defects in internal control and implemented rectification measures, and continued to promote the optimization of the internal control system, so as to reasonably ensure the legality and compliance of the Company's operation and management, the safety of assets, the authenticity and completeness of financial reports and relevant information, improve the operating efficiency and effectiveness, and promote the realization of the Company's development strategy. The Company had established a relatively comprehensive internal control system which had been effectively implemented, and had played a better role in risk control and prevention and supervision in production and operation, which was in compliance with the requirements of the Guidelines of the STAR Market of the Shanghai Stock Exchange for Self-discipline Supervision of Listed Companies No. 1 – Standard 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 other relevant documents. No material defects in system design or implementation had been found in the Company.

III. Work plan for 2022

In 2022, the Board will continue to perform its duties conscientiously, improve the level of corporate governance and continue to promote the stable, orderly and high-quality development of the Company in accordance with the requirements of relevant laws, regulations, regulatory documents and the Articles of Association.

In terms of operation, the Company will continue to further promote the integration of internal resources and further strengthen the integration of acquired enterprises in various aspects such as research and development, production, sales and services. On the basis of the existing layout of the whole industrial chain of ophthalmology, the Company will deepen the layout of the areas of myopia prevention and control and refractive correction, and continue to focus on more ophthalmic treatment areas such as eye surface and fundus. At the same time, the Company will explore the fast-growing therapeutic areas such as medical aesthetics, orthopedics and surgery, actively seek advanced technologies and excellent products, and take the opportunity to introduce technologies or invest in cooperation to increase product reserves; continue to increase investment in the research and development of innovative products, promote the development and implementation of the Company's research projects in an orderly manner, coordinate with advantageous research and development resources in China, the United Kingdom, the United States, France and Israel, and continue to promote the optimization and upgrading of product portfolio. We will rapidly promote the coverage of new products such as "myOK" and "Haimei" in key institutions and regions, establish a professional academic brand image, and rapidly penetrate the market.

In terms of improving corporate governance, the Company will amend the Articles of Association, the Rules of Procedure for General Meetings and other documents in accordance with relevant laws, regulations, regulatory documents and regulatory requirements to improve the corporate governance system; assist the special committees of the Board and the Directors to actively perform their duties in order to give full play to their respective professional and management advantages; continue to optimize the legal operation and scientific decision-making procedures of the Board of Directors, the Board of Supervisors, the general meeting and the management.

In terms of the protection of investors' rights and interests, major issues will be reviewed and disclosed in strict accordance with relevant laws, regulations and regulatory documents. Before the disclosure of inside information, the Company will work hard to protect the right to know and the fairness of the information obtained by minority shareholders. The Company will continue to take the office of the Board as a window to communicate with investors through various channels such as SSE E-interaction, investor hotline, public email and investor briefing, so as to deepen investors' understanding of and trust in the Company.

The Company will continue to deepen the construction of the internal control system, optimize the internal control environment, improve various internal control systems, standardize the implementation of internal control systems, strengthen the supervision and inspection of internal control, improve the level of internal control management, and effectively prevent various risks.

SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.*

WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021

Dear Shareholders,

In 2021, all Supervisors conscientiously performed their supervisory duties in accordance with the provisions of the Company Law, the Securities Law, the STAR Market Listing Rules, the Hong Kong Listing Rules, the Articles of Association, the Rules of Procedure of the Supervisory Committee of the Company and other relevant laws and regulations, normative documents and the Company's system, and supervised the convening and decision-making procedures of the Company's general meetings and the Board meetings, the implementation of the general meeting resolutions by the Board and the performance of the Company's senior management, and urged the Board and management to operate in accordance with the law and make scientific decisions, so as to safeguard the standard operation of the Company and the interests of the Company, Shareholders and employees. The main work report of the Supervisory Committee for 2021 is as follows:

I. Work of Supervisory Committee during the Reporting Period

(I) Conduct of Supervisory Committee meetings

The Supervisory Committee held six meetings in 2021. The details of the meetings are as follows:

No	Date	Session and Time	Content
1	March 26, 2021	The 14th meeting of the fourth session of the Supervisory Committee	<ol style="list-style-type: none">1. Proposal on Work Report of the Supervisory Committee for 20202. Proposal on Financial Statements for the Year Ended December 31, 2020 of the Company3. Proposal on the Company's Annual Report and Its Summary for 20204. Proposal on the Company's Profit Distribution Plan for 20205. Proposal on the Remuneration of Supervisors for 20206. Proposal on the Company's Special Report Regarding the Deposit and Use of Share Proceeds for 20207. Proposal on the Company's Internal Control Evaluation Report for 20208. Proposal on Predicted Daily Connected Transactions in 2021-2023

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR 2021

No	Date	Session and Time	Content
2	April 23, 2021	The 15th meeting of the fourth session of the Supervisory Committee	<ol style="list-style-type: none">1. Proposal on the Company's First Quarterly Report in 20212. Proposal on the Company's 2020 Environmental, Social and Governance Report
3	August 26, 2021	The 16th meeting of the fourth session of the Supervisory Committee	<ol style="list-style-type: none">1. Proposal on the Company's Financial Statements for the Six Months Ended June 30, 20212. Proposal on the Company's Interim Report and Its Summary for the First Half of 20213. Proposal on the Company's Special Report Regarding the Deposit and Use of Share Proceeds for the First Half of 2021
4	October 28, 2021	The 17th meeting of the fourth session of the Supervisory Committee	<ol style="list-style-type: none">1. Proposal on the Company's Third Quarterly Report in 2021
5	December 20, 2021	The 18th meeting of the fourth session of the Supervisory Committee	<ol style="list-style-type: none">1. Proposal on Using Temporarily Idle Raised Funds for Cash Management
6	December 29, 2021	The 19th meeting of the fourth session of the Supervisory Committee	<ol style="list-style-type: none">1. Proposal on the 2021 Restricted A Share Incentive Scheme of the Company (Draft) and Its Summary2. Proposal on Assessment Management Measures for the Implementation of the 2021 Restricted A Share Incentive Scheme of the Company3. Proposal on Verifying the List of Incentive Objects of the First Award under the 2021 Restricted A Share Incentive Scheme of the Company

(II) Attendance of the Board meetings and Shareholders' general meetings

In 2021, the Supervisors attended three Shareholders' general meetings (2020 Annual General Meeting, 2021 First A Shareholders' Class Meeting, 2021 First H Shareholders' Class Meeting) and attended nine Board meetings as non-voting attendees. By attending these important meetings, the Supervisors not only understood the operation and management of the Company, but also actively participated in the consideration and discussion of the proposals and put forward their opinions and suggestions in a responsible manner, thus having effectively supervised the procedures for convening these meetings and the discussion of issues.

II. Supervisory Committee's Opinion on Matters for 2021**(I) Operation of the Company in accordance with law**

During the Reporting Period, the Supervisory Committee attended the Company's general meetings and Board meetings and supervised the convening, holding and voting procedures and resolution matters of the general meetings and Board meetings, the implementation of the resolutions of the general meetings by the Board and the performance of the Company's Directors and senior management.

The Supervisory Committee is of the opinion that: the Company is able to operate in accordance with the law, the operation of the Board is standardized and the business decisions are scientific and reasonable, and the resolutions of the general meetings are conscientiously implemented; the Directors and senior management are conscientiously performing their duties, and there is no abuse of authority, damage to the interests of the Company or infringement of the rights and interests of the Shareholders and the Company's employees.

(II) Inspect of the Company's financial position

During the Reporting Period, the Supervisory Committee supervised the financial management and operation of the Company by reviewing the Company's financial statements and external audit reports, reviewing the Company's periodic reports, and listening to reports from the internal audit department of the Company on the internal audit work.

The Supervisory Committee is of the opinion that: the Company's financial management and internal control system are relatively sound during the Reporting Period, and the preparation, review procedures, report contents and format of the periodic report comply with relevant regulations, and the information contained in it truly reflects the financial position and operating results of the Company during the Reporting Period. There are no false records, misleading representations or major omissions in the periodic report, and there is no found violation of confidentiality provisions by the personnel who prepare and review the periodic report.

(III) Related (connected) transactions of the Company

During the Reporting Period, the Supervisory Committee supervised the related (connected) transactions of the Company.

The Supervisory Committee is of the opinion that: during the Reporting Period, the review procedures of the Group's related (connected) transactions complied with the provisions of relevant laws, regulations, normative documents and the Articles of Association; the terms of the transactions are fair and reasonable and in the interests of the Company and its Shareholders as a whole, and there is no case of damage to the Company's interests due to related (connected) transactions.

(IV) Use of proceeds

During the Reporting Period, the Supervisory Committee supervised the use of share proceeds by the Company.

The Supervisory Committee is of the opinion that: the deposit and actual use of the proceeds of the Company are in compliance with the STAR Market Listing Rules, the Guidelines for Self-Regulatory Supervision of Companies Listed on the STAR Market of the Shanghai Stock Exchange No. 1 – Standardized Operation, the Company's Share Proceeds Management System and other laws and regulations and normative documents. The proceeds have been stored in special accounts and used for special purposes, and the relevant information disclosure obligations have been fulfilled in a timely manner. The specific use of proceeds is consistent with that disclosed by the Company. There is no disguised change in the use of proceeds and damage to the interests of shareholders, and there is no illegal use of proceeds.

(V) Implementation of internal control

During the Reporting Period, the Supervisory Committee monitored the implementation of the Company's internal control.

The Supervisory Committee is of the opinion that: the Company has maintained effective internal control in all material respects and the internal control system is operating effectively in accordance with the requirements of the corporate internal control standard system and relevant regulations. There were no major deficiencies in internal control of financial reports or non-financial reports during the Reporting Period.

III. Work Plan of the Supervisory Committee for 2022

In 2022, with the further development of the Company's various businesses, the Supervisory Committee will continue to strictly comply with the duties regulated under the national laws and regulations, the Articles of Association and the Rules of Procedure of the Supervisory Committee, perform its duties with due diligence, and effectively safeguard and protect the legitimate interests of the Company and its Shareholders. The main work plan is set out as follows:

1. Carry out the daily deliberation activities of the Supervisory Committee, understand major decision-making matters of the Company by holding regular and ad hoc meetings, attend Shareholders' general meetings and the Board meetings, ensure the legal compliance of various decision-making procedures, and supervise the legal operation of the Company. At the same time, strengthen communication with the management of the Company to gain an in-depth understanding of the daily operation and management of the Company for better supervision;
2. Supervise the performance of duties of Directors and senior management to prevent actions that damage the interests of the Company and Shareholders;
3. Inspect the Company's financial position, regularly examine and review the financial reports, communicate with the Company's internal auditor and external auditor from time to time, and supervise the Company's financial operations, ensure that the financial statements are true and accurate, and safeguard the rights and interests of the Company and Shareholders;
4. Strengthen the supervision and inspection on the Company's internal control, related (connected) transactions, deposit and use of share proceeds, share incentive and other major matters to ensure that the Company implements effective internal control measures to prevent risks;
5. Strengthen the study of the rules for the standardized operation of listed companies, improve our business skills and abilities, enhance the awareness of supervision, continue to promote the self-construction of the Supervisory Committee, and earnestly safeguard the rights and interests of the Company and Shareholders.

* *For identification purpose only*

SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.*

REMUNERATION PLAN OF THE DIRECTORS AND SUPERVISORS FOR 2022

In accordance with the Articles of Association, the Company's Rules Governing the Work of the Remuneration and Review Committee of the Board (《董事會薪酬與考核委員會工作細則》) and other relevant systems of the Company, considering the current economic environment, the actual situation of the region, industry and scale of the Company, and with reference to industry remuneration, the Company has formulated the Remuneration Plan of the Directors and Supervisors for 2022 (the "Plan").

I. The Plan applies to: Directors and Supervisors

II. Application period of the Plan: from January 1, 2022 to December 31, 2022

III. Remuneration criteria

(I) Directors' remuneration plan

1. Remuneration of executive Directors

Executive Directors are remunerated according to their performance appraisal in accordance with the specific management positions they hold in the Company and are no longer separately remunerated as Directors. Their specific remuneration is subject to the review by the Board.

2. Remuneration of non-executive Directors of the Company (including Independent Non-executive Directors)

Non-executive Directors (including Independent Non-executive Directors) are remunerated at a fixed rate of RMB150,000/year (before tax), of which Ms. You Jie, a non-executive Director, is not remunerated as a Director.

(II) Supervisors' remuneration plan

1. Employee Supervisors are remunerated in accordance with their position and performance in the Company and no longer receive separate remuneration for Supervisors.
2. Non-employee Supervisors have a fixed remuneration of RMB150,000/year (before tax).
3. Shareholder Supervisor: Mr. Liu Yuanzhong does not receive remuneration.

IV. Others

1. The remuneration of Directors and Supervisors is paid on a monthly basis.
2. All personal income taxes relating to the above remuneration shall be uniformly withheld and paid by the Company on its behalf.
3. If a Director or Supervisor leaves office due to a change of term, re-election, resignation during the term of office, etc., the remuneration shall be calculated and paid according to the actual term of office.

* *For identification purpose only*

APPENDIX IV SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE NEXT 3 YEARS (2022-2024)

SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE NEXT THREE YEARS (2022-2024)

In order to determine the returns to new and existing Shareholders after the initial public offering and listing of Shares, and strengthen the transparency and operability of decision making of dividend distribution for convenient supervision of operation and distribution of the Company by Shareholders, the Board formulates the Shareholders' Dividend and Return Plan for the Next Three Years (2022-2024) by Shanghai Haohai Biological Technology Co., Ltd.* (《上海昊海生物科技股份有限公司未來三年(2022年-2024年)股東分紅回報規劃》) (the "Dividend and Return Plan") in accordance with the "Notice Regarding Further Implementation of Cash Dividends Distribution of Listed Companies" (《關於進一步落實上市公司現金分紅有關事項的通知》) and "Listed Companies Regulatory Guidance No.3 – Cash Dividends Distribution of Listed Companies" (《上市公司監管指引第3號-上市公司現金分紅》) issued by the CSRC as well as the Articles of Association. Particulars of the Dividend and Return Plan are as follows:

I. Factors Considered in Formulating the Dividend and Return Plan

The Company adopts a consistent and stable profit distribution policy, which emphasizes investors' reasonable investment return while ensuring the Company's sustainable development. The Company's profit distribution shall not exceed the accumulated distributable profits or damage the Company's long-term and sustainable development. The Company establishes a sustainable, stable and scientific return mechanism for the investors after taking into account the Company's industry development trends, the actual operation conditions, future development plans, cash flow condition, external financing environment and capital costs, Shareholders' opinions and requests on the dividends distribution and other factors as a whole, to ensure the continuity and stability of the profit distribution policy.

II. The Principle of Profit Distribution

Provided that the sustainable development of the Company is ensured, the Company shall fully consider the reasonable and effective return to investors, and actively implement the cash dividend policy, but the Company's profit distribution shall not exceed the accumulated distributable profits or damage the Company's sustainable operation capability. The Company shall fully consider and listen to the opinions of the Shareholders (in particular the public investors), Independent Non-executive Directors and Supervisor in formulating the Dividend and Return Plan and shall make distribution mainly in cash dividend, to ensure the continuity and stability of the profit distribution policy.

Provided that the profitability, normal business operations and long-term development of the Company is ensured, the Company will actively make profit distribution by cash dividends. Profit distribution shall be in the form of cash dividends if conditions allow. The Dividend and Return Plan and the bonus plan shall be formulated in compliance with the provisions relating to profit distribution policy of the Articles of Association.

APPENDIX IV SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE NEXT 3 YEARS (2022-2024)

III. The Period for Formulating the Dividend and Return Plan and Relevant Decision-Making Mechanism

The Company shall review the Dividend and Return Plan at least every three years. The Company shall make appropriate and necessary modifications to the existing dividend distribution policy of the Company and determine the Dividend and Return Plan for such period after taking into account the Company's development status, profitability, cash flow condition at that time and current capital requirements, together with the opinions of the Shareholders (in particular the public investors), Independent Non-executive Directors and external Supervisors. The Company ensures that after the adjustment of the Dividend and Return Plan, the profit distributed by the Company in the form of cash every year shall not be less than 20% of the distributable profit realized in that year.

IV. Formulation and Implementation of Profit Distribution Plan and Profit Distribution Policy Adjustment Plan

- (1) When formulating specific plan for cash dividends by the Company, the Board shall study and identify with caution the timing, conditions and minimum proportion, conditions for adjustment and requirements for decision-making procedures involved in implementing the cash dividends. The specific plan for dividend distribution of the Company shall be formulated by the Board based on the Company's operating conditions and the relevant provisions of the China Securities Regulatory Commission, and submitted to the general meeting for consideration and approval, which shall be considered by the general meeting and passed by more than half of the voting rights held by the Shareholders attending the general meeting. The Company welcomes any suggestion from all Shareholders (in particular the public investors), Independent Non-executive Directors and the Supervisory Committee in respect of its profit distribution plan and their supervision thereof.

The specific plan for dividend distribution submitted to the general meeting by the Board shall be approved by more than half of all the Directors' votes and also shall be approved by more than one-half of all the Independent Non-executive Directors' votes. Independent Non-executive Directors shall express independent opinion on the specific plan for dividend distribution. The Independent Non-executive Directors may collect opinions from minority Shareholders for formulating and putting forward a dividend distribution proposal to the Board for consideration. The specific plan for dividend distribution formulated by the Board shall be considered by the Supervisory Committee and approved by more than half of all the Supervisors of the Supervisory Committee.

After the profit distribution plan has been resolved at the general meeting of the Company, the Board shall complete the dividend (or share) distribution within 2 months after the date of the general meeting. In the event of a delay in distribution, the Board shall promptly disclose the reasons for the delay.

**APPENDIX IV SHAREHOLDERS' DIVIDEND AND RETURN PLAN
FOR THE NEXT 3 YEARS (2022-2024)**

- (2) The Company will maintain the continuity and stability of its dividend distribution policy. If the Company needs to adjust its profit distribution policy based on industry regulatory policy, its own business situation, investment plan and long-term development needs or due to significant changes in the external business environment, the adjusted profit distribution policy shall not violate relevant provisions of the China Securities Regulatory Commission and the stock exchange. The proposal on adjusting the profit distribution policy shall be formulated by the Board based on the Company's operation condition and relevant provisions of the China Securities Regulatory Commission and submitted to the general meeting for consideration, and shall be approved by more than two thirds of the voting rights held by the Shareholders attending the general meeting.

When formulating the proposal on adjusting the profit distribution policy, the Board shall fully listen to the opinions of Shareholders (particularly the public investors), external Directors, Independent Non-executive Directors and external Supervisors. When the Board approves the proposal on adjusting the profit distribution policy, the proposal shall be approved by more than half of all the Directors' votes and also shall be approved by more than one-half of all Independent Non-executive Directors. The independent opinion expressed by Independent Non-executive Directors in this regard shall be disclosed in a timely manner.

The Supervisory Committee shall consider the proposal on adjusting the profit distribution policy formulated by the Board according to the Articles of Association, and fully listen to the opinions of external Supervisors who do not hold any positions in the Company (if any). The proposal approved by more than half of all the Supervisors of the Supervisory Committee.

The Board, Supervisory Committee and Shareholders at the general meeting of the Company shall take full account of the opinions of Independent Non-executive Directors, external Supervisors and public investors when making decisions and reviewing the Company's profit distribution policies. The Company shall listen and welcome any suggestion from the public investors in respect of the profit distribution plan and their supervision thereof through a variety of channels (including telephone, fax, e-mail and interaction platform of investor relations).

V. Announcement of Profit Distribution Plan

The Company shall disclose in detail in its annual report the formulation and implementation of the cash dividend policy, and state the following matters:

- (i) whether the policy is in compliance with the requirements of the Articles of Association or the resolutions passed at the general meeting; (ii) whether the basis and ratio of the distribution of dividends are clear; (iii) whether the relevant decision-making procedures

APPENDIX IV SHAREHOLDERS' DIVIDEND AND RETURN PLAN FOR THE NEXT 3 YEARS (2022-2024)

and mechanisms are sound; (iv) whether the Independent Non-executive Directors have duly performed their duties; and (v) whether there are enough channels for minority Shareholders to express their opinions and requests, and whether their legal interests are sufficiently protected.

If the cash dividend policy is to be adjusted or amended, it shall be disclosed in detail whether the conditions and procedures of such adjustments or amendment is in compliance with laws and transparent.

Where the Company does not make profit distribution or makes the profit distribution in a proportion lower than the cash dividend proportion as stipulated in the Dividend and Return Plan in a year, the Company shall explain the reasons for non-distribution and the use of the undistributed profits set aside by the Company for purposes other than dividend distribution in the announcement on resolutions of the Board and the regular reports in details. The Independent Non-executive Directors shall express their independent opinions in this regard. The relevant profit distribution proposal shall be submitted to the general meeting for approval after having considered by the Board, and the reasons for and the specific use of the retained funds shall be detailed in the resolution proposed at the general meeting. If there is misappropriation of funds of the Company by a Shareholder in violation of regulations, the Company shall have the right to deduct that Shareholder's cash dividend during profit distribution to reimburse the misappropriated funds.

VI. Dividend and Return Plan of the Company for the Next Three Years

1. Specific distribution plan

If there is no significant investment plan or significant capital expenditure, the Company shall first choose to pay dividends in cash. The profit distributed by the Company in the form of cash every year shall be not less than 20% of the distributable profit realized in that year.

After taking full account of the Company's industry characteristic, stage of development, business model, and profitability and other factors such as whether there are significant capital expenditure arrangements, the Board shall distinguish the following situations and formulate diversified cash dividend distribution policies in accordance with procedures stipulated in the Articles of Association:

- (i) Where the Company is in a developed stage with no significant capital expenditure arrangement, the dividend to be distributed in cash shall not be less than 80% of the total profit distribution;
- (ii) Where the Company is in a developed stage with significant capital expenditure arrangement, the dividend to be distributed in cash shall not be less than 40% of the total profit distribution;

**APPENDIX IV SHAREHOLDERS' DIVIDEND AND RETURN PLAN
FOR THE NEXT 3 YEARS (2022-2024)**

- (iii) Where the Company is in a developing stage with significant capital expenditure arrangement, the dividend to be distributed in cash shall not be less than 20% of the total profit distribution; and
- (iv) Where it is difficult to identify the development stage of the Company but there is significant capital expenditure arrangement, dividend distribution may be dealt with in accordance with the preceding provisions.

Significant investment plan or significant capital expenditure refers to:

the proposed external investment, acquisition of assets or purchase of equipment by the Company in the coming twelve months with accumulated expenses amounting to or exceeding 50% of the latest audited net assets of the Company, and exceeding RMB50,000,000.

2. *Use of undistributed profits*

The retained undistributed profits of the Company shall mainly be used to supplement significant investment and cash expenditure such as technical transformation or project expansion, external investment, acquisition of assets or equity interests and procurement of equipment, gradually expand production and operation scale, optimize financial structure, facilitate the Company's rapid development and achieve the future plans and development objectives of the Company in a planned and systematic manner with a view to maximizing the interests of Shareholders.

The matters not expressly set out in the Dividend and Return Plan shall be implemented in accordance with the requirements of relevant laws and regulations, regulatory documents and the Articles of Association. The Dividend and Return Plan shall be interpreted by the Board and shall be effective upon approval at AGM.

APPENDIX V EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

In accordance with the Hong Kong Listing Rules, this appendix serves as an explanatory statement to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the AGM, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting for the grant of the Repurchase Mandate to the Directors.

REPURCHASE MANDATE

Reasons for Repurchasing H Shares

The Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to and in the best interest of the Company and its Shareholders. Such repurchases of the H Shares may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share of the Company. Such repurchases of the H Shares will only be made when the Directors believe that it will benefit the Company and its Shareholders as a whole.

Share Capital

As at Latest Practicable Date, the total issued capital of the Company was RMB175,822,100 comprising 38,022,100 H Shares of RMB1.00 each and 137,800,000 A Shares of RMB1.00 each.

Exercise of the Repurchase Mandate

Subject to the passing of the relevant special resolution set out in the notices of the AGM and the Class Meetings, respectively, the Board will be granted the Repurchase Mandate until the earlier of (a) the conclusion of the 2022 annual general meeting of the Company; or (b) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting, or a special resolution of holders of the A Shares or holders of the H Shares of the Company at their respective class meeting (the “**Relevant Period**”). The exercise of the Repurchase Mandate is subject to relevant approval(s) of and/or filings with relevant regulatory authorities as required by the laws, rules and regulations of the PRC being obtained and/or carried out.

The exercise in full of the Repurchase Mandate (on the basis of 38,022,100 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or repurchased by the Company on or prior to the date of the AGM and the Class Meetings) would result in a maximum of 3,802,210 H Shares being repurchased by the Company during the Relevant Period, being the maximum of 10% of the total number of the H Shares in issue as at the date of passing the relevant special resolution at the AGM and the Class Meetings.

APPENDIX V EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Funding of Repurchases

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources (which may include capital common reserve funds and distributable profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Directors consider that there may not be a material adverse impact on the working capital or on the gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the financial report of the Company for the year ended December 31, 2021) in the event that the Repurchase Mandate is to be exercised in full at any time during the proposed repurchase period.

Prices of H Share

The highest and lowest prices at which the H Shares have been traded on the Hong Kong Stock Exchange during the 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
May	101.100	65.650
June	150.000	72.050
July	123.000	74.450
August	86.800	63.150
September	74.950	59.300
October	67.300	56.800
November	58.450	50.050
December	57.400	45.600
2022		
January	56.700	45.150
February	46.950	40.600
March	42.000	31.500
April	43.450	32.500
May (as at the Latest Practicable Date)	36.800	30.800

APPENDIX V EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

Shares Repurchased by the Company

During the six months prior to the Latest Practicable Date, the Company has repurchased 1,692,100 H Shares on the Hong Kong Stock Exchange, and such H Shares has not been cancelled at the Latest Practicable Date. The details of the foregoing repurchase is as follows:

Trading date	Number of securities repurchased	Highest price per share <i>HKD</i>	Lowest price per share <i>HKD</i>	Total paid <i>HKD</i>
30 December 2022	90,400	50.50	49.70	4,540,965
4 January 2022	105,700	52.00	50.55	5,413,580
5 January 2022	327,900	52.00	49.75	16,805,790
6 January 2022	197,100	53.30	50.10	10,214,315
7 January 2022	208,800	54.00	52.45	11,064,630
11 January 2022	80,000	54.00	53.20	4,291,735
12 January 2022	74,600	55.00	54.70	4,082,290
13 January 2022	129,400	54.30	53.00	6,912,110
14 January 2022	63,000	55.50	54.45	3,476,215
17 January 2022	415,200	56.00	53.55	23,001,865
Total:	<u>1,692,100</u>			<u>89,803,495</u>

Save as disclosed above, no repurchased of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Hong Kong Stock Exchange or otherwise).

Directors' Undertakings and General Information

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the proposed special resolution to approve the Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates (as defined in the Hong Kong Listing Rules) presently intends to sell H Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings, and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

APPENDIX V EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM and the Class Meetings and the conditions (if any) to which the Repurchase Mandate is subject are fulfilled.

Takeovers Code and the Public Float Requirement

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Codes on Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert could obtain or consolidate control of the Company or become obligated to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Jiang Wei (“**Mr. Jiang**”) and Ms. You Jie (“**Ms. You**”) were deemed to be interested in 79,720,000 A Shares (as defined in Part XV of the SFO), representing approximately 45.34% of the Company's total issued capital. 79,720,000 A Shares were held directly by Mr. Jiang as to 44,449,000 A Shares and through 上海湛澤企業管理合夥企業(有限合伙) (Shanghai Zhanze Corporate Management Partnership Enterprise*), a limited partnership controlled by him through his wholly-owned company, 上海湛溪企業管理有限公司 (Shanghai Zhanxi Corporate Management Limited Company*), as to 6,471,000 A Shares and directly by Ms. You as to 28,800,000 A Shares, respectively. Mr. Jiang, as the spouse of Ms. You, was deemed to be interested in the 28,800,000 A Shares held by Ms. You in the Company under the SFO. Ms. You, as the spouse of Mr. Jiang, was deemed to be interested in the 50,920,000 A Shares held by Mr. Jiang in the Company under the SFO. In the event that the Directors fully exercise their Repurchase Mandate, the total interests held by Mr. Jiang and Ms. You in the Company's total issued capital will increase to approximately 46.34%, assuming that the A Shares held by Mr. Jiang and Ms. You as at the Latest Practicable Date remain unchanged and there is no other change to the issued share capital of the Company, and such increase would not give rise to an obligation to make a mandatory general offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Hong Kong Listing Rules prohibit a company from making repurchase on the Hong Kong Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Hong Kong Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

Status of Repurchased Shares

Pursuant to the Hong Kong Listing Rules, the listing of all repurchased H Shares of the Company is automatically cancelled and the relevant certificates must be cancelled and destroyed.

Under the PRC law, the repurchased H Shares may be treated as cancelled and, if so cancelled, the amount of the Company's registered capital shall be reduced by the aggregate nominal value of the repurchased H Shares accordingly.

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

Terms used in this Appendix shall have the same meanings as defined in the Articles of Association unless the context requires otherwise.

No.	Existing Articles	Revised Articles
1	<p>Article 1</p> <p>To safeguard the legitimate rights and interests of Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司) (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”) and, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”), Guidelines to Articles of Association of Listed Companies (amended in 2019)” (hereinafter referred to as the “Guidelines to Articles of Association”) and other relevant laws and provisions.</p>	<p>Article 1</p> <p>To safeguard the legitimate rights and interests of Shanghai Haohai Biological Technology Co., Ltd.* (上海昊海生物科技股份有限公司) (the “Company”) and its shareholders and creditors, and to regulate the organization and acts of the Company, this Articles of Association is formulated pursuant to the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (the “Special Regulations”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”), <u>the Rules Governing the Listing of Securities on the Science and Technology Innovation Board of the Shanghai Stock Exchange</u>, the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (the “Mandatory Provisions”) and, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong (hereinafter referred to as the “Letter of Opinions on Supplements and Amendments”), Guidelines to Articles of Association of Listed Companies (amended in 2019 <u>2022</u>)” (hereinafter referred to as the “Guidelines to Articles of Association”) and other relevant laws and provisions.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
2	<p>Article 2</p> <p>The Company is a joint stock limited company incorporated under the Company Law, the Securities Law, the Special Regulations and other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”, excluding, for the purpose of this Articles of Association and its appendices, Hong Kong, Macau and Taiwan).</p> <p>The Company was established on 1 July 2010 by way of promotion and registered at Shanghai Administration for Industry and Commerce on 2 August 2010 with a business license granted. The unified social credit code of the Company is 91310000797066532Q.</p> <p>The promoters of the Company are 23 natural persons, namely, Jiang Wei (蔣偉), You Jie (游捷), Lou Guoliang (樓國梁), Hou Yongtai (侯永泰), Wu Jianying (吳劍英), Ling Xihua (凌錫華), Peng Jinhua (彭錦華), Huang Ming (黃明), Liu Yuanzhong (劉遠中), Shen Rongyuan (沈榮元), Tao Weidong (陶偉棟), Wang Wenbin (王文斌), Fan Jipeng (范吉鵬), Gan Renbao (甘人寶), Wu Ming (吳明), Chen Yiyi (陳奕奕), Shi Xiaoli (時小麗), Zhao Meilan (趙美蘭), Liu Jun (劉軍), Zhu Min (朱敏), Lu Rujuan (陸如娟), Sun Xiaohuang (孫孝煌) and Wu Yazhen (吳雅貞).</p>	<p>Article 2</p> <p>The Company is a joint stock limited company incorporated under the Company Law, the Securities Law, the Special Regulations and other relevant laws and administrative regulations of the People’s Republic of China (the “PRC”, excluding, for the purpose of this Articles of Association and its appendices, Hong Kong, Macau and Taiwan).</p> <p>The Company was established on 1 July 2010 by way of promotion and registered at Shanghai Administration for Industry and Commerce <u>Shanghai Municipal Administration for Market Supervision</u> on 2 August 2010 with a business license granted. The unified social credit code of the Company is 91310000797066532Q.</p> <p>The promoters of the Company are 23 natural persons, namely, Jiang Wei (蔣偉), You Jie (游捷), Lou Guoliang (樓國梁), Hou Yongtai (侯永泰), Wu Jianying (吳劍英), Ling Xihua (凌錫華), Peng Jinhua (彭錦華), Huang Ming (黃明), Liu Yuanzhong (劉遠中), Shen Rongyuan (沈榮元), Tao Weidong (陶偉棟), Wang Wenbin (王文斌), Fan Jipeng (范吉鵬), Gan Renbao (甘人寶), Wu Ming (吳明), Chen Yiyi (陳奕奕), Shi Xiaoli (時小麗), Zhao Meilan (趙美蘭), Liu Jun (劉軍), Zhu Min (朱敏), Lu Rujuan (陸如娟), Sun Xiaohuang (孫孝煌) and Wu Yazhen (吳雅貞).</p> <p><u>The Company shall set up its Communist Party of China (hereinafter referred to as “CPC”) organization and carry out CPC activities in accordance with the requirements of the Constitution of the CPC. The Company shall provide the CPC organization with necessary conditions for its activities.</u></p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
3	<p>Article 7</p> <p>This Articles of Association has been approved by a special resolution at a general meeting of the Company and shall take effect on the date on which the A Shares of the Company are listed and commence dealings on stock exchange in the People’s Republic of China, and shall supersede previous articles of association of the Company filed with competent administration for industry and commerce.</p> <p>From the effective date of this Articles of Association, this Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders.</p>	<p>Article 7</p> <p>This Articles of Association has been approved by a special resolution at a general meeting of the Company and shall take effect on the date on which the A Shares of the Company are listed and commence dealings on stock exchange in the People’s Republic of China, and shall supersede previous articles of association of the Company filed with competent administration for industry and commerce <u>Market Supervision</u>.</p> <p>From the effective date of this Articles of Association, this Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders.</p>
4	<p>Article 25</p> <p>Shares held by promoters shall not be transferred within one (1) year from the date of establishment of the Company. Domestic Shares previously issued by the Company prior to the initial public offering shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded on a stock exchange.</p>	<p>Article 25</p> <p>Shares held by promoters shall not be transferred within one (1) year from the date of establishment of the Company. Domestic Shares previously issued by the Company prior to the initial public offering shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded on a stock exchange.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>During their terms of office, directors, supervisors and other senior management of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer annually during their terms of office more than 25% of the total number of shares of the Company which they hold; the shares of the Company held by them shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within six (6) months from the date of their leaving the Company. Where the aforementioned restrictions on transfer involve H Shares, compliance with the Hong Kong Listing Rules is required.</p> <p>If the directors, supervisors and senior management members of the Company as well as the shareholders holding more than 5% of the A Shares of the Company sell the Company Shares they hold within six months after purchase or buy shares of the Company within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The board of directors of the Company shall forfeit such gains from the abovementioned parties. Nevertheless, if a securities company holds more than 5% of the shares of the Company by buying the remaining Shares pursuant to an underwriting arrangement, the six-month limitation for selling the said shares shall not apply.</p>	<p>During their terms of office, directors, supervisors and other senior management of the Company shall report to the Company their shareholdings in the Company and changes therein and shall not transfer annually during their terms of office more than 25% of the total number of shares of the Company which they hold; the shares of the Company held by them shall not be transferred within one (1) year from the date on which the shares of the Company are listed and traded. The aforesaid persons shall not transfer the shares of the Company held by them within six (6) months from the date of their leaving the Company. Where the aforementioned restrictions on transfer involve H Shares, compliance with the Hong Kong Listing Rules is required.</p> <p>If the directors, supervisors and senior management members of the Company as well as the shareholders holding more than 5% of the A Shares of the Company sell the Company Shares <u>shares or other securities with the nature of equities of the Company</u> they hold within six months after purchase or buy shares <u>or other securities with the nature of equities of the Company</u> within six months after the sale, the gains generated from such trade shall be disgorged and paid to the Company. The board of directors <u>Board</u> of the Company shall forfeit such gains from the abovementioned parties. Nevertheless, if a securities company holds more than 5% of the shares of the Company by buying the remaining Shares pursuant to an underwriting arrangement <u>and except other circumstances as stipulated by the CSRC,</u> the six-month limitation for selling the said shares shall not apply.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>Should the Board of Directors of the Company does not observe the provisions set forth in the preceding article, the Shareholders shall be entitled to require the Board to effect the same within 30 days. If the Board of Directors of the Company third to do so within the aforesaid time limit, the Shareholders may directly initiate people’s court proceedings in their own name for the interests of the Company.</p> <p>Should the Board of Directors of the Company fail to execute the provisions under the third paragraph of this article, the responsible Director(s) held accountable shall assume joint and several liabilities under the law.</p>	<p><u>For the purpose of the foregoing paragraph, the shares or other securities with the nature of equities held by the Directors, Supervisors, senior management members and natural person shareholders shall include the shares or other securities with the nature of equities held by their spouses, parents and children, as well as those held through others’ accounts.</u></p> <p>Should the Board of Directors of the Company does not observe the provisions <u>under the third paragraph of this article set forth in the preceding article</u>, the Shareholders shall be entitled to require the Board to effect the same within 30 days. If the Board of Directors of the Company third to do so within the aforesaid time limit, the Shareholders may directly initiate people’s court proceedings in their own name for the interests of the Company.</p> <p>Should the Board of Directors of the Company fail to execute the provisions under the third paragraph of this article, the responsible Director(s) held accountable shall assume joint and several liabilities under the law.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
5	<p>Article 28</p> <p>The Company may repurchase its own outstanding shares in accordance with laws, administrative regulations, departmental rules and regulations as well as this Articles of Association and with the approval of relevant State authorities under the following circumstances:</p> <ol style="list-style-type: none"> (1) To cancel shares for the purpose of reducing the capital of the Company; (2) To merge with other companies that hold shares in the Company; (3) To use the shares for employee shareholding schemes or as share incentives; (4) To acquire the shares of shareholders (upon their request) who vote against to any resolution adopted at any general meetings on the merger or division of the Company; (5) To use the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the listed company; (6) To safeguard corporate value and shareholders' equity as the listed company deems necessary; (7) Other circumstances permitted by laws and administrative regulations. The Company shall not repurchase the Company's shares save and except for the aforesaid conditions. <p>The Company shall not repurchase the Company's shares save and except for the aforesaid conditions.</p>	<p>Article 28</p> <p>The Company shall not may repurchase its own outstanding shares in accordance with laws, administrative regulations, departmental rules and regulations as well as this Articles of Association and with the approval of relevant State authorities <u>except</u> under <u>one of</u> the following circumstances:</p> <ol style="list-style-type: none"> (1) To cancel shares for the purpose of reducing the capital of the Company; (2) To merge with other companies that hold shares in the Company; (3) To use the shares for employee shareholding schemes or as share incentives; (4) To acquire the shares of shareholders (upon their request) who vote against to any resolution adopted at any general meetings on the merger or division of the Company; (5) To use the shares to satisfy the conversion of those corporate bonds convertible into shares issued by the listed company <u>Company</u>; (6) To safeguard corporate value and shareholders' equity as the listed company <u>Company</u> deems necessary.; (7) Other circumstances permitted by laws and administrative regulations. The Company shall not repurchase the Company's shares save and except for the aforesaid conditions. <p>The Company shall not repurchase the Company's shares save and except for the aforesaid conditions.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
6	<p>Article 30</p> <p>In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures specified in the Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p>The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than in the market or by tender shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>	<p>Article 30</p> <p>In the event of a repurchase of shares by the Company by an agreement outside of a stock exchange, prior approval shall be obtained from the shareholders at a general meeting in accordance with the procedures specified in the Articles of Association. Upon obtaining further prior approval of the shareholders at the general meeting in the same manner, the Company may terminate or amend contracts concluded in the manner set forth above or waive any of its rights under such contracts.</p> <p>The contracts for the repurchase of shares referred to in the above paragraph include (but not limited to) agreements whereby repurchase obligations are undertaken and repurchase rights are acquired.</p> <p>The Company may not assign contracts for the repurchase of its own shares or any of its rights thereunder.</p> <p>The price per share for repurchasing the Company's own redeemable shares proposed to be made otherwise than in the market or by tender shall be capped at a maximum price; where the repurchasing is proposed to be made by way of tender, tenders shall be made available to all holders of such shares on the same terms.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
7	<p>Article 50</p> <p>Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) The right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) The right to propose, convene and preside over, to attend or appoint proxies to attend general meetings and to exercise the corresponding voting right there at in accordance with laws;</p> <p>.....</p> <p>(6) A copy of the latest annual return filed with the competent administration for industry and commerce;</p> <p>(7) Reports showing the aggregate par value, quantity, the maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount paid by the Company for this purpose;</p> <p>(8) Minutes of general meetings;</p> <p>(9) Corporate bond certificates and published financial accounting reports.</p>	<p>Article 50</p> <p>Holders of the ordinary shares of the Company shall enjoy the following rights:</p> <p>(1) The right to dividends and other profit distributions in proportion to the number of shares held;</p> <p>(2) The right to propose, convene and preside over, to attend or appoint proxies to attend general meetings and to exercise the corresponding voting right <u>rights to speak and vote</u> there at in accordance with laws;</p> <p>.....</p> <p>(6) A copy of the latest annual return filed with the competent administration for industry and commerce <u>Market Supervision</u>;</p> <p>(7) Reports showing the aggregate par value, quantity, the maximum and minimum prices paid in respect of each class of shares repurchased by the Company since the end of the last financial year, and the aggregate amount paid by the Company for this purpose;</p> <p>(8) Minutes of general meetings;</p> <p>(9) Corporate bond certificates and published financial accounting reports.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>Documents of items (1) to (8) (except item (2)) mentioned above shall be made available by the Company in accordance with the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect with no charge (of which documents of item (8) may be inspected by shareholders only).</p> <p>(6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) With respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) Such other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>The Company shall not exercise its rights to freeze or harm in any other forms the rights attaching to any shares held by any person merely because the person has not disclosed the rights and interests he holds directly or indirectly.</p>	<p>Documents of items (1) to (8) (except item (2)) mentioned above shall be made available by the Company in accordance with the requirements of the Hong Kong Listing Rules, at the Company's address in Hong Kong, for the public and holders of overseas-listed foreign shares to inspect with no charge (of which documents of item (8) may be inspected by shareholders only).</p> <p><u>Documents of items (3) to (7) above shall be posted on the website of the Hong Kong Stock Exchange and the website of the Company in accordance with the requirements of the Hong Kong Listing Rules. Documents of items (1) and (8) above shall be made available at the Company's address in Hong Kong for the shareholders to inspect with no charge and to make photocopies subject to a payment of a reasonable fee.</u></p> <p>(6) In the event of the termination or liquidation of the Company, the right to participate in the distribution of the remaining assets of the Company in accordance with the number of shares held;</p> <p>(7) With respect to shareholders who vote against any resolution adopted at the general meeting on the merger or division of the Company, the right to demand the Company to acquire the shares held by them;</p> <p>(8) Such other rights conferred by laws, administrative regulations and the Articles of Association.</p> <p>The Company shall not exercise its rights to freeze or harm in any other forms the rights attaching to any shares held by any person merely because the person has not disclosed the rights and interests he holds directly or indirectly.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
8	<p>Article 51</p> <p>If the contents of the resolution made by the General Meeting or the Board of Directors of the Company violate any laws, administrative regulations, the Shareholders shall be entitled to request the people’s court to invalidate the said resolution.</p> <p>If the convening procedure and voting method of the General Meeting and Board meeting violate the laws, administrative regulations or these Articles of Association, or the contents of the resolution go against these Articles of Association, the shareholders shall have the right to request the people’s court to cancel the said procedure, method or resolution within sixty (60) days after adoption of the resolution.</p>	<p>Article 51</p> <p>If the contents of the resolution made by the General Meeting or the Board of Directors of the Company violate any laws <u>and/or</u> administrative regulations, <u>the said resolution shall be invalidated</u> the Shareholders shall be entitled to request the people’s court to invalidate the said resolution.</p> <p>If the convening procedure and voting method of the General Meeting and Board meeting violate the laws, administrative regulations or these Articles of Association, or the contents of the resolution go against these Articles of Association, the shareholders shall have the right to request the people’s court to cancel the said procedure, method or resolution within sixty (60) days after adoption of the resolution.</p>
9	<p>Article 54</p> <p>Holders of the ordinary shares of the Company shall have the following obligations:</p> <p>.....</p> <p>(4) Substantial shareholders shall give a timely, true and complete report to the Board containing, among others, a name list of their liaison persons and the information about their connected transactions;</p> <p>(5) Not to abuse their shareholders’ rights to prejudice the interests of the Company or other shareholders, and not to abuse the independent status of the Company as a legal entity and the limited liability of shareholders to prejudice the interests of the Company’s creditors;</p>	<p>Article 54</p> <p>Holders of the ordinary shares of the Company shall have the following obligations:</p> <p>.....</p> <p>(4) Substantial shareholders shall give a timely, true and complete report to the Board containing, among others, a name list of their liaison persons and the information about their connected transactions;</p> <p>(5)<u>(4)</u> Not to abuse their shareholders’ rights to prejudice the interests of the Company or other shareholders, and not to abuse the independent status of the Company as a legal entity and the limited liability of shareholders to prejudice the interests of the Company’s creditors;</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>If a shareholder of the Company abuses the rights of shareholder and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</p> <p>If a shareholder of the Company abuses the Company's independent status as a legal entity and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company.</p> <p>(6) To assume other obligations required by laws, administrative regulations and the Articles of Association.</p> <p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p>	<p>If a shareholder of the Company abuses the rights of shareholder and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</p> <p>If a shareholder of the Company abuses the Company's independent status as a legal entity and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable for the debts owed by the Company.</p> <p>(6)(5) To assume other obligations required by laws, administrative regulations and the Articles of Association.</p> <p><u>If a shareholder of the Company abuses the rights of shareholder and thereby causes loss on the Company or other shareholders, such shareholder shall be liable for indemnity in accordance with the law.</u></p> <p><u>If a shareholder of the Company abuses the Company's independent status as a legal entity and the limited liability of shareholders for the purposes of avoiding debts, thereby materially impairing the interests of the creditors of the Company, such shareholder shall be jointly and severally liable with the Company for the debts owed by the Company.</u></p> <p>Shareholders shall not be liable to make any further contributions to the share capital other than according to the terms agreed by the subscribers at the time of share subscription.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
10	<p>Article 59</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>(1) Decide the operational policy and investment plan of the Company;</p> <p>.....</p> <p>(18) Examine share incentive plans;</p> <p>(19) Examine other matters to be decided at the general meeting as prescribed by the law, administrative regulations, departmental rules or this Articles of Association.</p> <p>Matters which, in accordance with the provisions of the laws, administrative regulations and this Articles of Association, are required to be decided at the general meeting, shall be considered at the general meeting so as to protect the decision-making power of the shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the Board to determine, within the scope of authorization granted by such general meeting, specific issues relating to matters which shall be resolved but cannot be decided upon immediately at such general meeting.</p>	<p>Article 59</p> <p>The general meeting shall exercise the following functions and powers:</p> <p>(1) Decide the operational policy and investment plan of the Company;</p> <p>.....</p> <p>(18) Examine share incentive plans <u>and employee shareholding plan</u>;</p> <p>(19) Examine other matters to be decided at the general meeting as prescribed by the law, administrative regulations, departmental rules or this Articles of Association.</p> <p>Matters which, in accordance with the provisions of the laws, administrative regulations and this Articles of Association, are required to be decided at the general meeting, shall be considered at the general meeting so as to protect the decision-making power of the shareholders of the Company on such matters. Under necessary and reasonable circumstances, the general meeting may authorize the Board to determine, within the scope of authorization granted by such general meeting, specific issues relating to matters which shall be resolved but cannot be decided upon immediately at such general meeting.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>An authorization to the Board by general meeting in relation to matters to be decided by ordinary resolutions shall be passed by shareholders (including their proxies) representing more than half of the voting rights present at the general meeting; an authorization to the Board in relation to matters to be decided by special resolutions shall be passed by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting. The contents of the authorization shall be clear and specific.</p>	<p><u>The annual general meeting of the Company may authorize the Board to approve the issuance of domestic shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the date of the annual general meeting for the next year, subject to relevant laws and regulations, including the Hong Kong Listing Rules (if applicable).</u></p> <p>An authorization to the Board by general meeting in relation to matters to be decided by ordinary resolutions shall be passed by shareholders (including their proxies) representing more than half of the voting rights present at the general meeting; an authorization to the Board in relation to matters to be decided by special resolutions shall be passed by shareholders (including their proxies) representing more than two-thirds of the voting rights present at the general meeting. The contents of the authorization shall be clear and specific.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
11	<p>Article 60</p> <p>The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company or its controlled subsidiary with a total amount equal to or more than 50% of the Company’s latest audited net assets;</p> <p>(2) Any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company with a total amount equal to or more than 30% of the Company’s latest audited total assets;</p> <p>(3) To provide guarantee to any person or entity with a gearing ratio in excess of 70%;</p> <p>(4) A single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5) To provide guarantee for shareholders, de facto controllers and their related parties;</p> <p>(6) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association.</p>	<p>Article 60</p> <p>The following external guarantees of the Company must be reviewed and passed at the general meeting:</p> <p>(1) Any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company or its controlled subsidiary with a total amount equal to or more than 50% of the Company’s latest audited net assets;</p> <p>(2) Any subsequent guarantee in addition to the aggregate of all external guarantees provided by the Company with a total amount equal to or more than 30% of the Company’s latest audited total assets;</p> <p>(3) <u>Any guarantee provided by the Company to other companies, where the amount of guarantees within one year exceeds thirty percent of the latest audited net assets;</u></p> <p>(3)(4) To provide guarantee to any person or entity with a gearing ratio in excess of 70%;</p> <p>(4)(5) A single guarantee whose amount exceeds 10% of the latest audited net assets;</p> <p>(5)(6) To provide guarantee for shareholders, de facto controllers and their related parties;</p> <p>(6)(7) Other guarantees which shall be passed at the general meeting as prescribed by the local stock exchange where the Company’s shares are listed and this Articles of Association.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>When the general meeting is considering a motion to provide guarantee for any shareholder, de facto controllers or their respective related parties, the said shareholder or the shareholders controlled by the said de facto controllers shall be abstained from voting on the motion, and the approval of such motion shall be subject to more than half of the voting rights of the other attending shareholders.</p>	<p>When the general meeting is considering a motion to provide guarantee for any shareholder, de facto controllers or their respective related parties, the said shareholder or the shareholders controlled by the said de facto controllers shall be abstained from voting on the motion, and the approval of such motion shall be subject to more than <u>exceeding</u> half of the voting rights of the other attending shareholders.</p>
12	<p>Article 63</p> <p>The venue of the general meeting shall be the domicile of the Company or the venue specified in the notice of the general meeting.</p> <p>The Company shall set the meeting venue by way of on-site meetings. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. Shareholders attending the general meeting via the abovementioned methods are considered to be present at such meeting. Online voting is not applicable to the holders of H shares.</p> <p>For any general meetings held online or via other methods, the voting time and procedure for the relevant voting methods shall be set out clearly in the notice of the general meeting.</p>	<p>Article 63</p> <p>The venue of the general meeting shall be the domicile of the Company or the venue specified in the notice of the general meeting.</p> <p>The Company shall set the meeting venue by way of on-site meetings. In addition, the Company will provide online and other means for the convenience of participation by the shareholders. Shareholders attending the general meeting via the abovementioned methods are considered to be present at such meeting. Online voting is not applicable to the holders of H shares.</p> <p>For any general meetings held online or via other methods, the voting time and procedure for the relevant voting methods shall be set out clearly in the notice of the general meeting.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
13	<p>Article 69</p> <p>Notice of the general meeting shall meet the following requirements:</p> <p>(1) Be made in writing;</p> <p>.....</p> <p>(10) Specify the name and telephone number of the contact person for the meeting.</p> <p>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</p>	<p>Article 69</p> <p>Notice of the general meeting shall meet the following requirements:</p> <p>(1) Be made in writing;</p> <p>.....</p> <p>(10) Specify the name and telephone number of the contact person for the meeting.;</p> <p>(11) <u>Specify the voting time and voting procedure for voting on the network or otherwise.</u></p> <p>Any notice and supplementary notice of general meetings shall sufficiently and completely disclose all contents of all motions in full. If any matter to be discussed requires opinions of the independent directors, the opinions and reasons of the independent directors shall be disclosed together with the issuance of such notice.</p>
14	<p>Article 88</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting. When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p>	<p>Article 88</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting. When shareholders (including proxies) vote at the general meeting, they shall exercise their voting rights according to the number of voting shares that they represent. Each share shall carry one voting right.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>When material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes of such investors shall be counted separately. The separate counting results shall be promptly and publicly disclosed.</p> <p>The Board, independent directors and shareholders who satisfy the relevant regulations and conditions may publicly solicit voting rights from the shareholders. When soliciting voting rights from the shareholders, information such as specific voting intentions should be fully disclosed to the shareholders being solicited. Soliciting voting rights from the shareholders with compensation or disguised compensation is prohibited. The Company shall not set a lowest shareholding percentage when soliciting the shareholder voting rights.</p> <p>.....</p>	<p>When material issues affecting the interests of small and medium investors are being considered at the general meeting, the votes of such investors shall be counted separately. The separate counting results shall be promptly and publicly disclosed.</p> <p><u>Shareholders who purchase the voting shares of the Company in violation of Clause 1 and Clause 2 of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such number shall not be counted in the total number of voting shares represented by shareholders attending a general meeting.</u></p> <p>The Board, independent directors <u>and shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC</u>and shareholders who satisfy the relevant regulations and conditions may publicly solicit voting rights from the shareholders. When soliciting voting rights from the shareholders, information such as specific voting intentions should be fully disclosed to the shareholders being solicited. Soliciting voting rights from the shareholders with compensation or disguised compensation is prohibited. <u>Save for statutory conditions, the Company shall not set a lowest shareholding percentage when soliciting the shareholder voting rights.</u></p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
15	<p>Article 97</p> <p>The following matters shall be resolved by way of special resolutions at a general meeting:</p> <p>(1) Increase or reduction of the share capital, repurchase of the shares of the Company and issue of shares of any class, stock warrants or other similar securities of the Company;</p> <p>(2) Issuance of corporate bonds;</p> <p>(3) Division, merger, dissolution and liquidation or change in the form of the Company;</p> <p>.....</p>	<p>Article 97</p> <p>The following matters shall be resolved by way of special resolutions at a general meeting:</p> <p>(1) Increase or reduction of the share capital, repurchase of the shares of the Company and issue of shares of any class, stock warrants or other similar securities of the Company;</p> <p>(2) Issuance of corporate bonds;</p> <p>(3) Division, <u>spin-off</u>, merger, dissolution and liquidation, <u>voluntary winding-up</u> or change in the form of the Company;</p> <p>.....</p> <p><u>The resolution on spin-off and listing of its subsidiaries, in addition to being required to be passed by more than two-thirds of voting rights held by shareholders present at the general meeting, requires also the approval of more than two-thirds of voting rights held by other shareholders present at the meeting excluding the Company's directors, supervisors, senior management and shareholders who individually or collectively hold more than 5% of the Company's shares.</u></p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
16	<p>Article 100</p> <p>Shareholders who individually or in aggregate hold more than 10% of the shares carrying the right to vote at the meeting sought to be held requesting the convening of an extraordinary general meeting or a meeting of shareholders of different classes shall proceed in accordance with the procedures set forth below:</p> <p>.....</p> <p>(2) If the Board agrees to convene the extraordinary general meeting or the class meeting, it shall issue the notice of the extraordinary general meeting or the class meeting in 5 days after making the resolution of the Board. If there is any change to the original proposal in the notice, it shall be approved by the original proposer.</p> <p>(3) If the Board disapproves the proposal to convene the extraordinary general meeting or the class meeting, or fails to provide a response in 10 days after receiving the request, shareholders shall be entitled to propose to the supervisory committee in writing for the purpose of convening the extraordinary general meeting or the class meeting.</p>	<p>Article 100</p> <p>Shareholders who individually or in aggregate hold more than 10% of the shares carrying the right to vote at the meeting sought to be held requesting the convening of an extraordinary general meeting or a meeting of shareholders of different classes shall proceed in accordance with the procedures set forth below:</p> <p>.....</p> <p>(2) If the Board agrees to convene the extraordinary general meeting or the class meeting, it shall issue the notice of the extraordinary general meeting or the class meeting in 5 days after making the resolution of the Board. If there is any change to the original proposal in the notice, it shall be approved by the original proposer <u>relevant shareholder</u>.</p> <p>(3) If the Board disapproves the proposal to convene the extraordinary general meeting or the class meeting, or fails to provide a response in 10 days after receiving the request, shareholders shall be entitled to propose to the supervisory committee in writing for the purpose of convening the extraordinary general meeting or the class meeting.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>(4) If the supervisory committee approves the convening of the extraordinary general meeting or the class meeting, it shall issue a notice thereof within 5 days of receipt of said request, provided that any changes made in such notice to the original proposal shall be subject to prior consent from the original proposer.</p> <p>(5) If no notice is issued by the supervisory committee of the extraordinary general meeting or the class meeting within the stipulated period, the supervisory committee shall be deemed to have failed to convene and chair the general meeting, in which case the shareholder(s) individually or jointly holding more than 10% of the Company's shares for consecutive 90 days may convene and chair such meeting on their own. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which general meetings are to be convened by the Board. The shareholding proportion of the convening shareholders before the announcement of the resolutions passed at the shareholders' general meeting shall not be under 10%. The convening shareholders shall submit the relevant evidentiary materials to the dispatched office of the securities regulatory authorities of the PRC and the stock exchange(s) when the convening shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>	<p>(4) If the supervisory committee approves the convening of the extraordinary general meeting or the class meeting, it shall issue a notice thereof within 5 days of receipt of said request, provided that any changes made in such notice to the original proposal shall be subject to prior consent from the original proposer <u>relevant shareholder</u>.</p> <p>(5) If no notice is issued by the supervisory committee of the extraordinary general meeting or the class meeting within the stipulated period, the supervisory committee shall be deemed to have failed to convene and chair the general meeting, in which case the shareholder(s) individually or jointly holding more than 10% of the Company's shares for consecutive 90 days may convene and chair such meeting on their own. The procedures according to which they convene such meeting shall, to the extent possible, be identical to the procedures according to which general meetings are to be convened by the Board. The shareholding proportion of the convening shareholders before the announcement of the resolutions passed at the shareholders' general meeting shall not be under 10%. The convening shareholders shall submit the relevant evidentiary materials to the dispatched office of the securities regulatory authorities of the PRC and the stock exchange(s) when the convening shareholders issue the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
<p align="center">17</p>	<p>Article 101</p> <p>In the event that the supervisory committee or shareholders convenes a general meeting by themselves, they shall notify the Board in writing and lodge a filing with the local office of the CSRC at the place where the Company is situated and the stock exchange(s).</p> <p>The Board and the secretary to the Board shall cooperate with regard to such meeting and the Board shall provide the register of members as of the record day.</p> <p>All necessary expenses for the meeting convened by shareholders or the supervisory committee shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</p>	<p>Article 101</p> <p>In the event that the supervisory committee or shareholders convenes a general meeting by themselves, they shall notify the Board in writing and lodge a filing with the local office of the CSRC at the place where the Company is situated and the stock exchange(s).</p> <p><u>The supervisory committee or convening shareholders shall submit the relevant evidentiary materials to the stock exchange(s) when the notice of shareholders' general meeting and the announcement of the resolutions passed at the shareholders' general meeting are issued.</u></p> <p>The Board and the secretary to the Board shall cooperate with regard to such meeting and the Board shall provide the register of members as of the record day.</p> <p>All necessary expenses for the meeting convened by shareholders or the supervisory committee shall be borne by the Company and shall be set off against sums owed by the Company to the directors in default.</p>
<p align="center">18</p>	<p>Article 106</p> <p>Before the general meeting votes on a proposal, two shareholders shall be elected as representatives to join in the vote calculation and supervision. Where any matter to be reviewed is associated with any shareholder, such shareholder and its proxy shall not join in the vote calculation and supervision.</p> <p>.....</p>	<p>Article 106</p> <p>Before the general meeting votes on a proposal, two shareholders shall be elected as representatives to join in the vote calculation and supervision. Where any matter to be reviewed is <u>has shown associated connected relationship</u> with any shareholder, such shareholder and its proxy shall not join in the vote calculation and supervision.</p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
19	<p>Article 114</p> <p>Shareholders who hold different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and this Articles of Association. Adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p>Article 114</p> <p>Shareholders who hold different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and this Articles of Association. Adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>
20	<p>Article 123</p> <p>Directors shall be elected or replaced at the general meeting and may be removed before the expiry of the term at the general meeting. Every term of a director is three (3) years, and upon expiry of the term, a director shall be eligible for re-election and re-appointment. Before the term of office of a director expires, the general meeting cannot terminate his (her) duties without a reason.</p> <p>.....</p>	<p>Article 123</p> <p>Directors shall be elected or replaced at the general meeting and may be removed before the expiry of the term at the general meeting. Every term of a director is three (3) years, and upon expiry of the term, a director shall be eligible for re-election and re-appointment. Before the term of office of a director expires, the general meeting cannot terminate his (her) duties without a reason.</p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>The written notice of the intention to propose a candidate for election as a director, and the notice of acceptance by such candidate of his willingness to be nominated shall be served to the Company no less than seven (7) days prior to the date of convening the meeting. Such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which such election shall be conducted and end no later than seven (7) days prior to the convening of the general meeting. The Company will fully disclose the biographical details, reasons for election and views of candidates on nomination in the notice of general meeting.</p> <p>The chairman shall be elected or dismissed by exceeding half of all directors. Every term of the chairman is three (3) years. Upon expiry of the term, the chairman shall be eligible for re-election and re-appointment.</p> <p>Subject to the compliance with the relevant laws and administrative regulations, the general meeting may by ordinary resolution remove any director before the expiration of his term of office without prejudice to the director's right as provided in any contracts to claim for damages arising from his removal.</p> <p>If any director fails to attend in person or entrust other directors as his representative to attend meetings of the Board for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board shall propose to replace such director at the general meeting.</p> <p>.....</p>	<p><u>Directors candidates shall be nominated by the Board, the supervisory committee or the shareholders who hold nomination right and elected by the general meeting.</u></p> <p>The written notice of the intention to propose a candidate for election as a director, and the notice of acceptance by such candidate of his willingness to be nominated shall be served to the Company no less than seven (7) days prior to the date of convening the meeting. Such seven-day period shall commence no earlier than the second day after the issue of the notice of the meeting at which such election shall be conducted and end no later than seven (7) days prior to the convening of the general meeting. The Company will fully disclose the biographical details, reasons for election and views of candidates on nomination in the notice of general meeting.</p> <p>The chairman shall be elected or dismissed by exceeding half of all directors. Every term of the chairman is three (3) years. Upon expiry of the term, the chairman shall be eligible for re-election and re-appointment.</p> <p>Subject to the compliance with the relevant laws and administrative regulations, the general meeting may by ordinary resolution remove any director before the expiration of his term of office without prejudice to the director's right as provided in any contracts to claim for damages arising from his removal.</p> <p>If any director fails to attend in person or entrust other directors as his representative to attend meetings of the Board for two consecutive times, such director shall be deemed to have failed to perform his duties, and the Board <u>or the supervisory committee</u> shall propose to replace such director at the general meeting.</p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>Subject to the compliance with the relevant laws, regulations and regulatory rules of the place where the Company's shares are listed, if the Board appoints a new director to fill up any casual vacancy or increase the members of the Board, the term of office of such newly elected director shall expire at the next general meeting and he is eligible for re-election.</p> <p>.....</p>	<p>Subject to the compliance with the relevant laws, regulations and regulatory rules of the place where the Company's shares are listed, if the Board appoints a new director to fill up any casual vacancy or increase the members of the Board, the term of office of such newly elected director shall expire at the next general meeting and he is eligible for re-election.</p> <p>.....</p>
21	<p>Article 128</p> <p>The Board is accountable to the general meetings, and shall exercise the following functions and powers:</p> <p>.....</p> <p>(8) Within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, wealth management entrustment, connected transactions;</p> <p>(9) To decide on establishment of internal management organizations of the Company;</p> <p>(10) To appoint or dismiss general manager and secretary to the Board, to appoint or dismiss senior management including vice general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to decide on their remunerations and rewards and punishments;</p> <p>.....</p>	<p>Article 128</p> <p>The Board is accountable to the general meetings, and shall exercise the following functions and powers:</p> <p>.....</p> <p>(8) Within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, wealth management entrustment, connected transactions, <u>donations</u>;</p> <p>(9) To decide on establishment of internal management organizations of the Company;</p> <p>(10) To appoint or dismiss <u>To decide on appointing or dismissing</u> general manager, and secretary to the Board <u>and other senior management as well as their remunerations, rewards and penalties;</u> to appoint or dismiss <u>to decide on appointing or dismissing</u> senior management including vice general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to decide on their remunerations and rewards and punishments;</p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>Except for the Board resolutions in respect of the matters specified in paragraphs (6), (7) and (12) which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraph may be passed by more than half of the directors.</p>	<p>Except for the Board resolutions in respect of the matters specified in paragraphs (6), (7) and (12) which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraph may be passed by more than half of the directors. <u>External guarantee that should be approved by the Board must be reviewed and decided by more than two-thirds of the directors present at the Board meeting.</u></p>
22	<p>Article 131</p> <p>The Board shall establish the limits of authority for external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted wealth management and connected transaction and put in place stringent examination and decision making procedures; major investment projects shall be assessed and examined by an expert or professional panel and put to the general meeting for approval.</p>	<p>Article 131</p> <p>The Board shall establish the limits of authority for external investment, acquisition and disposal of assets, pledge of assets, external guarantee, entrusted wealth management, and <u>and</u> connected transaction <u>and donations</u>, and put in place stringent examination and decision making procedures; major investment projects shall be assessed and examined by an expert or professional panel and put to the general meeting for approval.</p>
23	<p>Article 133</p> <p>The chairman of the Board shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) To preside over general meetings and to convene and preside over Board meetings; (2) To check the implementation of resolutions of the Board; (3) To sign securities issued by the Company; (4) Other functions and powers conferred by the Board or required under the listing rules of the stock exchange at the location where the Company's shares are listed. 	<p>Article 133</p> <p>The chairman of the Board shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) To preside over general meetings and to convene and preside over Board meetings; (2) To check the implementation of resolutions of the Board; (3) To sign securities issued by the Company; (4) Other functions and powers conferred by the Board or required under the listing rules of the stock exchange at the location where the Company's shares are listed.

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>When the chairman is unable to perform his duties, he shall appoint a director to exercise such functions and powers on his behalf.</p>	<p>When the chairman is unable to perform his duties, he shall appoint a director <u>the director recommended jointly by more than half of the directors of the Company shall be appointed</u> to exercise such functions and powers on his behalf.</p>
24	<p>Article 134</p> <p>Meetings of the Board shall be held at least four (4) times a year. Meetings shall be convened by the chairman of the Board. Notice of the meetings shall be sent to all directors fourteen (14) days before the meeting is held. The chairman shall convene and preside over the extraordinary meeting within 10 days after receiving the proposal under the following circumstances:</p> <ol style="list-style-type: none"> (1) Necessary as deemed by the chairman or proposed by the general manager; (2) Proposed by shareholders representing more than one tenth of the voting right; (3) Proposed by more than one-third of the directors; (4) Proposed by more than half of the independent directors; (5) Proposed by the supervisory committee. <p>The Company will hold one meeting chaired by the chairman only with non-executive directors (including independent non-executive directors) every year in order to carry out an independent audit on the business status of the Company.</p>	<p>Article 134</p> <p>Meetings of the Board shall be held at least four (4) times a year. Meetings shall be convened by the chairman of the Board. Notice of the meetings shall be sent to all directors fourteen (14) days before the meeting is held. The chairman shall convene and preside over the extraordinary meeting within 10 days after receiving the proposal under the following circumstances:</p> <ol style="list-style-type: none"> (1) Necessary as deemed by the chairman or proposed by the general manager; (2) Proposed by shareholders representing more than one tenth of the voting right; (3) Proposed by more than one-third of the directors; (4) Proposed by more than half of the independent directors; (5) Proposed by the supervisory committee. <p>The Company will hold one meeting chaired by the chairman only with non-executive directors (including independent non-executive directors) every year in order to carry out an independent audit on the business status of the Company.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
25	<p>Article 148</p> <p>The Company has one (1) general manager and a certain number of vice general managers, who shall be appointed or dismissed by the Board. The vice general manager shall assist the general manager in his work, and shall be accountable to the general manager. In absence or incapability of the general manager in performing his duties for any reasons, such duties shall be performed by the vice general manager(s). The Board of the Company may decide upon whether a member of the Board shall concurrently act as the general manager.</p> <p>Each general manager, vice general manager and other senior management shall have an every term of office of three (3) years, and shall be eligible for reappointment.</p> <p>Persons holding administrative positions at the controlling shareholder of the Company (other than being a director or supervisor) may not concurrently serve as the Company’s senior management members.</p>	<p>Article 148</p> <p>The Company has one (1) general manager and a certain number of vice general managers, who shall be appointed or dismissed by the Board. The vice general manager shall assist the general manager in his work, and shall be accountable to the general manager. In absence or incapability of the general manager in performing his duties for any reasons, such duties shall be performed by the vice general manager(s). The Board of the Company may decide upon whether a member of the Board shall concurrently act as the general manager.</p> <p>Each general manager, vice general manager and other senior management shall have an every term of office of three (3) years, and shall be eligible for reappointment.</p> <p>Persons holding administrative positions at the controlling shareholder of the Company (other than being a director or supervisor) may not concurrently serve as the Company’s senior management members.</p> <p><u>The senior management of the Company shall only receive remuneration from the Company, not from the controlling shareholders on behalf of the Company.</u></p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
<p align="center">26</p>	<p>Article 153</p> <p>The general manager of the Company, in exercising his functions and powers, shall act honestly and diligently in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>The senior management shall be liable for any losses caused to the Company by their breach of any laws, administrative regulations, departmental rules and regulations or the Articles of Association in performing their duties for the Company.</p>	<p>Article 153</p> <p>The general manager of the Company, in exercising his functions and powers, shall act honestly and diligently in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>The senior management shall be liable for any losses caused to the Company by their breach of any laws, administrative regulations, departmental rules and regulations or the Articles of Association in performing their duties for the Company.</p> <p><u>The senior management of the Company shall fulfill their duties honestly, protect the best interests of the Company and all the shareholders. The senior management of the Company shall be liable for compensation in accordance with law for any damage caused to the interests of the Company and public shareholders as a result of their failure to perform duties with honesty or violation of their fiduciary duties.</u></p> <p><u>For the purposes hereof, the term “senior management” means general manager, vice general manager(s), the secretary to the Board, financial controller and other personnel as determined by the Board of the Company.</u></p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
<p align="center">27</p>	<p>Article 159</p> <p>The supervisory committee shall be accountable to the general meeting and exercise the following functions and powers in accordance with law:</p> <p>(1) To examine the Company’s financial position;</p> <p>.....</p> <p>(9) Such other functions and powers as prescribed by this Articles of Association.</p> <p>Supervisors shall attend meetings of the Board.</p>	<p>Article 159</p> <p>The supervisory committee shall be accountable to the general meeting and exercise the following functions and powers in accordance with law:</p> <p>(1) To examine the Company’s financial position;</p> <p>.....</p> <p>(9) <u>Examine the regular reports of the Company prepared by the Board and issue written opinions thereon;</u></p> <p>(10) Such other functions and powers as prescribed by this Articles of Association.</p> <p>Supervisors shall attend meetings of the Board. <u>The supervisors may attend Board meetings and make inquiries or suggestions in relation to the resolutions of Board meetings.</u></p>
<p align="center">28</p>	<p>Article 165</p> <p>A supervisor shall faithfully perform his supervisory duties in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>.....</p> <p>A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete.</p> <p>.....</p>	<p>Article 165</p> <p>A supervisor shall faithfully perform his supervisory duties in accordance with the laws, administrative regulations and this Articles of Association.</p> <p>.....</p> <p>A supervisor shall ensure that the information disclosed by the Company is true, accurate and complete, <u>and sign a written confirmation for regular reports.</u></p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
<p align="center">29</p>	<p>Article 166</p> <p>A person may not serve as a director, supervisor, general manager, vice general manager or any other senior management of the Company if any of the following circumstances applies:</p> <p>(1) A person without or with restricted capacity of civil conduct;</p> <p>.....</p> <p>(10) Circumstances prescribed by the relevant laws and regulations in the place where the shares of the Company are listed.</p>	<p>Article 166</p> <p>A person may not serve as a director, supervisor, general manager, vice general manager or any other senior management of the Company if any of the following circumstances applies:</p> <p>(1) A person without or with restricted capacity of civil conduct;</p> <p>.....</p> <p>(10) <u>A person under a penalty of prohibited access to the securities market imposed by the CSRC, which penalty is still effective;</u></p> <p>(11) Circumstances prescribed by the relevant laws and regulations in the place where the shares of the Company are listed.</p>
<p align="center">30</p>	<p>Article 171</p> <p>The Company’s directors, supervisors, general manager, vice general manager(s) and other senior management shall not cause the following persons or institutions (“Related Parties”) to do what they are prohibited from doing:</p> <p>.....</p> <p>(5) The directors, supervisors, general manager and other senior management of the controlled company referred to in subparagraph (4) of this Article;</p> <p>(6) Any person who may be deemed as an associate of the directors, supervisors, general manager and other senior management under the listing rules of the stock exchange at the location where the Company’s shares are listed.</p>	<p>Article 171</p> <p>The Company’s directors, supervisors, general manager, vice general manager(s) and other senior management shall not cause the following persons or institutions (“Related Parties”) to do what they are prohibited from doing:</p> <p>.....</p> <p>(5) The directors, supervisors, general manager and other senior management of the controlled company referred to in subparagraph (4) of this Article.;</p> <p>(6) Any person who may be deemed as an associate of the directors, supervisors, general manager and other senior management under the listing rules of the stock exchange at the location where the Company’s shares are listed.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
31	<p>Article 174</p> <p>.....</p> <p>A director may not vote for any resolution of the Board approving any contract, transaction or arrangement or any other relevant proposal in which he or any of his associate (as defined in the applicable Hong Kong Listing Rules in force from time to time) has material interests and he shall not be counted in the quorum of the meeting, except for the following:</p> <p>(1) Any security or indemnity to the director or his associate(s) in respect of the loans provided to the Company or any of its subsidiaries by such director or his associate or obligations incurred or undertaken by such director or any of his associate at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>Any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or his associate has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or security;</p> <p>(2) Any proposal concerning an offer, by other persons or the Company, of shares or debentures or other securities of the Company or any other companies which the Company may promote or be interested in for subscription or purchase, where the director or his associate is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>	<p>Article 174</p> <p>.....</p> <p>A director may not vote for any resolution of the Board approving any contract, transaction or arrangement or any other relevant proposal in which he or any of his <u>close</u> associate (as defined in the applicable Hong Kong Listing Rules in force from time to time) has material interests and he shall not be counted in the quorum of the meeting, except for the following:</p> <p>(1) Any security or indemnity to the director or his <u>close</u> associate(s) in respect of the loans provided to the Company or any of its subsidiaries by such director or his <u>close</u> associate or obligations incurred or undertaken by such director or any of his <u>close</u> associate at the request of or for the benefit of the Company or any of its subsidiaries; or</p> <p>Any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the director or his <u>close</u> associate has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or security;</p> <p>(2) Any proposal concerning an offer, by other persons or the Company, of shares or debentures or other securities of the Company or any other companies which the Company may promote or be interested in for subscription or purchase, where the director or his <u>close</u> associate is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>(3) Any proposal concerning any other company in which the director or his close associate is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his close associate is beneficially interested in shares of that company, provided that the director and any of his close associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his close associates is derived) or of the voting rights;</p> <p>(4) Any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(i) The adoption, modification or implementation of any employees' share scheme or any share incentive or share option scheme from which the director or his associate may benefit;</p> <p>(ii) The adoption, modification or implementation of a pension fund scheme, retirement scheme or death or disability benefits scheme which relates to the directors, their associates or employees of the Company or any of its subsidiaries without providing any special benefits to any director or his associate which is not generally accorded to the persons relating to such scheme or fund; and</p>	<p>(3) Any proposal concerning any other company in which the director or his close associate is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the director or his close associate is beneficially interested in shares of that company, provided that the director and any of his close associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of any of his close associates is derived) or of the voting rights;</p> <p>(4)(3) Any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:</p> <p>(i) The adoption, modification or implementation of any employees' share scheme or any share incentive or share option scheme from which the director or his <u>close</u> associate may benefit;</p> <p>(ii) The adoption, modification or implementation of a pension fund scheme, retirement scheme or death or disability benefits scheme which relates to the directors, their <u>close</u> associates or employees of the Company or any of its subsidiaries without providing any special benefits to any director or his <u>close</u> associate which is not generally accorded to the persons relating to such scheme or fund; and</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>(5) Any contract or arrangement in which the director or his associate is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interests in shares or debentures or other securities of the Company.</p>	<p>(5)(4) Any contract or arrangement in which the director or his <u>close</u> associate is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his interests in shares or debentures or other securities of the Company.</p>
<p>32</p>	<p>Article 190</p> <p>After the end of the first six (6) months of each financial year, the Company shall publish its results within a period of 2 months and issue its interim report within a period of three (3) months. After the end of each financial year, the Company shall publish its results within a period of three (3) months and issue its annual report within a period of 4 months.</p> <p>The Company shall deliver its annual financial report to the CSRC and the stock exchanges within 4 months from the ending date of each financial year, shall deliver its half yearly financial report to the CSRC branches and stock exchanges within 2 months from the ending date of the first 6 months of each financial year, and shall deliver its quarterly financial report to the CSRC branches and stock exchanges within 1 month from the ending dates of the first 3 months and first 9 months respectively of each financial year.</p> <p>The Company shall prepare the above financial reports according to the laws, regulations or requirements of the regulatory authorities.</p>	<p>Article 190</p> <p>After the end of the first six (6) months of each financial year, the Company shall publish its results within a period of 2 months and issue its interim report within a period of three (3) months. After the end of each financial year, the Company shall publish its results within a period of three (3) months and issue its annual report within a period of 4 months.</p> <p>The Company shall <u>disclose and</u> deliver its annual financial report to the CSRC and the stock exchanges within 4 months from the ending date of each financial year, shall <u>disclose and</u> deliver its half yearly financial <u>interim</u> report to the CSRC branches and stock exchanges within 2 months from the ending date of the first 6 months <u>half</u> of each financial year, <u>the above annual report and interim report shall be prepared according to the laws, regulations and requirements of the CSRC and stock exchanges.</u> and shall deliver its quarterly financial report to the CSRC branches and stock exchanges <u>The Company shall disclose its first quarterly financial report and third quarterly financial report within 1 month from the ending dates of the first 3 months and first 9 months respectively of each financial year.</u></p> <p>The Company shall prepare the above financial reports according to the laws, regulations or requirements of the regulatory authorities.</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
33	<p>Article 199</p> <p>Any amount paid up in advance of calls on any of the Company's shares may carry interest, but shall not entitle the holder of such share(s) to participate in respect thereof in a dividend subsequently declared.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares, provided that such power shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>In case of issuing bearer warrants to holders, no new warrant shall be issued to replace the destroyed or lost warrant unless the Company is reasonably convinced that the original warrant has been destroyed or lost.</p> <p>The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a shareholder of overseas-listed foreign shares who is untraceable subject to the following conditions:</p> <p>(1) The Company has distributed dividends at least three times in respect of such shares within 12 years, but none of such dividends was claimed;</p>	<p>Article 199</p> <p>Any amount paid up in advance of calls on any of the Company's shares may carry interest, but shall not entitle the holder of such share(s) to participate in respect thereof in a dividend subsequently declared.</p> <p>The Company has the power to cease sending dividend warrants by post to a holder of overseas-listed foreign shares, provided that such power shall not be exercised until such dividend warrants have been so left uncashed on two consecutive occasions. However, such power may be exercised after the first occasion on which such a warrant is returned undelivered.</p> <p>In case of issuing bearer warrants to holders, no new warrant shall be issued to replace the destroyed or lost warrant unless the Company is reasonably convinced that the original warrant has been destroyed or lost.</p> <p>The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a shareholder of overseas-listed foreign shares who is untraceable subject to the following conditions:</p> <p>(1) The Company has distributed dividends at least three times in respect of such shares within 12 years, but none of such dividends was claimed;</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
	<p>(2) The Company has, after the expiration of a period of 12 years, made an announcement on one or more newspapers in the place in which the Company's shares are listed, stating its intention to sell such shares, and notify the securities regulatory authority of the place in which the Company's shares are listed of such intention.</p> <p>The Board may, for the interests of the Company, invest the dividend which is unclaimed for one year after the date on which the dividend is declared by the Company or apply such dividend for other purposes. Subject to relevant laws and regulations of the PRC, the Company may exercise power to confiscate the dividends which nobody has claimed only after the expiry of the relevant applicable limitation period.</p>	<p>(2) The Company has, after the expiration of a period of 12 years, made an announcement on one or more newspapers in the place in which the Company's shares are listed, stating its intention to sell such shares, and notify the securities regulatory authority of the place in which the Company's shares are listed of such intention.</p> <p>The Board may, for the interests of the Company, invest the dividend which is unclaimed for one year after the date on which the dividend is declared by the Company or apply such dividend for other purposes. Subject to relevant laws and regulations of the PRC, the Company may exercise power to confiscate the dividends which nobody has claimed only after the expiry of the relevant applicable limitation period.</p>
<p>34</p>	<p>Article 217</p> <p>The liquidation committee shall notify creditors within 10 days of its establishment, and make at least three (3) announcements on newspapers within 60 days of its establishment. Creditors shall, within 30 days from the date of receipt of notice or (for creditors who have not personally received such notice) within 90 days from the date of the first public announcement, claim for their creditors' rights to the liquidation committee. Any overdue unclaimed creditors' rights shall be deemed as a waiver of the same. When filing their claims, creditors shall explain those creditor-related issues and provide supporting documentation thereon. The liquidation committee shall register such claims.</p>	<p>Article 217</p> <p>The liquidation committee shall notify creditors within 10 days of its establishment, and make at least three (3) announcements on newspapers within 60 days of its establishment. Creditors shall, within 30 days from the date of receipt of notice or (for creditors who have not personally received such notice) within <u>90</u>45 days from the date of the first public announcement notice, claim for their creditors' rights to the liquidation committee. Any overdue unclaimed creditors' rights shall be deemed as a waiver of the same. When filing their claims, creditors shall explain those creditor-related issues and provide supporting documentation thereon. The liquidation committee shall register such claims.</p> <p><u>During the period of claiming of creditors' rights, the liquidation group shall not make repayment to the creditors.</u></p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
35	<p>Article 224</p> <p>Subject to compliance with the laws and regulations of the places where the Company is incorporated and listed and the Hong Kong Listing Rules, a notice of the Company may be sent as follows:</p> <p>(1) Delivery by hand in an envelope addressed to such shareholder at the registered address shown in the register of members or at any other address supplied by him to the Company for such purpose. The Company does not prohibit the service of notice to any shareholder whose registered address is outside Hong Kong;</p> <p>.....</p> <p>(7) By publishing advertisements on newspapers if the Company is authorized to issue notice by way of advertisement;</p> <p>(8) Other ways which are recognized by the securities regulatory authority of the place where the shares of the Company are listed or stipulated in this Articles of Association.</p> <p>.....</p>	<p>Article 224</p> <p>Subject to compliance with the laws and regulations of the places where the Company is incorporated and listed and the Hong Kong Listing Rules, a notice of the Company may be sent as follows:</p> <p>(1) Delivery by hand in an envelope addressed to such shareholder at the registered address shown in the register of members or at any other address supplied by him to the Company for such purpose. The Company does not prohibit the service of notice to any shareholder whose registered address is outside Hong Kong;</p> <p>.....</p> <p>(7) By publishing advertisements on newspapers if the Company is authorized to issue notice by way of advertisement;</p> <p>(8) Other ways which are recognized by the securities regulatory authority of the place where the shares of the Company are listed or stipulated in this Articles of Association.</p> <p>.....</p>

APPENDIX VI PROPOSAL ON AMENDING THE ARTICLES OF ASSOCIATION

No.	Existing Articles	Revised Articles
36	<p>Article 226</p> <p>The Company shall issue notice and disclose information to shareholders of A shares through newspapers and websites for information disclosure specified by the competent securities authority at the place where A shares are listed in accordance with the laws and regulations. For notice issued by the Company to the shareholders of overseas-listed foreign-invested Shares in accordance with the Articles of Association, the Listing Rules of the Hong Kong Stock Exchange, laws and regulations, the relevant notice shall be at the same time published by means specified in Listing Rules of the Hong Kong Stock Exchange.</p>	<p>Article 226</p> <p>The Company shall issue notice and disclose information to shareholders of A shares through <u>media and websites in line with the requirements of the CSRC newspapers and websites for information disclosure specified by the competent securities authority at the place where A shares are listed in accordance with the laws and regulations.</u> <u>Unless otherwise provided, any notice or announcement issued by the Company on the Hong Kong Stock Exchange under this Articles of Association in accordance with the Hong Kong Listing Rules shall be disclosed in the domestic market at the same time.</u> The Company shall issue <u>notices and announcements to the shareholders of overseas-listed foreign-invested Shares in the manner and on the websites provided by this Articles of Association and the Hong Kong Listing Rules.</u> For notice issued by the Company to the shareholders of overseas-listed foreign-invested Shares in accordance with the Articles of Association, the Listing Rules of the Hong Kong Stock Exchange, laws and regulations, the relevant notice shall be at the same time published by means specified in Listing Rules of the Hong Kong Stock Exchange.</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
1	<p>Article 7</p> <p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers according to the law:</p> <p>.....</p> <p>(14) to consider and approve the following matters relating to guarantees:</p> <ol style="list-style-type: none"> 1. any guarantee provided upon the total external security of the Company and the holding subsidiaries of the Company reaching or exceeding 50% of the latest audited net assets of the Company; 2. any guarantee provided upon the total external security of the Company reaching or exceeding 30% of the latest audited total assets of the Company; 3. any guarantee for targets with gearing ratio over 70%; 4. any guarantee for any single security amount exceeding 10% of the latest audited net assets of the Company; 5. any guarantee provided to shareholders, factual controlling person and its related party; 6. other guarantee that required approval from shareholders' general meeting as specified in the requirements of the stock exchange where the shares of the Company are listed and of the Articles of Association. <p>.....</p>	<p>Article 7</p> <p>The shareholders' general meeting is the organ of authority of the Company and shall exercise the following powers according to the law:</p> <p>.....</p> <p>(14) to consider and approve the following matters relating to guarantees:</p> <ol style="list-style-type: none"> 1. any guarantee provided upon the total external security of the Company and the holding subsidiaries of the Company reaching or exceeding 50% of the latest audited net assets of the Company; 2. any guarantee provided upon the total external security of the Company reaching or exceeding 30% of the latest audited total assets of the Company; 3. <u>any guarantee provided by the Company to other companies, where the amount of guarantees within one year exceeds thirty percent of the latest audited net assets;</u> 3.4. any guarantee for targets with gearing ratio over 70%; 4.5. any guarantee for any single security amount exceeding 10% of the latest audited net assets of the Company; 5.6. any guarantee provided to shareholders, factual controlling person and its related party; 6.7. other guarantee that required approval from shareholders' general meeting as specified in the requirements of the stock exchange where the shares of the Company are listed and of the Articles of Association. <p>.....</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
	<p>(18) to consider share incentive schemes;</p> <p>(19) to consider other matters which shall be resolved by shareholders' general meetings in accordance with the requirements of the laws, administrative regulations, department rules or the Articles of Association. For matters relating to the requirements of laws, administrative regulations and the Articles of Association and requiring decision of shareholders' general meetings shall be passed to it for consideration in order to protect the decision rights of the Company's shareholders in respect thereof.</p> <p>For specific matters which are related to those resolved and on which could not be decided promptly at shareholders' general meetings, such meetings may authorize the Board for decisions to the extent as authorized by the shareholders' general meetings under necessary and reasonable circumstances.</p> <p>Where an ordinary resolution requiring authorization to the Board by a shareholders' general meeting, such authorization shall be passed by over one half of the voting right held by the shareholders present in person or by proxy at the shareholders' general meeting; for authorization in respect of a special resolution, it shall be passed by over two-thirds of the voting right held by the shareholders present in person or by proxy at the shareholders' general meeting. Content of the authorization shall be precise and clear.</p>	<p>(18) to consider share incentive schemes <u>and employee shareholding plan</u>;</p> <p>(19) to consider other matters which shall be resolved by shareholders' general meetings in accordance with the requirements of the laws, administrative regulations, department rules or the Articles of Association. For matters relating to the requirements of laws, administrative regulations and the Articles of Association and requiring decision of shareholders' general meetings shall be passed to it for consideration in order to protect the decision rights of the Company's shareholders in respect thereof.</p> <p>For specific matters which are related to those resolved and on which could not be decided promptly at shareholders' general meetings, such meetings may authorize the Board for decisions to the extent as authorized by the shareholders' general meetings under necessary and reasonable circumstances.</p> <p><u>The annual general meeting of the Company may authorize the Board to approve the issuance of domestic shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets as at the end of the latest year to specific subscriber(s), and such authorization will expire on the date of the annual general meeting for the next year, subject to relevant laws and regulations, including the Hong Kong Listing Rules (if applicable).</u></p> <p>Where an ordinary resolution requiring authorization to the Board by a shareholders' general meeting, such authorization shall be passed by over one half of the voting right held by the shareholders present in person or by proxy at the shareholders' general meeting; for authorization in respect of a special resolution, it shall be passed by over two-thirds of the voting right held by the shareholders present in person or by proxy at the shareholders' general meeting. Content of the authorization shall be precise and clear.</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
	<p>In consideration of the proposals for the provision of guarantees to shareholders, factual controlling persons and other related parties, the shareholders controlled by such shareholders or such factual controlling person shall abstain from voting in such respect, which shall be passed by over half of the voting right held by other shareholders present in person at the shareholders' general meeting.</p>	<p>In consideration of the proposals for the provision of guarantees to shareholders, factual controlling persons and other related parties, the shareholders controlled by such shareholders or such factual controlling person shall abstain from voting in such respect, which shall be passed by over<u>exceeding</u> half of the voting right held by other shareholders present in person at the shareholders' general meeting.</p>
<p align="center">2</p>	<p>Article 10</p> <p>Ordinary shareholder(s) individually or in aggregate holding over 10% of the voting rights of the shares having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board to convene an extraordinary general meeting or a class shareholders' general meeting, and the subject matters for discussion at the meeting shall be specified. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not upon receipt of the written requests.</p> <p align="center">.....</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion, the consent of the relevant shareholders shall be obtained.</p> <p align="center">.....</p>	<p>Article 10</p> <p>Ordinary shareholder(s) individually or in aggregate holding over 10% of the voting rights of the shares having the right to vote in such a meeting may sign one or several written requests in the same form requesting the Board to convene an extraordinary general meeting or a class shareholders' general meeting, and the subject matters for discussion at the meeting shall be specified. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written reply as to whether it agrees to hold the extraordinary general meeting or not upon receipt of the written requests.</p> <p align="center">.....</p> <p>If the Supervisory Committee agrees to convene the extraordinary general meeting, it shall issue a notice of such meeting within 5 days upon receipt of the proposal. In the event of the notice making any change to the original motion<u>requests</u>, the consent of the relevant shareholders shall be obtained.</p> <p align="center">.....</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
3	<p>Article 11</p> <p>In the event that the Supervisory Committee or the shareholders shall decide to convene any shareholders' general meeting by themselves, the Board shall be notified in writing thereof and a filing thereof shall be made with the branch of the China Securities Regulatory Commission in the locality of the Company and the stock exchange.</p> <p>The shareholding of the shareholders convening such general meeting shall not be less than 10 % prior to the announcement of any resolution of such ordinary shareholders' general meeting.</p> <p>The Supervisory Committee and the shareholders convening such shareholders' general meeting shall, upon the issuance of the notice of the shareholders' general meeting and the announcement of any resolution of the shareholders' general meeting, submit relevant materials to the branch of the China Securities Regulatory in the locality of the Company and the stock exchange.</p>	<p>Article 11</p> <p>In the event that the Supervisory Committee or the shareholders shall decide to convene any shareholders' general meeting by themselves, the Board shall be notified in writing thereof and a filing thereof shall be made with the branch of the China Securities Regulatory Commission in the locality of the Company and the stock exchange.</p> <p>The shareholding of the shareholders convening such general meeting shall not be less than 10 % prior to the announcement of any resolution of such ordinary shareholders' general meeting.</p> <p>The Supervisory Committee and the shareholders convening such shareholders' general meeting shall, upon the issuance of the notice of the shareholders' general meeting and the announcement of any resolution of the shareholders' general meeting, submit relevant materials to the branch of the China Securities Regulatory in the locality of the Company and the stock exchange.</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
4	<p>Article 27</p> <p>A general meeting shall be convened by the Board, and presided over and chaired by the chairman of the Board. If the chairman is unable to attend the meeting for reasons, the Board may designate a director to convene and take the chair of the meeting in his stead. If no chairman of the meeting has been designated, more than half of the directors shall nominate a director to preside over the meeting.</p> <p>If a general meeting is convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to or will not discharge his duties, more than half of the supervisors shall nominate a supervisor to preside over the meeting.</p> <p>If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting.</p> <p>In a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the meeting impossible to proceed, with consent from exceeding half of the attendant shareholders with voting rights, the shareholders may nominate one person to serve as the chairman of the meeting and continue with the meeting.</p>	<p>Article 27</p> <p>A general meeting shall be convened by the Board, and presided over and chaired by the chairman of the Board. If the chairman is unable to attend the meeting for reasons, the Board may designate a director to convene and take the chair of the meeting in his stead. If no chairman of the meeting has been designated, <u>shareholders present shall choose one (1) person to be the chairman of the meeting. Where the shareholders fail to elect a chairman for any reasons, the shareholder (including his proxy) presents in person or by proxy who holds the largest number of shares carrying the right to vote there shall be the chairman of the meeting</u> more than half of the directors shall nominate a director to preside over the meeting.</p> <p>If a general meeting is convened by the supervisory committee, the chairman of the supervisory committee shall preside over the meeting. If the chairman of the supervisory committee is unable to or will not discharge his duties, more than half of the supervisors shall nominate a supervisor to preside over the meeting.</p> <p>If a general meeting is convened by the shareholders themselves, the convener will nominate a representative to conduct the meeting.</p> <p>In a general meeting, if the chairman of the meeting contravenes the meeting procedures, making the meeting impossible to proceed, with consent from exceeding half of the attendant shareholders with voting rights, the shareholders may nominate one person to serve as the chairman of the meeting and continue with the meeting.</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
5	<p>Article 35</p> <p>Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders’ general meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders’ general meeting.</p> <p>Where material matters affecting the interests of small-to-medium sized investors are being considered at a shareholders’ general meeting, each vote cast by the small-to-medium sized investors shall be counted separately. Results of votes counted separately shall be disclosed in a timely manner.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.</p> <p>The Company’s Board, Independent Directors and shareholders who satisfy the relevant qualifications may publicly solicit the voting rights of other shareholders. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. The Company may not propose any minimum shareholding restriction on the solicitation of voting rights.</p> <p>Where related party transactions are being considered at a shareholders’ general meeting, related shareholders shall not participate in the voting and by whom the total number of voting shares represented shall not be counted. The announcement of the resolutions of the shareholders’ general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions.</p>	<p>Article 35</p> <p>Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders’ general meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders’ general meeting.</p> <p>Where material matters affecting the interests of small-to-medium sized investors are being considered at a shareholders’ general meeting, each vote cast by the small-to-medium sized investors shall be counted separately. Results of votes counted separately shall be disclosed in a timely manner.</p> <p>Shares held by the Company do not carry voting rights, and shall not be counted in the total number of voting shares represented by shareholders present at a general meeting.</p> <p><u>Shareholders who purchase the voting shares of the Company in violation of Clause 1 and Clause 2 of Article 63 of the Securities Law shall not exercise the voting right of the shares that exceed the prescribed ratio within 36 months after purchasing them, and such number shall not be counted in the total number of voting shares represented by such shareholders attending a general meeting.</u></p> <p>The Company’s Board, Independent Directors, <u>shareholders holding 1% or more shares with voting rights or investor protection agencies established pursuant to laws, administrative regulations or the provisions of CSRC</u> and shareholders who satisfy the relevant qualifications may publicly solicit the voting rights of other shareholders. In soliciting voting rights of shareholders, information such as specific voting intention shall be sufficiently disclosed to the shareholders from whom voting rights are being solicited. Solicitation of voting rights at any consideration, whether in direct or indirect form, is prohibited. <u>Save for statutory conditions, the Company may not propose any minimum shareholding restriction on the solicitation of voting rights.</u></p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
		Where related party transactions are being considered at a shareholders' general meeting, related shareholders shall not participate in the voting and by whom the total number of voting shares represented shall not be counted. The announcement of the resolutions of the shareholders' general meeting shall sufficiently disclose the votes cast by shareholders who are not related to such transactions.

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
6	<p data-bbox="320 287 453 314">Article 42</p> <p data-bbox="320 368 823 478">The following matters shall be resolved by way of special resolutions at a general meeting:</p> <ol data-bbox="320 527 823 1521" style="list-style-type: none"> <li data-bbox="320 527 823 719">(1) Increase or reduction of the share capital, repurchase of the shares of the Company and issue of shares of any class, stock warrants or other similar securities of the Company; <li data-bbox="320 768 740 795">(2) Issuance of corporate bonds; <li data-bbox="320 844 823 955">(3) Division, merger, dissolution and liquidation or change in the form of the Company; <li data-bbox="320 1004 823 1074">(4) Amendments to the Articles of Association; <li data-bbox="320 1123 823 1436">(5) Any purchase or disposal of substantial assets made or guarantee provided by the Company within 1 year, the amount of which exceeds 30% of the total assets as presented in the latest audited consolidated financial statements of the Company; <li data-bbox="320 1485 684 1513">(6) Share incentive scheme; 	<p data-bbox="852 287 984 314">Article 42</p> <p data-bbox="852 368 1355 478">The following matters shall be resolved by way of special resolutions at a general meeting:</p> <ol data-bbox="852 527 1355 1555" style="list-style-type: none"> <li data-bbox="852 527 1355 719">(1) Increase or reduction of the share capital, repurchase of the shares of the Company and issue of shares of any class, stock warrants or other similar securities of the Company; <li data-bbox="852 768 1270 795">(2) Issuance of corporate bonds; <li data-bbox="852 844 1355 995">(3) Division, <u>spin-off</u>, merger, dissolution and liquidation, <u>voluntary winding-up</u> or change in the form of the Company; <li data-bbox="852 1044 1355 1115">(4) Amendments to the Articles of Association; <li data-bbox="852 1164 1355 1476">(5) Any purchase or disposal of substantial assets made or guarantee provided by the Company within 1 year, the amount of which exceeds 30% of the total assets as presented in the latest audited consolidated financial statements of the Company; <li data-bbox="852 1525 1214 1553">(6) Share incentive scheme;

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
	<p>(7) Any other matters as required by the laws, administrative regulations, the requirements of the stock exchange on which our shares are listed or the Articles of Association and matters which, if resolved by way of an ordinary resolution at general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.</p>	<p>(7) Any other matters as required by the laws, administrative regulations, the requirements of the stock exchange on which our shares are listed or the Articles of Association and matters which, if resolved by way of an ordinary resolution at general meeting, will have a material impact on the Company and need be adopted by way of special resolutions.</p> <p><u>The resolution on spin-off and listing of its subsidiaries, in addition to being required to be passed by more than two-thirds of voting rights held by shareholders present at the general meeting, requires also the approval of more than two-thirds of voting rights held by other shareholders present at the meeting excluding the Company's directors, supervisors, senior management and shareholders who individually or collectively hold more than 5% of the Company's shares.</u></p>
7	<p>Article 46</p> <p>The list of candidates for directors and supervisors shall be submitted to general meetings for voting by way of a motion.</p> <p>When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting.</p> <p>.....</p>	<p>Article 46</p> <p>The list of candidates for directors and supervisors shall be submitted to general meetings for voting by way of a motion.</p> <p>When a voting is made on the election of directors or supervisors at a general meeting, the cumulative voting system may be adopted in accordance with the provisions of the Articles of Association or the resolutions of the general meeting. <u>The Company shall adopt the cumulative voting system if the proportion of shares owned by a single shareholder and its acting party is more than 30%.</u></p> <p>.....</p>

**APPENDIX VII PROPOSAL ON AMENDING THE RULES OF PROCEDURE OF
THE GENERAL MEETING**

No.	Existing Articles	Revised Articles
8	<p>Article 59</p> <p>Shareholders who hold different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. Adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>	<p>Article 59</p> <p>Shareholders who hold different classes of shares are class shareholders.</p> <p>Class shareholders shall enjoy rights and undertake obligations in accordance with the laws, administrative regulations and the Articles of Association. Adequate voting rights will, in appropriate circumstances, be secured to preference shareholders.</p> <p>Where the share capital of the Company includes shares which do not carry voting rights, the words “non-voting” must appear in the designation of such shares.</p> <p>Where the share capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favorable voting rights, must include the words “restricted voting” or “limited voting”.</p>
9	<p>Article 69</p> <p>Terms “over”, “not exceed” and “within” shall include the number itself and the terms “beyond”, “less than” and “more than” shall not include the number itself.</p>	<p>Article 69</p> <p>Terms “over”, <u>“more than”</u>, “not exceed” and “within” shall include the number itself and the terms “beyond”, “less than” and “more than” <u>“exceeding”</u> shall not include the number itself.</p>

No.	Existing Articles	Revised Articles
1	<p data-bbox="320 289 820 346">Article 7 Functions and Powers of the Board</p> <p data-bbox="320 389 820 485">The Board is accountable to the general meetings, and shall exercise the following functions and powers:</p> <p data-bbox="320 534 352 549">.....</p> <p data-bbox="320 591 820 853">(8) Within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, wealth management entrustment, connected transactions;</p> <p data-bbox="320 895 820 991">(9) To decide on establishment of internal management organizations of the Company;</p> <p data-bbox="320 1034 820 1353">(10) To appoint or dismiss general manager and secretary to the Board, to appoint or dismiss senior management including vice general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to decide on their remunerations and rewards and punishments;</p> <p data-bbox="320 1395 820 1453">(11) To formulate the basic management system of the Company;</p> <p data-bbox="320 1495 820 1553">(12) To formulate proposals to amend this Articles of Association;</p> <p data-bbox="320 1596 820 1653">(13) To manage information disclosure of the Company;</p> <p data-bbox="320 1696 820 1821">(14) To propose to the general meeting the appointment or replacement of the accounting firms which provide audit services to the Company;</p>	<p data-bbox="852 289 1351 346">Article 7 Functions and Powers of the Board</p> <p data-bbox="852 389 1351 485">The Board is accountable to the general meetings, and shall exercise the following functions and powers:</p> <p data-bbox="852 534 884 549">.....</p> <p data-bbox="852 591 1351 853">(8) Within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, wealth management entrustment, connected transactions, <u>donations</u>;</p> <p data-bbox="852 895 1351 991">(9) To decide on establishment of internal management organizations of the Company;</p> <p data-bbox="852 1034 1351 1523">(10) To <u>decide on appointing or dismissing</u>appointordismiss general manager and secretary to the Board <u>and other senior management as well as their remunerations, rewards and penalties</u>, to <u>decide on appointing or dismissing</u>appointordismiss senior management including vice general manager(s) and the person in charge of finance of the Company in accordance with the nominations by general manager, and to decide on their remunerations and rewards and punishments;</p> <p data-bbox="852 1566 1351 1623">(11) To formulate the basic management system of the Company;</p> <p data-bbox="852 1666 1351 1723">(12) To formulate proposals to amend this Articles of Association;</p> <p data-bbox="852 1766 1351 1823">(13) To manage information disclosure of the Company;</p> <p data-bbox="852 1866 1351 1962">(14) To propose to the general meeting the appointment or replacement of the accounting firms which provide audit services to the Company;</p>

No.	Existing Articles	Revised Articles
	<p>(15) To listen to work reports submitted by the general manager of the Company either on regular or ad hoc basis and review his work;</p> <p>(16) To review any major transactions, very significant disposals, very significant acquisitions and reverse takeover of the Company under the Listing Rules of which the securities are listed and submit to the shareholders for approval;</p> <p>(17) To approve any disclosable transactions other than major transactions, very significant disposals, very significant acquisitions and reverse takeover of the Company under the Listing Rules of which the securities are listed;</p> <p>(18) To approve connected transactions which are not required to be approved by the general meeting or announced under the Listing Rules of which the securities are listed;</p> <p>(19) To review connected transactions which are required to be approved by the general meeting under the Listing Rules of which the securities are listed;</p> <p>(20) Other powers and duties authorized by the laws, administrative regulations, department rules, Listing Rules of which the securities are listed, the general meeting or this Articles of Association.</p> <p>Except for the Board resolutions in respect of the matters specified in paragraphs (6), (7) and (12) which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraph may be passed by more than half of the directors.</p>	<p>(15) To listen to work reports submitted by the general manager of the Company either on regular or ad hoc basis and review his work;</p> <p>(16) <u>To review any major transactions, very significant disposals, very significant acquisitions and reverse takeover of the Company under the Listing Rules of which the securities are listed and submit to the shareholders for approval any notifiable or disclosable transactions and connected transactions which are required to be approved by the general meeting under the listing rules of the stock exchange at the location where the Company's shares are listed;</u></p> <p>(17) <u>To approve any disclosable transactions other than major transactions, very significant disposals, very significant acquisitions and reverse takeover of the Company under the Listing Rules of which the securities are listed notifiable or disclosable transactions and connected transactions which are not required to be approved by the general meeting under the listing rules of the stock exchange at the location where the Company's shares are listed;</u></p> <p>(18) <u>To approve connected transactions which are not required to be approved by the general meeting or announced under the Listing Rules of which the securities are listed;</u></p> <p>(19) <u>To review connected transactions which are required to be approved by the general meeting under the Listing Rules of which the securities are listed;</u></p> <p>(18) <u>To decide on other major affairs of the Company, save and except for matters to be approved by the general meetings as required by the Company Law and this Articles of Association;</u></p>

No.	Existing Articles	Revised Articles
		<p>(20)(19) Other powers and duties authorized by the laws, administrative regulations, department rules, Listing Rules of which the securities are listed, the general meeting or this Articles of Association.</p> <p>Except for the Board resolutions in respect of the matters specified in paragraphs (6), (7) and (12) which shall be passed by more than two-thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraph may be passed by more than half of the directors.</p>
2	<p>Article 8 Functions and Powers of the Chairman</p> <p>The Chairman shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over general meetings and to convene and preside over Board meetings; (2) to check on the implementation of resolutions of the Board; (3) to sign the securities certificates issued by the Company; (4) to exercise other duties and powers assigned by the Board or required by the Listing Rules of which the securities are listed. <p>If the Chairman is unable to perform his duties, the Director designated by the chairman shall perform his duties.</p>	<p>Article 8 Functions and Powers of the Chairman</p> <p>The Chairman shall exercise the following functions and powers:</p> <ol style="list-style-type: none"> (1) to preside over general meetings and to convene and preside over Board meetings; (2) to check on the implementation of resolutions of the Board; (3) to sign the securities certificates issued by the Company; (4) to exercise other duties and powers assigned by the Board or required by the Listing Rules of which the securities are listed. <p>If the Chairman is unable to perform his duties, the Director <u>recommended jointly by more than half of the directors of the Company</u> designated by the chairman shall <u>be appointed</u> to perform his duties.</p>

No.	Existing Articles	Revised Articles
3	<p data-bbox="320 289 715 319">Article 9 Number of Meetings</p> <p data-bbox="320 368 823 878">Board meetings are categorized into regular meetings and extraordinary meetings. The Board shall convene at least one regular meeting each in the first and second half of a year. The Board shall convene at least four meetings a year. The Chairman shall convene the meetings and notify all Directors at least 14 days before the meeting. The Chairman shall convene and preside over an extraordinary Board meeting within ten days upon receipt of a proposal under any of the following circumstances:</p> <p data-bbox="320 932 823 1559"> (1) when the Chairman considered necessary or proposed by the general manager; (2) proposed by Shareholders representing more than one-tenth of voting rights; (3) proposed by more than one-third of the Directors; (4) proposed by more than one-half of independent Directors; (5) proposed by the Supervisory Committee. </p> <p data-bbox="320 1613 823 1834">The Company shall hold an annual meeting of non-executive directors only (including independent non-executive directors) that the chairman shall preside over to review the operational conditions of the Company independently.</p>	<p data-bbox="852 289 1246 319">Article 9 Number of Meetings</p> <p data-bbox="852 368 1355 878">Board meetings are categorized into regular meetings and extraordinary meetings. The Board shall convene at least one regular meeting each in the first and second half of a year. The Board shall convene at least four meetings a year. The Chairman shall convene the meetings and notify all Directors at least 14 days before the meeting. The Chairman shall convene and preside over an extraordinary Board meeting within ten days upon receipt of a proposal under any of the following circumstances:</p> <p data-bbox="852 932 1355 1559"> (1) when the Chairman considered necessary or proposed by the general manager; (2) proposed by Shareholders representing more than one-tenth of voting rights; (3) proposed by more than one-third of the Directors; (4) proposed by more than one-half of independent Directors; (5) proposed by the Supervisory Committee. </p> <p data-bbox="852 1613 1355 1834">The Company shall hold an annual meeting of non-executive directors only (including independent non-executive directors) that the chairman shall preside over to review the operational conditions of the Company independently.</p>

No.	Existing Articles	Revised Articles
4	<p>Article 18 Attending in Person or by Proxy(ies)</p> <p>The Directors, in principle, shall attend the Board meetings in person. Any Director who fails to attend the meeting due to certain reasons shall review the meeting materials and form a clear opinion and may authorize other Director in writing to attend on his/her behalf. The instrument shall set forth the scope of authority.</p> <p>The proxy director shall present the instrument appointing the proxy to the chairman of the meeting, state the details regarding the appointment of proxy in the attendance record and exercise the rights of Directors within the scope of authority. A Director failing to attend the Board meeting in person or by proxy shall be deemed as having waived his voting rights at such meeting.</p> <p>The instrument appointing a proxy shall specify:</p> <ol style="list-style-type: none"> (1) Names of the appointer and proxy; (2) Brief comments of the appointer on each proposal; (3) Appointer's scope of authority and voting intention on the proposal; (4) Appointer's signature, date of the signature, etc. <p>The appointing director who authorizes another director to sign the written opinions for confirmation of the regular report shall make a special authorization in the instrument appointing the proxy.</p> <p>The proxy director shall present the instrument appointing the proxy to the chairman of the meeting and state the details regarding the appointment of proxy in the attendance record.</p>	<p>Article 18 Attending in Person or by Proxy(ies)</p> <p>The Directors, in principle, shall attend the Board meetings in person. Any Director who fails to attend the meeting due to certain reasons shall review the meeting materials and form a clear opinion and may authorize other Director in writing to attend on his/her behalf. The instrument shall set forth the scope of authority.</p> <p>The proxy director shall present the instrument appointing the proxy to the chairman of the meeting, state the details regarding the appointment of proxy in the attendance record and exercise the rights of Directors within the scope of authority. A Director failing to attend the Board meeting in person or by proxy shall be deemed as having waived his voting rights at such meeting.</p> <p>The instrument appointing a proxy shall specify:</p> <ol style="list-style-type: none"> (1) Names of the appointer and proxy; (2) Brief comments of the appointer on each proposal; (3) Appointer's scope of authority and voting intention on the proposal; (4) Appointer's signature, date of the signature, etc. <p>The appointing director who authorizes another director to sign the written opinions for confirmation of the regular report shall make a special authorization in the instrument appointing the proxy.</p> <p>The proxy director shall present the instrument appointing the proxy to the chairman of the meeting and state the details regarding the appointment of proxy in the attendance record.</p>

No.	Existing Articles	Revised Articles
5	<p>Article 28 Special Requirement regarding Profit Distribution</p> <p>Where the issues relating to profit distribution need to be resolved at the Board meeting, the profit distribution proposal to be submitted to the Board may first be submitted to the certified public accountants, who shall be required to produce a draft audit report (all financial data except those involving profit distributions have been determined). After resolving on profit distribution, the Board shall require the certified public accountants to produce a formal audit report, according to which the Board shall resolve on other relevant issues in the regular report based on the formal audit report issued by the certified public accountants.</p>	<p>Article 28 Special Requirement regarding Profit Distribution</p> <p>Where the issues relating to profit distribution need to be resolved at the Board meeting, the profit distribution proposal to be submitted to the Board may first be submitted to the certified public accountants, who shall be required to produce a draft audit report (all financial data except those involving profit distributions have been determined). After resolving on profit distribution, the Board shall require the certified public accountants to produce a formal audit report, according to which the Board shall resolve on other relevant issues in the regular report based on the formal audit report issued by the certified public accountants.</p>

No.	Existing Articles	Revised Articles
1	<p>Article 2 Office of Supervisory Committee</p> <p>The Supervisory Committee shall set an office or a department with related functions for handling the daily affairs of the Supervisory Committee.</p> <p>The chairman of the Supervisory Committee shall take charge of the Office of the Supervisory Committee and keep the seal of the Supervisory Committee. The chairman of the Supervisory Committee may ask the securities administrative representative or other personnel of the Company to assist him in handling daily affairs of the Supervisory Committee.</p>	<p>Article 2 Office of Supervisory Committee</p> <p>The Supervisory Committee shall <u>may</u> set an office or a department <u>separately</u> with related functions for handling the daily affairs of the Supervisory Committee.</p> <p>The chairman of the Supervisory Committee shall take charge of the Office of the Supervisory Committee and keep the seal of the Supervisory Committee. The chairman of the Supervisory Committee may ask the securities administrative representative or other personnel of the Company to assist him in handling daily affairs of the Supervisory Committee.</p>
2	<p>Article 4 Limitation on Identities of Supervisors</p> <p>The Company's Directors, general manager and head of financial department shall not serve concurrently as supervisors.</p>	<p>Article 4 Limitation on Identities of Supervisors</p> <p>The Company's Directors, general manager and head of financial department <u>senior management</u> shall not serve concurrently as supervisors.</p>
3	<p>Article 5 Functions and Powers of the Supervisory Committee</p> <p>The Supervisory Committee is accountable to the general meetings, and shall exercise the following functions and powers:</p> <p>(1) Examine the financial affairs of the Company;</p> <p>.....</p> <p>(9) Exercise other functions and powers stipulated by the Articles of Association.</p> <p>Supervisors shall attend Board meetings.</p>	<p>Article 5 Functions and Powers of the Supervisory Committee</p> <p>The Supervisory Committee is accountable to the general meetings, and shall exercise the following functions and powers:</p> <p>(1) Examine the financial affairs of the Company;</p> <p>.....</p> <p>(9) <u>Examine the regular reports of the Company prepared by the Board and issue written opinions thereon;</u></p> <p>(10) Exercise other functions and powers stipulated by the Articles of Association.</p> <p>Supervisors shall attend Board meetings. <u>The supervisors may attend the Board meetings and make inquiries or suggestions in relation to the resolutions of Board meetings.</u></p>

No.	Existing Articles	Revised Articles
4	<p>Article 7 Proposal of Regular Meetings</p> <p>Before giving the notice of regular meeting of the Supervisory Committee, the office of the Supervisory Committee shall collect proposals from all the supervisors and shall spend at least two days seeking opinions from the staff of the Company. In collecting proposals and seeking opinions, the office of the Supervisory Committee shall state that the Supervisory Committee focuses on supervising the operations of the Company and the conduct of the Directors and senior management, not on making decisions on the operations and management of the Company.</p>	<p>Article 7 Proposal of Regular Meetings</p> <p>Before giving the notice of regular meeting of the Supervisory Committee, the office of the Supervisory Committee shall collect proposals from all the supervisors and shall<u>may</u> spend at least two days seeking opinions from the staff of the Company <u>depending on actual need</u>. In collecting proposals and seeking opinions, the office of the Supervisory Committee shall state that the Supervisory Committee focuses on supervising the operations of the Company and the conduct of the Directors and senior management, not on making decisions on the operations and management of the Company.</p>
5	<p>Article 10 Notice of Meeting</p> <p>If a regular meeting of the Supervisory Committee is to be held, the office of the Supervisory Committee shall notify the meeting in writing 10 days in advance, and submit it to all the supervisors by fax, E-mail or other means. Where the notice is not served by hand, telephone acknowledgement and records shall be made accordingly.</p> <p>The Supervisory Committee may convene an extraordinary meeting of the Supervisory Committee by ways of: telephone, fax or other verbal communications. The time frame of notice of extraordinary meeting of the Supervisory Committee: delivered five days before the meeting of the Supervisory Committee. Where the notice is not served by hand, telephone acknowledgement and records shall be made accordingly.</p> <p>Under emergency situations where an extraordinary meeting of the Supervisory Committee needs to be convened as soon as possible, notice of the meeting may be given by telephone or by other means of verbal communication at any time. The convener shall provide an explanation for such action at the meeting.</p>	<p>Article 10 Notice of Meeting</p> <p>If a regular meeting of the Supervisory Committee is to be held, the office of the Supervisory Committee shall notify the meeting in writing 10<u>fourteen (14)</u> days in advance, and submit it to all the supervisors by fax, E-mail or other means. Where the notice is not served by hand, telephone acknowledgement and records shall be made accordingly.</p> <p>The Supervisory Committee may convene an extraordinary meeting of the Supervisory Committee by ways of: telephone, fax or other verbal communications. The time frame of notice of extraordinary meeting of the Supervisory Committee: delivered five<u>three (3)</u> days before the meeting of the Supervisory Committee. Where the notice is not served by hand, telephone acknowledgement and records shall be made accordingly.</p> <p>Under emergency situations where an extraordinary meeting of the Supervisory Committee needs to be convened as soon as possible, notice of the meeting may be given by telephone or by other means of verbal communication at any time. The convener shall provide an explanation for such action at the meeting.</p>

In order to provide the Company with more flexibility and convenience to its fundraisings, it is proposed to the AGM for approving a general mandate to be granted to the Board, subject to the terms and conditions as set out in this resolution, to exercise the general power to issue, allot and deal with additional A Shares and/or H Shares, subject to the market condition and the needs of the Company, provided that the number of the A Shares and/or H Shares to be issued, allotted and dealt with shall not exceed 20% of each of the existing A Shares and/or H Shares in issue as at the date of passing this resolution at the AGM (the “**General Mandate**”).

I. SET OUT BELOW ARE THE PARTICULARS OF THE GENERAL MANDATE, INCLUDING BUT NOT LIMITED TO:

1. Granting of the General Mandate to the Board, subject to the market condition and the needs of the Company, to issue, allot and deal with additional A Shares and/or H Shares during the Relevant Period (as defined below);
2. Making or granting offers, agreements or options that might or would require A Shares and/or H Shares to be issued;
3. The total number of the A Share and/or H Shares approved to be issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with by the Board (whether they are allotted pursuant to the share options or otherwise);
4. Authorizing the Board to formulate, implement or adjust specific issuance plans when exercising the General Mandate, including but not limited to the class of new Shares to be issued, the pricing methods and/or the issue price (including the price range), number of Shares to be issued, allottees, use of proceeds, time of issuance, period of issuance, specific subscription methods, the subscription ratio and other matters that should be included in the specific issuance plans required by relevant laws, regulations and relevant regulatory authorities and the stock exchanges where the Shares are listed; and to postpone or terminate the issuance plans at its discretion in accordance with internal and external circumstances;
5. Authorizing the Board to handle issues related to the investment projects to be financed by the proceeds and the progress of the use of the proceeds, and to make adjustments to the investment projects and their specific arrangements in accordance with all applicable laws, regulations and rules and in light of the actual situation;

6. Authorizing the Board to engage services of intermediary institutions for matters in relation to the issuance, and to approve and execute all the acts, deeds, documents and other matters which are necessary, appropriate, desirable or relevant to the issuance; to consider and approve and to execute, for and on behalf of the Company, agreements relating to the issuance, including but not limited to placement and underwriting agreement and engagement agreement of intermediary institutions; and authorizing the Board and/or its authorized persons to amend the above documents as required by the relevant regulatory authorities within or outside the PRC;
7. Authorizing the Board to consider and approve and to execute, for and on behalf of the Company, the statutory documents relating to the issuance for submission to the relevant regulatory authorities, and to amend such statutory documents as required by the relevant regulatory authorities. Pursuant to the requirements of the regulatory authorities and places where the Company is listed, the Company shall implement relevant approval procedures and complete all necessary record, registration and filing procedures with the relevant governmental authorities;
8. Authorizing the Board to approve the increase of registered capital of the Company after issuance of new Shares and make amendments to the Articles relating to, among others, the total share capital and shareholding structure, and to carry out the statutory registrations and filing procedures within and outside the PRC;

II. GRANTING THE GENERAL MANDATE TO THE BOARD ARE SUBJECT TO THE TERMS AND CONDITIONS SET OUT BELOW:

1. The General Mandate shall not extend beyond the Relevant Period save that, during the Relevant Period, the Board makes or grants offers, agreements or options with respect to the issue of A Shares and/or H Shares which might be required to be carried out or implemented after the end of the Relevant Period. The “Relevant Period” refers to the period commencing from the date on which this proposal is considered and approved at the AGM to the earlier of:
 - (i) from the date when this resolution is passed at the AGM until the expiry of 12 months since then;
 - (ii) the conclusion of the next annual general meeting of the Company; or
 - (iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution in a general meeting of the Company.

2. the number of the A Shares and/or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board separately or simultaneously in accordance with the General Mandate shall not exceed 20% of each of the existing A Shares and/or H Shares of such class in issue of the Company as at the time when this resolution is passed at the AGM;

3. The Board will only exercise the aforesaid general mandate in accordance with the Company Law, the Hong Kong Companies Ordinance, the Hong Kong Listing Rules, STAR Market Listing Rules and all applicable laws, rules and regulations of any other governmental or regulatory authorities and only if all necessary approvals from CSRC and/or other relevant governmental authorities of PRC are obtained.

In accordance with the “Administration Measures for the Registration of Securities Issuance of Companies Listed on the STAR Market (Trial)” (“**Registration Administration Measures**”), the “Regulations on the Listing Approval of Securities Issuance of Companies Listed on the STAR Market of the Shanghai Stock Exchange”, the “Implementation Rules for the Underwriting of Securities Issuance of Companies Listed on the STAR Market of the Shanghai Stock Exchange” and the Hong Kong Listing Rules (including Rule 13.36 and 19A.38) and other relevant regulations, the Board proposes to the Shareholders’ general meeting to authorize the Board for the issuance of A shares with a total financing amount of not more than RMB300 million and not more than 20% of the net assets of the Company as at the end of the most recent year to specific targets. The mandate period is from the date of consideration and approval at the annual general meeting to the date of convening the 2022 annual general meeting of the Company. The authorization includes the following:

I. CONFIRMATION OF WHETHER THE COMPANY MEETS THE CONDITIONS FOR ISSUING SHARES TO SPECIFIC TARGETS BY SIMPLIFIED PROCEDURE

It is proposed to the Shareholders’ general meeting to authorize the Board to conduct self-examination and demonstration on the actual situation of the Company in accordance with the Company Law, the Securities Law, the Registration Administration Measures and other relevant laws, regulations and normative documents, to confirm whether the Company meets the conditions for issuing shares to specific targets by simplified procedure.

II. CLASS AND NOMINAL VALUE OF SHARES TO BE ISSUED

The class of shares to be issued is domestic listed RMB ordinary shares (A Shares) with a nominal value of RMB1.00 each.

III. METHOD AND TIME OF ISSUANCE

Issuance of shares will be carried out in the form of issuing to specific targets by way of simplified procedure. The Board will select an appropriate time to initiate the issuance-related procedures within the valid period after obtaining the authorization at the Shareholders’ general meeting of the Company.

IV. ISSUANCE TARGETS AND ARRANGEMENT OF PLACING TO ORIGINAL SHAREHOLDERS

The issuance targets are corporate bodies, natural persons or other legal investment organizations that comply with the regulations of the regulatory authorities of no more than 35 specific targets. Securities investment fund management companies, securities companies, qualified foreign institutional investors, and RMB qualified foreign institutional investors who subscribe with two or more products under their management shall be regarded as one issuance target. Trust companies can only subscribe with their own fund if they are the issuance targets. The final issuance targets will be determined by the Board (with the authorization by the Shareholders’ general meeting) in consultation with the sponsor (lead underwriter) according to the subscription quotation. All issuance targets shall subscribe in cash.

V. PRICING BENCHMARK DATE, ISSUE PRICE AND PRICING PRINCIPLES

Price-inquiry method is adopted for the issuance, and the pricing benchmark date is the first day of the issuance period. The issue price shall not be lower than 80% of the average share trading price of the 20 trading days prior to the pricing benchmark date. After obtaining the registration documents from the China Securities Regulatory Commission, the final issue price will be determined by the Board (with the authorization by the Shareholders' general meeting) and the sponsor (lead underwriter) in accordance with the relevant laws, regulations and the requirements of the regulatory authorities according to the subscription quotation and following the principle of price priority, but shall not be lower than the aforementioned lowest issue price.

If the issuance target falls under the circumstances specified in the second paragraph of Article 57 of the Registration Administration Measures, the relevant issuance target shall not participate in the price inquiry process of the issuance pricing, but shall accept the subscription bidding results of other issuance targets and subscribes for the issued shares at the same price as other issuance targets.

The average share trading price of the 20 trading days prior to the pricing benchmark date equals to the total share trading value of the 20 trading days prior to the pricing benchmark date divided by the total share trading volume of the 20 trading days prior to the pricing benchmark date. If the Company's share price is adjusted during the 20 trading days due to ex-right or ex-dividend events such as dividend distribution, bonus issue, rights issue and conversion of capital reserve into share capital, etc., the trading prices on the trading days before adjustment shall be calculated on the basis of the corresponding ex-right and ex-dividend adjusted prices.

During the period from the pricing benchmark date to the issue date, if ex-dividend or ex-right events such as dividend distribution, bonus issue, or conversion of capital reserve into share capital occur, the lowest issuance price will be adjusted accordingly.

VI. ISSUE AMOUNT

The total financing amount from the issuance of shares shall not be more than RMB300 million and shall not exceed 20% of the net assets of the Company at the end of the most recent year. The number of shares to be issued shall not exceed 20% of the issued A shares of the Company on the day this resolution was passed at the annual general meeting. The number of shares to be issued is determined by dividing the total financing amount by the issue price of each share.

VII. LOCK-UP PERIOD

Shares issued to specific targets shall not be transferred within six months from the end of the issuance; If the issuance target falls under the circumstances specified in the second paragraph of Article 57 of the Registration Administration Measures, shares subscribed by such

target shall not be transferred within 18 months from the end of the issuance. Shares obtained by the issuance target from the shares issued by the Company to specific targets due to the distribution of share dividend and conversion of capital reserve into share capital by the Company shall also be subject to the above-mentioned share lock-up arrangement. After the expiration of the lock-up period, it will be implemented in accordance with the relevant regulations of the China Securities Regulatory Commission and the Shanghai Stock Exchange.

VIII. AMOUNT AND USE OF FUNDS RAISED

The Company intends to use the funds raised for projects related to the Company's main business and to increase working capital. The proportion used in increasing the working capital shall comply with the relevant regulations of the regulatory authorities. Moreover, the use of raised fund shall comply with the following provisions:

1. Invest in business in the field of technological innovation;
2. Comply with China's industrial policies and relevant laws and administrative regulations on environmental protection and land management;
3. After the implementation of the fund-raising project, there will be no new peer competition with the controlling shareholder, actual controller and other enterprises under their control that will cause significant adverse effects, obviously unfair related transactions, or which seriously affects the independence of the Company's production and operation.

IX. LISTING PLACE OF SHARES

The shares to be issued will be listed and traded on the STAR Market of the Shanghai Stock Exchange.

X. AUTHORIZATION TO THE BOARD TO HANDLE SPECIFIC MATTERS RELATED TO ISSUING A SHARES TO SPECIFIC TARGETS BY SIMPLIFIED PROCEDURE

Authorization to the Board to handle all matters related to issuing shares to specific targets by simplified procedure in accordance with this resolution and relevant laws and regulations, including but not limited to:

1. According to relevant laws, regulations, normative documents, the Hong Kong Listing Rules and regulations and/or requirements of regulatory authorities, and based on the actual situation of the Company, make appropriate adjustments and supplement to the issuance plan, determine the final specific plan and handle the specific implementation of the issuance plan, including but not limited to the

implementation time of the issuance, issue amount, issue price, issuance target, the specific subscription method, the subscription proportion, the scale of funds raised and other matters related to the issuance plan;

2. Handle matters related to the construction of raised fund investment projects and the use of raised fund, and in accordance with relevant laws, regulations, normative documents and resolutions made by the Shareholders' general meeting, as well as the securities market condition and the implementation status, actual progress of raised fund investment projects, actual amount of raised fund and other situations, adjust the raised fund investment projects and its specific arrangements;
3. Handle reporting matters related to the issuance, including but not limited to making, revising, signing, reporting, supplemental submitting, executing, and announcing issuance-related materials according to the requirements of regulatory authorities, respond to feedback from relevant regulatory authorities, and handle information disclosure matters related to the issuance in accordance with regulatory requirements;
4. Sign, revise, supplement, submit, report and execute all agreements related to the issuance, including but not limited to share subscription agreements, major contracts and important documents related to raised fund, and handle related application, approval, registration, filing and other procedures;
5. Set up a special account for raised fund from share issuance, and handle matters related to the use of raised fund;
6. According to relevant laws, regulations, regulatory requirements and the issuance situation, revise the relevant content in the Articles of Association, and handle the change of registered capital and the registration or filing of industrial and commercial changes involved in the Articles of Association;
7. After completion of the issuance, handle the registration, locking and listing of new shares on the Shanghai Stock Exchange and China Securities Depository and Clearing Company Limited Shanghai Branch and other relevant matters;
8. If there are new regulations or policies in the laws, regulations and normative documents related to the issuance, market changes or the regulatory authorities have other specific requirements, the specific plans for the issuance shall be adjusted accordingly according to the new regulations and requirements;
9. Determine and engage relevant securities service agency for the issuance, and handle other matters related thereto;

10. In the event of force majeure or other circumstances sufficient to make the issuance difficult to implement, or in the event of possible implementation, it will bring adverse consequences to the Company, postpone or early terminate the implementation of the issuance plan at its discretion;
11. Handle other matters related to the issuance to the extent permitted by laws, regulations, normative documents, the Hong Kong Listing Rules and the Articles of Association.

XI. VALIDITY PERIOD OF THE AUTHORIZATION

The authorization will be valid from the date of consideration and approval at the AGM to the date of convening of the 2022 annual general meeting of the Company.

NOTICE OF 2021 ANNUAL 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 2021 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2021 annual general meeting (the “**AGM**”) 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 Wednesday, 29 June 2022 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 20 May 2022.

Ordinary Resolutions

1. To consider and approve the work report of the Board for 2021.
2. To consider and approve the work report of the Supervisory Committee for 2021.
3. To consider and approve the financial reports of the Company for 2021.
4. To consider and approve the profit distribution plan of the Company for 2021.
5. To consider and approve the remuneration plan of the Directors and Supervisors for 2022.
6. To consider and approve the resolution on the appointment of the auditors for the financial report of the Company and the internal control auditor for 2022.
7. To consider and approve the Shareholders’ dividend and return plan for the next 3 years (2022-2024).

NOTICE OF 2021 ANNUAL GENERAL MEETING

Special Resolutions

8. To consider and approve the proposal on granting the following general mandate to the Board to repurchase the H Shares:

“That:

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue as at the time when this resolution is passed at the AGM and the relevant resolution is passed at the respective class meetings of the Shareholders in accordance with all applicable laws, regulations, rules and/or requirements of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory authorities and by reference to market conditions and in accordance with needs of the Company during the Relevant Period (as defined below); and
- (b) the Board be and is hereby authorised to deal with, in its sole discretion, all matters in relation to the repurchase of H Shares, including but not limited to:
 - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;
 - (ii) notify creditors and issue announcement in accordance with the Company Law and the Articles of Association;
 - (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant approval or filing procedures required by regulatory authorities and the place in which the Company is listed (if necessary);
 - (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of total share capital and shareholding structure, etc., and carry out the statutory registrations and filing procedures within and outside the PRC; and
 - (vi) execute other documents, and deal with other matters, in connection with the share repurchase.

NOTICE OF 2021 ANNUAL GENERAL MEETING

The above general mandate will expire on the earlier of:

- (i) the conclusion of the 2022 annual general meeting of the Company; or
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or a special resolution of holders of the A Shares or holders of the H Shares at their respective class meeting, (the “**Relevant Period**”) except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”
9. To consider and approve the proposal on amending the Articles of Association, the Rules of Procedure of the General Meeting, the Rules of Procedure of the Board and the Rules of Procedure of the Supervisory Committee:
- 9.1 The proposal on amending the Articles of Association;
 - 9.2 The proposal on amending the Rules of Procedure of the General Meeting;
 - 9.3 The proposal on amending the Rules of Procedure of the Board; and
 - 9.4 The proposal on amending the Rules of Procedure of the Supervisory Committee.
10. To consider and approve the resolution on the grant of General Mandate to issue A Shares and/or H Shares.
11. To consider and approve the resolution on the authorization of the Board for the issuance of A Shares to specific targets by simplified procedure.

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

Shanghai, the PRC
20 May 2022

* *For identification purpose only*

NOTICE OF 2021 ANNUAL GENERAL MEETING

Notes:

1. Eligibility for attending and voting at the AGM 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 AGM, the register of members of H Shares will be closed from Thursday, 23 June 2022 to Wednesday, 29 June 2022 (both days inclusive), during which time no transfer of H Shares will be registered. For qualifying to attend and vote at the AGM, 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 Wednesday, 22 June 2022. H Shareholders whose names appear on the register of members of H Shares of the Company after 4:30 p.m. on Wednesday, 22 June 2022 will be entitled to attend and vote at the AGM or any adjournment thereof.

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

2. Proxy

- (1) Each Shareholder entitled to attend and vote at the AGM may appoint one or more proxies in writing to attend and vote at the AGM 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 AGM or any adjournment thereof (as the case may be), i.e. not later than 1:00 p.m. on Tuesday, 28 June 2022. Completion and return of the form of proxy will not preclude Shareholders from attending and vote at the AGM should they wish to do so.

3. Registration procedures for attending the AGM

A Shareholder or his proxy should present proof of identity when attending the AGM. 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 AGM 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 AGM

All voting at the AGM will be conducted by poll.

5. Miscellaneous

- (1) The AGM is expected to take no more than half a day. Shareholders who attend the AGM 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



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 2022 SECOND H SHAREHOLDERS' CLASS MEETING

NOTICE IS HEREBY GIVEN that the 2022 second H shareholders' class meeting (the "**H Shareholders' Class Meeting**") of Shanghai Haohai Biological Technology Co., Ltd.* (the "**Company**") will be held on Wednesday, 29 June 2022 immediately after the conclusion or adjournment of 2021 annual general meeting (the "**AGM**") and 2022 second A shareholders' class meeting of the Company to be held on the same date at 24/F, WenGuang Plaza, No. 1386 Hongqiao Road, Changning District, Shanghai, the PRC to consider and, if thought fit, pass the following resolutions. Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as defined in the circular of the Company dated 20 May 2022.

Special Resolutions

1. To consider and approve the proposal on granting the following general mandate to the Board to repurchase the H Shares:

“That:

- (a) the Board be and is hereby granted a general mandate to repurchase H Shares not exceeding 10% of the total number of the H Shares in issue as at the time when this resolution is passed at the AGM and the relevant resolution is passed at the respective class meetings of the shareholders in accordance with all applicable laws, regulations, rules and/or requirements of the PRC, the Hong Kong Stock Exchange or any other governmental or regulatory authorities and by reference to market conditions and in accordance with needs of the Company during the Relevant Period (as defined below); and
- (b) the Board be and is hereby authorised to deal with, in its sole discretion, all matters in relation to the repurchase of H Shares, including but not limited to:
 - (i) formulate and implement detailed repurchase plan, including but not limited to repurchase price, number of shares to be repurchased, timing of repurchase and period of repurchase, etc.;

NOTICE OF 2022 SECOND H SHAREHOLDERS' CLASS MEETING

- (ii) notify creditors and issue announcement in accordance with the Company Law and the Articles of Association;
- (iii) open overseas share accounts and carry out related change of foreign exchange registration procedures;
- (iv) carry out relevant approval or filing procedures required by regulatory authorities and the place in which the Company is listed (if necessary);
- (v) carry out cancellation procedures for repurchased shares, reduce registered capital, and make corresponding amendments to the Articles of Association in respect of total share capital and shareholding structure, etc., and carry out the statutory registrations and filing procedures within and outside the PRC; and
- (vi) execute other documents, and deal with other matters, in connection with the share repurchase.

The above general mandate will expire on the earlier of:

- (i) the conclusion of the 2022 annual general meeting of the Company; or
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders at a general meeting, or a special resolution of holders of the A Shares or holders of the H Shares at their respective class meeting, (the “**Relevant Period**”) except where the Board has resolved to repurchase H Shares during the Relevant Period and such share repurchase plan may have to be continued or implemented after the Relevant Period.”
2. To consider and approve the resolution on the authorization of the Board for the issuance of A Shares to specific targets by simplified procedure.

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

Shanghai, the PRC
20 May 2022

* *For identification purpose only*

NOTICE OF 2022 SECOND H SHAREHOLDERS' CLASS MEETING

Notes:

1. Eligibility for attending and voting at the H Shareholders' Class Meeting and date of registration of holders for H Shares

In order to determine the holders of H Shares (the "H Shareholders") who are entitled to attend the H Shareholders' Class Meeting, the register of members of H Shares will be closed from Thursday, 23 June 2022 to Wednesday, 29 June 2022 (both days inclusive), during which time no transfer of H Shares will be registered. For qualifying to attend and vote at the H Shareholders' Class Meeting, the H Shareholders whose transfers have not been registered must lodge all transfer instruments accompanied by the relevant share certificates with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders for registration at or before 4:30 p.m. on Wednesday, 22 June 2022. H Shareholders whose names appear on the register of members of H Shares after 4:30 p.m. on Wednesday, 22 June 2022 will be entitled to attend and vote at the H Shareholders' Class Meeting or any adjournment thereof.

2. Proxy

- (1) Each H Shareholder entitled to attend and vote at the H Shareholders' Class Meeting may appoint one or more proxies in writing to attend and vote at the H Shareholders' Class Meeting on his behalf. A proxy need not be a H Shareholder.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a legal entity, either under seal or signed by a director or a duly authorised attorney. If that instrument is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign or other document of authorisation must be notarised.
- (3) To be valid, for H Shareholders, the form of proxy and notarised power of attorney or other document of authorisation (if any) must be delivered to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the H Shareholders' Class Meeting or any adjournment thereof (as the case may be), i.e. not later than 1:00 p.m. on Tuesday, 28 June 2022. Completion and return of the form of proxy will not preclude H Shareholders from attending and vote at the H Shareholders' Class Meeting should they wish to do so.

3. Registration procedures for attending the H Shareholders' Class Meeting

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

4. Voting method at the H Shareholders' Class Meeting

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

5. Miscellaneous

- (1) The H Shareholders' Class Meeting is expected to take no more than half a day. H Shareholders who attend the H Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.
- (2) The address and contact details of the Company's H Share registrar, Computershare Hong Kong Investor Services Limited are:

17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: (852) 2862 8555
Facsimile: (852) 2865 0990/(852) 2529 6087

- (3) The address and contact details of the head office of the Company are:

23/F, WenGuang Plaza,
No. 1386 Hongqiao Road, Changning District
Shanghai, the PRC
Telephone: (86) 021-52293555
Facsimile: (86) 021-52293558