

SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.
(the “**Company**”)

WORKING RULES OF THE NOMINATION COMMITTEE OF THE BOARD

(Considered and adopted at the twentieth meeting of the third session of the Board of Directors of the Company held on 28 March 2019)

Chapter I. General Principles

Article 1 Pursuant to the Company Law of the People’s Republic of China (the “**Company Law**”), the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange (the “**STAR Listing Rules**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”), the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (the “**Articles of Association**”) and such relevant laws, regulations and normative documents, the board of directors of the Company (the “**Board**”) has decided to set up a nomination committee under the Board (the “**Committee**”), and hereby formulate these Rules, in an effort to further establish and improve the Company’s corporate governance structure, improving scientific and democratic process in election of Board, optimizing the composition of the Board, so as to enable the Board to work in a regulated and efficient manner.

Article 2 Resolutions adopted by the Committee shall comply with the Articles of Association, these Rules and such other provisions specified in relevant laws, regulations and normative documents.

Article 3 The Committee shall perform its duties pursuant to the Articles of Association and within the scope of terms of reference set forth in these Rules, and shall act independently without any interference from other departments of the Company.

Chapter II. Composition

Article 4 The Committee shall comprise no less than three (3) directors and a majority of whom shall be independent non-executive directors.

Article 5 The Committee members shall be nominated by the chairman of the Board or more than half (1/2) of independent non-executive directors or more than one-third (1/3) of all the directors, and shall be elected or removed by the Board by more than half of all directors.

Article 6 The Committee shall have one (1) chairman (the “**Chairman**”), who shall be an independent non-executive director and shall preside the work of the Committee. The Chairman shall be elected amongst the independent non-executive directors by the Board.

Article 7 The Chairman shall convene and chair the Committee meetings. Where the Chairman is incapable or unable to perform his/her duties, he/she shall appoint another Committee member to perform the duties on his/her behalf. Where the Chairman neither performs his/her duties nor appoints another member to exercise duties on his/her behalf, any other member may report such situation to the Board, and the Board shall appoint another member to perform the duties of the Chairman.

Article 8 The term of office as a Committee member shall be the same as his/her term of office as a director, and such term of office may be renewed by way of re-election upon expiry. Where any member resigns or no longer holds the office of director for other reasons during his/her term of office, the Committee membership of such member shall automatically be revoked.

Article 9 Where the composition of the Committee does not meet the requirements of the Article 4 and 6 of these Rules, the Board shall supplement a new member pursuant to the Articles of Association and these Rules, who shall hold office until the expiration of his/her term of office as a director.

Chapter III. Duties and Authorizations

Article 10 The Committee shall mainly perform the following duties and powers:

- (1) to make recommendations to the Board on the size and composition of the Board and senior management based on the Company's business activities, asset scale and shareholding structure and review the structure, number of members, size, composition of the Board and diversity of members (including skills, knowledge, experience, gender, age, culture and education background and professional experience) at least annually; and make recommendations on any proposed changes to the Board to complement the Company's corporate strategies;
- (2) to examine the criteria and procedures for selection of the directors and senior management and provide advice thereon to the Board;
- (3) to evaluate the work of the directors, senior management and provide opinions or advice on replacement of the directors or senior management based on evaluation results;
- (4) to conduct a broad search for qualified candidates of the directors and senior management, and conduct examination and make recommendation on the candidates of the directors and senior management;
- (5) to make recommendations to the Board on the appointment or re-appointment and succession planning for the directors, in particular the chairman of the Board and the general manager;

- (6) to assess the independence of the independent non-executive directors;
- (7) to formulate and review the Board diversity policy and any measurable objectives for implementing such Board diversity policy as may be adopted by the Board from time to time, review the progress on achieving the objectives, and make disclosures of its review results in the Company's annual report; and
- (8) to deal with other matters as conferred by the laws, regulations, normative documents, the STAR Listing Rules, the Hong Kong Listing Rules, the securities regulatory authority of the place where the Company's shares are listed, Articles of Association and other matters as delegated by the Board.

Article 11 The relevant departments of the Company shall cooperate with the Committee in performing its duties; If necessary, the Committee may engage an intermediary to provide professional advice and the expense so incurred shall be borne by the Company.

Article 12 The Board shall fully respect recommendations made by the Committee on candidates of directors, and shall not, in absence of adequate causes or reliable evidence, set aside the nomination of any candidates nominated by the Committee.

Article 13 The convener of the Committee shall attend the annual general meeting of the Company, failing which, the chairman of the Board shall invite another Committee member to attend, and such person shall be required to answer questions at the annual general meeting.

Chapter IV. Convening of Meetings and Rules of Order

Article 14 Meetings of the Committee include regular meetings and interim meetings. The Committee shall hold at least one (1) regular meeting in each financial year.

Either the Board, the Chairman of the Committee or more than two (2) (including two) Committee members acting jointly, may request to convene interim meetings.

Article 15 Notice of at least three (3) (excluding the date of the meeting) days should be given for a Committee meeting, except for urgent matters, in which case, a meeting can be convened immediately.

The secretary to the Board shall be responsible for sending notices for Committee meetings pursuant to the requirement prescribed in the preceding article.

Article 16 The Committee meetings may be held either through physical attendance (including by means of video, telephone, etc.) or through non-physical attendance.

The quorum of a Committee meeting shall be more than two-thirds (2/3) of the members.

Article 17 A Committee member may attend a meeting either in person or authorize another Committee member to attend the meeting on his/her behalf and exercise his/her voting right. Each Committee member is allowed to authorize only one (1) member to vote on his/her behalf, and the proxy shall be invalid in the event that two (2) or more than two (2) persons are authorized to vote on his/her behalf.

Article 18 Where a Committee member authorizes another Committee member to attend the meeting and exercise the voting right, he/she shall deliver a power of attorney to the Chairman of the meeting not later than the commencement of the meeting.

Article 19 A Committee member who neither attend nor authorize other Committee members to attend on his/her shall be regarded as absent from the meeting.

A Committee member that does not attend the Committee meetings for two (2) consecutive times shall be regarded as unable to perform his/her duties properly and the Board may dismiss such member.

Article 20 Each Committee member shall have one (1) vote. Any resolution made by the Committee shall be adopted only after it has been approved by over half of all Committee members (inclusive of Committee members who are absent from the meeting).

Article 21 Voting at the Committee meetings shall be conducted by a show of hands or by poll. Where any Committee member cannot sign the resolutions made at a telephone meeting or video meeting in real time, such member may orally give opinions first and responsively affix the written signature thereof, provided that there is no discrepancy between the opinions expressed by such member in completing the written resolutions and the opinions orally expressed by him/her at the meeting. Voting at an interim meeting may also be conducted by means of communications, in which case, the signature of any Committee members shall be regarded the evidence proving as he/she had attended the meeting and had agree on the resolutions of the meeting.

Article 22 Where the Committee considers necessary, it may call such other persons that are relevant to the subject topics to attend the meeting, in an attempt to allow them to introduce the topic or express opinion, provided that non-Committee members are not eligible to vote.

Article 23 Resolutions of the Committee shall come into force after being signed by the attending members, and no amendment or modification shall be made to any Committee resolutions that have come into force unless relevant legal procedures required by laws, regulations, Articles of Association and these Rules have been carried out.

Article 24 A Committee member or the secretary to the Board shall report to the Board the relevant resolutions passed in the meeting.

Article 25 Written minutes shall be kept for Committee meetings by the secretary to the Board or such person specified by him/her, and the member attending the meeting and the staff responsible for recording the minutes shall sign on the minutes. A member attending the meeting has the right to request to record explanations on statements made in the meeting.

The minutes of the Committee meeting shall be kept by the Company in written form as part of Company archive, and shall be kept for not fewer than ten (10) years during the existence of the Company.

Article 26 The procedures for convening the Committee meetings, the voting methods and the resolutions passed by the meetings must comply with the relevant laws, regulations, the Articles of Association and these Rules.

Article 27 When a Committee meeting discusses any issue related to a Committee member, such member should avoid voting on relevant issue. The quorum of such Committee meeting shall be more than half (1/2) of the members without conflict of interest. The relevant resolution shall be passed by over half (1/2) of the members without conflict of interest. Where there are less than half (1/2) of the members with conflict of interest attending the meeting, a resolution on such issue shall be submitted to the Board for consideration and approval.

Chapter V. Rules of Order and Voting Procedures

Article 28 The Committee shall, pursuant to relevant laws, regulations and Articles of Association, and in connection with actual circumstance of the Company, review the conditions of election, election procedures and term of office of directors and senior management of the Company, form resolution proposals for the Board's approval and shall implement the same after its approval.

Article 29 Procedures for election of directors and senior management:

- (1) the Committee shall promptly communicate with relevant departments of the Company to check the need for new directors and new senior management and prepare written materials in relation thereto;
- (2) the Committee may conduct extensive search for candidates of directors and senior management within the Company, any holding companies (companies holding shares of the Company) and the human resource market;
- (3) to collect information on candidates, including their occupation, education background, title, detailed work experience and all other part-time positions they held, and prepare written materials in relation thereto;
- (4) to make recommendations to the Board on candidates of directors and new senior management and submit relevant materials within one or two months before the election of new directors and new senior management; and
- (5) to carry out other follow up work based on the Board's decision and feedback.

Article 30 Committee members have the right to evaluate work of the directors of the Company in the preceding year, and relevant departments of the Company shall actively cooperate therewith by promptly providing information required by the Committee members.

Article 31 Committee members may send inquiries to the directors with respect to any specific matter and the latter shall respond.

Article 32 Committee members shall maintain confidentiality of any information they learn about the Company before the same are made public.

Chapter VI. Miscellaneous

Article 33 Any issues not covered in these Rules shall be handled pursuant to relevant State laws, administrative regulations, departmental rules, the STAR Listing Rules, the Hong Kong Listing Rules and the Articles of Association. In the event that these Rules are contrary to any subsequent laws, administrative regulations, departmental rules, the STAR Listing Rules, the Hong Kong Listing Rules or amended Articles of Association, the relevant laws, administrative regulations, departmental rules, the STAR Listing Rules, Hong Kong Listing Rules and Articles of Association shall prevail, and these Rules shall be amended promptly and submitted to Board for review and approval.

Article 34 Terms: “more than” or “within” used herein are inclusive terms, and the terms “over” or “fall below” herein are exclusive terms.

Article 35 These Rules shall be considered and approved by the Board and shall take effect from the date of the Company’s initial public offering and listing of its RMB ordinary shares (A shares).

Article 36 The Board shall be responsible for the interpretation of these Rules.

Shanghai Haohai Biological Technology Co., Ltd.