

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

**WORKING RULES OF THE STRATEGY AND SUSTAINABLE  
DEVELOPMENT COMMITTEE OF THE BOARD**

(Considered and adopted at the twenty-seventh meeting of the fifth session of the Board of Directors of the Company held on 25 October 2024)

**Chapter I. General Principles**

Article 1 Pursuant to the Company Law of the People’s Republic of China, the Rules Governing the Listing of Stocks on the Science and Technology Innovation Board of Shanghai Stock Exchange, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of Shanghai Haohai Biological Technology Co., Ltd. (the “**Articles of Association**”) and relevant requirements of the securities regulatory authorities of the places where the Company’s shares are listed, the board of directors of the Company (the “**Board**”) has decided to set up the Strategy and Sustainable Development Committee of the Board (the “**Committee**”) as a specific body responsible for assisting the Board in managing the Company’s long-term development strategies, major investment decisions, sustainable development and environmental, social and governance (“**ESG**”) related matters, and hereby formulate these Rules, in an effort to meet the need of the Company’s strategic development, enhance the Company’s core competitiveness, determine the Company’s development plan, improve the investment decision-making procedures, strengthen the scientific nature of decision-making, improve the efficiency and quality of major investment decisions and improve the Company’s corporate governance structure.

Article 2 The Committee shall put forward suggestions and implementation plans to the Board, and the 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 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, including at least one (1) independent non-executive director.

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 appointed or removed by the Board by over half of all directors.

Article 6 The Committee shall have one (1) chairman (the “**Chairman**”), who shall be elected amongst the members of the Committee 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 Articles 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 is mainly responsible for conducting research on the Company's long-term development strategies and significant investment decisions, assisting the Board in managing sustainable development and ESG-related matters and making recommendations to the Board. The Committee shall be accountable to the Board, and the proposals of the Committee shall be submitted to the Board for consideration.

Article 11 Main duties and authorizations of the Committee include:

- (1) to conduct research on the Company's long-term development strategic plan and make recommendations to the Board;
- (2) to conduct research on major matters such as external investments, purchase and sale of assets, financing plans and development strategies, that are subject to the approval of the Board and the general meeting under the laws, regulations, the Articles of Association, and the relevant requirements of the securities regulatory authorities of the places where the Company's shares are listed, and make recommendations to the Board;
- (3) to develop the Company's sustainable development and ESG-related vision, objectives, strategies and management policies;
- (4) to supervise the Company's sustainable development and ESG-related governance institutions, evaluate the effectiveness of the Company's sustainable development and ESG-related management, and the adequacy of management related resources, staff's qualifications, experience and trainings received by them;
- (5) to regularly review and monitor the major trend of the Company's sustainable development and ESG, whether the Company's sustainable development and ESG-related strategies, policies and practices comply with applicable laws, regulations, regulatory requirements and international standards, and the achievement of the Company's sustainable development and ESG objectives, and make recommendations to the Board;

- (6) to review and monitor the Company's sustainable development and ESG-related impacts, risks and opportunities, and assess the extent to which the relevant risks and opportunities affect the Company;
- (7) to review material issues related to the Company's sustainable development and ESG;
- (8) to review the Company's ESG report;
- (9) to conduct research on other major matters affecting the development of the Company and make recommendations to the Board; and
- (10) other matters required by laws, administrative regulations, the relevant requirements of the securities regulatory authorities of the places where the Company's shares are listed and the Articles of Association as well as those authorized by the Board.

Article 12 Management and relevant departments of the Company shall cooperate with the Committee in respect of the performance of its duties. The Committee is authorized to obtain materials and information from the Company's management and relevant departments for the purpose of discharging its duties, and to receive reports from the Company's management on major investment issues, sustainable development and ESG-related work.

If necessary, the Committee may engage intermediaries to seek professional advice, and the expenses so incurred shall be borne by the Company.

Article 13 Committee members shall maintain confidentiality of any information they learn about the Company before the same are made public.

Article 14 The Chairman 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 15 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 16 Notice of at least three (3) days should be given for a Committee meeting, except for urgent matters, in which case, an interim meeting can be convened immediately.

Article 17 The secretary to the Board shall be responsible for sending notices of meetings pursuant to the requirement prescribed in the preceding article.

Article 18 The Committee meetings may be held either through physical attendance or by means of communication.

Article 19 The quorum of a Committee meeting shall be more than half (1/2) of the members.

Article 20 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 rights. Each Committee member is allowed to authorize only one (1) another 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 21 Where a Committee member authorizes another Committee member to attend the meeting on his/her behalf and exercise his/her voting rights, he/she shall deliver a power of attorney to the Chairman of the meeting not later than the commencement of the meeting.

Article 22 A Committee member who neither attend in person nor authorize other Committee members to attend on his/her behalf shall be regarded as absent from the meeting.

A Committee member that does not attend the Committee meetings (either by attending in person or by authorizing other Committee members to attend on his/her behalf) for two (2) consecutive times shall be regarded as unable to perform his/her duties properly and the Board may dismiss such member.

Article 23 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 24 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 forthwith 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.

Article 25 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 26 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, the Articles of Association and these Rules have been carried out.

Article 27 A Committee member or the secretary to the Board shall report to the Board the relevant resolutions passed in the meeting.

Article 28 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 the Company's archive, and shall be kept for not fewer than ten (10) years during the existence of the Company.

Article 29 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 30 When a Committee meeting discusses any issue related to a Committee member, such member should not exercise his/her voting rights on relevant issue. The quorum of such Committee meeting shall be more than half (1/2) of the non-related members. The relevant resolution shall be passed by over half (1/2) of the non-related members. Where there are less than half (1/2) of the non-related members attending the meeting, a resolution on such issue shall be submitted to the Board for consideration and approval.

#### **Chapter V. Miscellaneous**

Article 31 These Rules shall take effect from the date of consideration and approval by the Board.

Article 32 Terms: "more than" or "within" used herein are inclusive terms, and the terms "over" or "less than" herein are exclusive terms.

Article 33 Any issues not covered in these Rules shall be handled pursuant to relevant laws, administrative regulations, the Articles of Association and the relevant requirements of the securities regulatory authorities of the places where the Company's shares are listed. In the event that these Rules are contrary to any subsequent laws, administrative regulations, the Articles of Association and the relevant requirements of the securities regulatory authorities of the places where the Company's shares are listed, the relevant laws, administrative regulations, the Articles of Association and the relevant requirements of the securities regulatory authorities of the places where the Company's shares are listed shall prevail, and these Rules shall be amended promptly and submitted to Board for review and approval.

Article 34 The Board shall be responsible for the interpretation of these Rules.

**Shanghai Haohai Biological Technology Co., Ltd.**