SHANGHAI HAOHAI BIOLOGICAL TECHNOLOGY CO., LTD.

(the "**Company**")

WORKING RULES OF THE REMUNERATION AND APPRAISAL COMMITTEE OF THE BOARD

(Considered and adopted at the 8th meeting of the sixth session of the Board held on 24 April 2026)

Chapter I. General Principles

Article 1 Pursuant to the Company Law of the People's Republic of China (the "**Company Law**"), Corporate Governance Guidelines for Listed Companies, 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 other relevant regulations, the board of directors of the Company (the "**Board**") has decided to set up a remuneration and appraisal committee under the Board (the "**Committee**"), and hereby formulate these Rules, in an effort to further establish and improve the Company's remuneration management system.

Article 2 The Committee is a specific committee under the Board that primarily takes charge of formulation of the evaluation criteria of the Company's directors and the senior management and the evaluation thereof, and is responsible for formulating and reviewing the remuneration policies and remuneration packages of the Company's directors and the senior management, and the Committee is accountable to the Board.

Article 3 Resolutions made by the Committee shall comply with the Articles of Association, these Rules and such other provisions specified in relevant laws, regulations and normative documents.

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 over 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 over the work of the Committee. The Chairman shall be elected amongst the independent non-executive directors in the Committee by the Board.

Article 7 The Chairman is the convener of the Committee and shall be responsible for convening and chairing 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 primarily performs the following powers and duties:

(1) to formulate performance evaluation indicator and remuneration system for the Company's directors and members of the senior management, make recommendations to the Board;

(2) to be charged with the responsibility of supervising the implementation of performance evaluation indicator and remuneration system;

(3) to make recommendations to the Board on the Company's overall remuneration policy and structure for directors and senior management, and on the establishment of a formal and transparent procedure for developing remuneration policy;

(4) to review and approve the remuneration proposals of management based on the Company's goals and objectives of the Board;

(5) to make recommendations to the Board on the remuneration packages of individual executive directors and senior management. Such remuneration packages include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment;

(6) to make recommendations to the Board on the remuneration of non-executive directors;

(7) the Committee should consider salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the group;

(8) to review and approve compensation payable to executive directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and otherwise fair and and reasonable not excessive;

(9) to review and approve compensation arrangements relating to dismissal or removal of directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate;

(10) to ensure that no director or any of his/her associates is involved in deciding his/her own remuneration;

(11) to review and approve the matters related to share incentive schedules and employee stock ownership plans in accordance with laws, regulations, the STAR Listing Rules, the Hong Kong Listing Rules and Articles of Association; and

(12) such other matters authorized by the Board.

Article 11 Job responsibilities for senior management formulated by the Committee shall be implemented after approval by the Board.

Article 12 Pursuant to the provisions set forth in relevant laws, regulations or Articles of Association or authorization granted by the Board, the Committee may also establish remuneration system or plan for the non-staff representative directors. Remuneration plan formulated by the Committee for the non-staff representative directors shall be submitted to shareholders' meeting for approval after reviewed by the Board, and the remuneration plan formulated by the Committee for the senior management shall be directly submitted to the Board for approval.

Article 13 The Committee shall make recommendations to the Board on the following matters:

(1) the remuneration of the directors and senior management;

(2) formulating or changing the share incentive schedules and employee stock ownership plans, granting of rights and interests to participants, and fulfillment of the conditions for exercising the rights and interests;

(3) the shareholding plans of the Company's directors and senior management in subsidiaries to be split; and

(4) other matters authorized by the Board and provided by laws, administrative regulations, departmental rules and regulations of the stock exchanges at the location where the Company's shares are listed.

If recommendations of the Committee are not adopted or fully adopted by the Board, the opinions of the Committee and the specific reasons thereof shall be recorded in the resolutions of the Board and disclosed accordingly.

Article 14 Relevant departments of the Company shall cooperate with the Committee during performance of its duties. The Committee could engage intermediaries to provide professional advice if necessary, and the expenses so incurred in relation to the above shall be borne by the Company.

Article 15 The convener of the Committee shall attend the annual shareholders' 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 shareholders' meeting.

Chapter IV. Convening of Meetings and Rules of Order

Article 16 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 17 Notice of at least three (3) days should be given for a Committee meeting, except for urgent matters, in which case, a meeting can be convened immediately.

Article 18 The secretary to the Board shall be responsible for sending notices for Committee meetings pursuant to the requirement prescribed in the preceding article.

Article 19 The Committee meetings may be held either through physical attendance or by means of communication.

Article 20 The quorum of a Committee meeting shall be more than two-thirds (2/3) of the members.

Article 21 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 22 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 23 A Committee member who neither attends nor authorizes 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 for two (2) consecutive times shall be regarded as unable to perform his/her duties properly and the Board may dismiss such member.

Article 24 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 25 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 as the evidence proving he/she had attended the meeting and had agree on the resolutions of the meeting.

Article 26 Where the Committee considers necessary, it may call such other persons that are relevant to the proposals 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 27 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 made in accordance with relevant legal procedures required by laws, regulations, Articles of Association and these Rules.

Article 28 A Committee member or the secretary to the Board shall report to the Board the relevant resolutions passed in the meeting.

Article 29 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 30 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 31 Where a Committee member has related relationships with issues discussed in a Committee meeting, such member should avoid voting on relevant issue. The quorum of such Committee meeting shall be more than half (1/2) of non-related members. The relevant resolution shall be passed by over half (1/2) of non-related members. Where there are less than half (1/2) of non-related members attending the meeting, a resolution on such issue shall be submitted to the Board for consideration and approval.

Chapter V. Remuneration and Evaluation

Article 32 While the Committee is not in session, its members may keep necessary tracking on performance of the senior management, and relevant departments of the Company shall actively cooperate therewith by promptly providing information required by them.

Article 33 A Committee member has the right to access the following:

(1) the completion status of the Company's main business objectives;

(2) the main responsibilities of the Company's senior management, and other relevant material;

(3) the completion status of the performance indices for directors and the senior management;

(4) the remuneration distribution plan for the whole Company and the senior management formulated based on the Company's performance;

(5) summary of the Company's annual implementation status of remuneration and performance management; and

(6) other necessary information.

Article 34 A Committee member may send inquiries to the senior management with respect to any specific matter and the latter shall respond.

Article 35 The Committee members may, based on the information they learn and obtain, and in connection with the completion of the Company's business objectives and with reference to other relevant factors, conduct evaluation on the senior management's performance indicators, remuneration plan and level.

Article 36 Committee members shall maintain confidentiality of any information they learn about the Company before the same are made public.

Chapter VI. Miscellaneous

Article 37 Term "senior management" used herein is consistent with the definition in the Articles of Association..

Article 38 Terms: "more than" or "within" used herein are inclusive terms, and the terms "over" or "fall below" herein are exclusive terms.

Article 39 These Rules shall be considered and approved by the Board.

Article 40 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 41 The Board shall be responsible for the interpretation of these Rules.

Shanghai Haohai Biological Technology Co., Ltd.