



## 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)

#### FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, FEBRUARY 18, 2019

I/We<sup>(Note 1)</sup> \_\_\_\_\_

of address: \_\_\_\_\_

and telephone number: \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_<sup>(Note 2)</sup> domestic shares/H shares of RMB1.00 each in the share capital of Shanghai Haohai Biological Technology Co., Ltd. \* (上海昊海生物科技股份有限公司) (the "Company")

hereby appoint **the chairman of the meeting** or \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy<sup>(Note 3)</sup> to attend and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "Meeting") of the Company to be held at 9:30 a.m., on Monday, February 18, 2019 at 24/F, WenGuang Plaza, No.1386 Hongqiao Road, Changning District, Shanghai, PRC (and at any adjournment thereof).

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(Note 4)</sup>.

Special Resolutions		For	Against	Abstain
1.	To consider and approve the proposal on the A Share Offering:			
	1.1 Type of the proposed issuance;			
	1.2 Par value of the proposed issuance;			
	1.3 Offering size;			
	1.4 Pricing methodology;			
	1.5 Place of listing;			
	1.6 Target subscribers;			
	1.7 Method of issuance;			
	1.8 Method of underwriting;			
	1.9 Use of proceeds to be raised;			
	1.10 Validity period of the resolution;			
	1.11 Form of the Company; and			
	1.12 Rights of the holders of the A Shares.			
2.	To consider and approve the proposal on the use of the proceeds to be raised by the A Share Offering and the feasibility analysis.			
3.	To consider and approve the proposal on granting authorization to the Board to handle the Company's application for the A Share Offering and related matters.			
4.	To consider and approve the proposal on the distribution of the accumulated undistributed profits before the A Share Offering.			

Special Resolutions		For	Against	Abstain
5.	To consider and approve the proposal on the dividend distribution plan within the three years after the A Share Offering.			
6.	To consider and approve the proposal on stabilizing the price of A Shares of the Company after the A Share Offering.			
7.	To consider and approve the proposal on the dilution of immediate returns and the remedial measures on the A Share Offering.			
8.	To consider and approve the proposal on amending the Articles of Association of the Company and the rules of procedure of the general meeting, the Board of Directors and the board of supervisory of the Company for the purpose of the A Share Offering:			
	8.1 The proposed amendments to the Articles of Association;			
	8.2 The proposed amendments to the rules of procedure of the general meeting;			
	8.3 The proposed amendments to the rules of procedure of Board of Directors; and			
	8.4 The proposed amendments to the rules of procedure of the board of supervisory.			
9.	To consider and approve the proposal on the validity period of the resolutions on the A Share Offering.			
Ordinary Resolutions		For	Against	Abstain
10.	To consider and approve the proposal on commitments in relation to the A Share Offering and the introduction of corresponding restraining measures.			
11.	To consider and approve the proposal on the relevant internal control rules of the Company for the purpose of the A Share Offering:			
	11.1 The Working Rules of the Independent Non-executive Directors;			
	11.2 The Rules for the Management of the Related Party Transactions;			
	11.3 Special Rules for the Prevention of Major Shareholders and Related Parties to Occupy the Company's Funds;			
	11.4 The Rules for the Management of Proceeds to be Raised;			
	11.5 The Rules for the Management of the External Guarantee; and			
	11.6 The Rules for the Management of the External Investment.			
12.	To consider and approve the appointments of relevant intermediary agencies of the Company's A Share Offering:			
	12.1 the proposal on the appointment of UBS Securities Co. Limited as the sponsor and lead underwriter of the Company's A Share Offering;			
	12.2 the proposal on the appointment of Ernst & Young Hua Ming LLP (Special General Partnership) as the auditor for the Company's A Share Offering; and			
	12.3 the proposal on the appointment of Shanghai Oceanwisdom Law firm as the legal advisor to the Company's A Share Offering.			

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature(s)<sup>(Note 5)</sup>: \_\_\_\_\_

*Notes:*

1. Please insert full name(s) and address(es) of shareholder(s) as shown in the register of members in **BLOCK CAPITALS**.
2. Please delete the class of shares as appropriate and insert the number of shares registered in your name(s) to which this form of proxy relates. If these are not completed, this form of proxy will be deemed to relate to all classes and number of shares registered in your name(s).
3. If any proxy other than the chairman of the meeting is preferred, please strike out the words “**the chairman of the meeting**” and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies (if he holds more than one share) to attend and vote in his stead, provided that if more than one proxy is so appointed, the appointment shall specify the class and number of shares in respect of which each such proxy is so appointed. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “ABSTAIN”.** If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion or abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a legal person, the same must be either under its common seal or under the hand of its director or its attorney duly authorised in writing. If this form of proxy 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.
6. If an attending shareholder or proxy casts a vote of abstention or abstains from voting in respect of a resolution, the share(s) represented by that shareholder or proxy will be deemed not to be carrying voting rights with respect to that resolution. In that event, this form of proxy will be deemed to have been revoked.
7. Where there are joint holders of any shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares of the Company as if he was solely entitled thereto; but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
8. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarised copy thereof, must be deposited at the head office of the Company at 23/F, WenGuang Plaza, No.1386 Hongqiao Road, Changning District, Shanghai, PRC (for domestic shareholders) or Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for H Shareholders) not less than 24 hours before the time fixed for holding the Meeting or any adjournment thereof.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
10. A shareholder or his proxy should present proof of identity when attending the Meeting.

## PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this form of proxy has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Cap 486 (“PDPO”), which includes your and your proxy’s name and address.

You and your proxy's Personal Data provided in this form of proxy will be used in connection with processing your request for the appointment of a proxy to attend, act and vote on your behalf as directed above at the Meeting. The supply of your and your proxy's Personal Data is on a voluntary basic. However, the Company may not be able to process your request unless you provide us with your and your proxy's Personal Data.

Your and your proxy's Personal Data will be disclosed or transferred to the Company's H Share Registrar and/or other companies or bodies for the purpose stated above, or when it is required to do so by law, for example, in response to a court order or a law enforcement agency's request, and will be retained for such period as may be necessary for our verification and record purpose.

By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used.

You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data respectively in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing by either of the following means:

By mail to: Personal Data Privacy Officer  
Computershare Hong Kong Investor Service Limited  
Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East,  
Wanchai, Hong Kong

By email to: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

\* For identification purpose only