

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

Adopted on 2 September 2019

(Amended on 20 May 2024)

**TERMS OF REFERENCE FOR THE
AUDIT COMMITTEE OF
SHANGHAI HENLIUS BIOTECH, INC.**

Definitions

1. For the purpose of reference (the **Terms**):

Articles mean the articles of association of the Company and

Audit Committee mean the audit committee established by the Board and

Board mean the board of directors of the Company and

Chief Financial Officer mean the person in charge of the Company and the chief financial officer appointed by the Board of Directors;

Company mean Sang a Henan Biotech, Inc.;

Company Secretary mean the secretary of the Company and

Directors mean the members of the Board;

Group mean the Company and its subsidiaries;

Listing Rules mean the Rules Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited (as amended from time to time);

Management mean the directors and the chief executive officer of the Company and the Group;

Shareholders mean the shareholders of the Company and its subsidiaries; and

Stock Exchange mean the Stock Exchange of Hong Kong Limited.

Establishment

2. The Audit Committee shall be established by the Board on 2 September 2019.

Membership

3. The members of the Audit Committee shall be appointed by the Board of Directors and shall be independent non-executive Directors and at least one of them shall be an independent non-executive Director. The members of the Audit Committee shall be appointed by the Board of Directors in accordance with the provisions of Rule 3.10(2) of the Listing Rules. The members of the Audit Committee shall be independent non-executive Directors.
4. At least one of the Audit Committee members shall be a senior financial officer of the Company and shall be appointed by the Board of Directors.

5. A full and complete copy of the minutes of the meeting shall be prepared by the Secretary and the Chairman of the Board, and the same shall be signed by the Chairman of the Board and the Secretary.
- (a) The minutes shall be read at the meeting;
- (b) The minutes shall be read at the meeting, and the same shall be read at the meeting.
6. The Chairman of the Board shall be authorized to sign the minutes of the Board and the same shall be read at the meeting.

Attendance at meetings

7. The Chief Financial Officer, the Chairman of the Board, and the Secretary shall be authorized to sign the minutes of the Board and the same shall be read at the meeting.

Frequency and procedure of meetings

8. Meetings of the Board shall be held at such times and places as the Board may determine.
9. The Board shall meet at such times and places as the Board may determine, and the same shall be read at the meeting.
10. An agenda and the minutes of the meeting shall be prepared by the Secretary and the Chairman of the Board, and the same shall be read at the meeting.
11. Meetings of the Board shall be held at such times and places as the Board may determine, and the same shall be read at the meeting.
12. Management shall be authorized to prepare and submit to the Board a report of the activities of the company during the preceding year, and the same shall be read at the meeting.

Annual general meetings

13. The Chairman of the Board shall be authorized to prepare and submit to the Board a report of the activities of the company during the preceding year, and the same shall be read at the meeting.

Authority

14. The Audit Committee shall be composed of the Board of Directors, and shall be composed of at least three members, one of whom shall be an independent member. The Audit Committee shall be responsible for the oversight of the financial reporting process and the internal control system, and shall report to the Board of Directors.
15. The Audit Committee shall be composed of the Board of Directors, and shall be composed of at least three members, one of whom shall be an independent member. The Audit Committee shall be responsible for the oversight of the financial reporting process and the internal control system, and shall report to the Board of Directors.

Duties

16. The duties of the Audit Committee shall include:

Review the financial statements and the internal control system;

- (a) being responsible for the oversight of the financial reporting process and the internal control system, and shall report to the Board of Directors;
- (b) reviewing and approving the financial statements, and the internal control system, and the effectiveness of the internal control system;
- (c) reviewing and approving the financial statements, and the internal control system, and the effectiveness of the internal control system;
- (d) reviewing and approving the financial statements, and the internal control system, and the effectiveness of the internal control system;
- (e) reviewing and approving the financial statements, and the internal control system, and the effectiveness of the internal control system;

Re, e ff nanc a, nf a, ff, e G ff.

(f) ff, ff ng n, eg, ff, e G ff, ff nanc a, a, e, en, ann a, e ff, and acc ff n, a f-ff a, e ff, and, f, e a ed ff, b, ca, ff, a, e ff, e ff, and e e ng gn ff can, ff nanc a, e ff ng, dg, en, c ff aned n, e. In e e ng, e e e ff, bef ff e, b, ff, e B ff a d, e A d, C ff ff ff, a ff ff a, a, a ff ff:

() an ff c ange, n acc ff n, ng, ff c, e, and, ac, ce;

() a ff, dg, en, a, a ea;

() gn ff can, ad, ff, en, e, ng ff ff and;

() e g ff ng c ff nce n a, ff, ff, and an ff, a, ff ca, ff;

() c ff ff ff ff, acc ff n, ng, and a d; and

() c ff ff ff ff, e L, ng R, e, and, e ga, e, e, en, n e a, ff ff ff nanc a, e ff, ng;

(g) n e, ec, ff **paragraph (f)** ab ff e:

() a, ng, ff, e B ff a d and, en, ff ff anage, en,;

() ff, ng a, ea, ff, ce a ff a, ff, e C ff, an ff, a d, ff; and

() c ff, de ng an ff, gn ff can, ff, n, a, e, a, a e, ff, a ff need, ff be, ef ec, ed n, e e, ff, and acc ff n, and g ng d e c ff, de a, ff, an ff, a, e, a, a e been a, ed b ff, e C ff, an ff, ff ff, ff, be ff ff, e acc ff n, ng and ff nanc a, e ff, ng ff ff, c ff ff ff ff ff ff, a d, ff;

O e, g, ff, e G ff, ff nanc a, e ff, ng, ff, ff, ff anage, en, and, n e na c ff, ff, ff, e.

() e e ng, e G ff, ff nanc a, c ff, ff, and, n e, e, e, ff add e, ed b ff a, e a a e B ff a d, c ff ff ff, ff b ff, e B ff a d, e f, ff, e e, e G ff, ff, ff anage, en, and, n e na c ff, ff, ff, e;

() d, c, ng, e, ff, anage, en, and, n e na c ff, ff, ff, ff, Manage, en, ff, en, e, a, Manage, en, a, e ff ff, ed, d, ff, a e ef ec, e, ff, e. T, d, c, ff, ff, d, n, c, de ad e, ac ff ff, e ff, ce, ff, ff, a, ff ca, ff, and e e ff, e, ce, a, ng, ff, g a, ff, e, and b dge, ff, e G ff, ff, acc ff n, ng and ff nanc a, e ff, ng ff ff, ff;

() c ff, de ng a ff, n e, ga, ff, ff nd ng, ff, ff, anage, en, and, n e na c ff, ff, ff, a, e, a, de ga, ed b ff, e B ff a d, ff, ff, ff, n, n, a, e and c ff, de ng Manage, en, ff, e, ff, e, e, e ff nd ng;

- [illegible]

Terms available

21. T e A r d, C~~7~~ e e, a a a e, e e T e a a a b e b~~7~~ n c, ~~7~~ ~~7~~ e e b, e ~~7~~ e
C~~7~~ a n~~7~~ a n~~7~~ e S, ~~7~~ c E c a n g e n ~~7~~ d e, ~~7~~ e a n, ~~7~~ e a n~~7~~ e a, ~~7~~ ~~7~~ d e g a e d, ~~7~~
b~~7~~, e B~~7~~ a d.