NANJING LEADS BIOLABS CO., LTD.

TERMS OF REFERENCE OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

Chapter I General Provisions

Article 1 In order to strengthen the decision-making function of the board of directors of Nanjing Leads Biolabs Co., Ltd. (hereinafter referred to as the "**Company**"), continue to improve the construction of its internal control system, ensure the effective supervision and management of the board of directors, and continuously enhance its corporate governance structure, the Company hereby establishes the audit committee of the board of directors and formulates the Terms of Reference of the Audit Committee of the Board of Directors of Nanjing Leads Biolabs Co., Ltd. (hereinafter referred to as the "**Terms of Reference**") based on the actual conditions of the Company pursuant to the Company Law of the PRC (《中華人民共和國公司法》) (hereinafter referred to as the "**Company Law**"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Listing Rules**"), the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, Guidelines for Effective Audit Committees of the Hong Kong Institute of Certified Public Accountants and other relevant laws and regulations, normative documents and the Articles of Association of Nanjing Leads Biolabs Co., Ltd. (applicable upon the issuance of H Shares) (hereinafter referred to as the "**Articles of Association**").

Article 2 The Audit Committee of the board of directors is a specialized working body under the board of directors of the Company, which is principally responsible for reviewing the financial conditions of the Company, reviewing the financial information of the Company, making judgments on the authenticity, completeness and accuracy of the financial information, examining the implementation and effectiveness of the internal control systems. It is also mainly responsible for the communication between the Company and the external auditors and the supervision and verification of such communication, supervision of the internal audit, evaluation and improvement of the Company's internal control systems, and making recommendations in this regard, and assessing the risks of, among others, the Company's major investment projects in operation. The Audit Committee of the board of directors shall report to the board of directors on its work.

Chapter II Composition of Members

Article 3 The Audit Committee shall consist of three or more directors, the number of members shall be an odd number, all members shall be non-executive directors, the majority (more than half) of the members shall be independent non-executive directors, and the chairman of the Audit Committee shall be an independent non-executive director.

At least one of the members of the Audit Committee shall be an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise under the provisions of Rule 3.10(2) of the Listing Rules.

The partner of the current external audit firm engaged by the Company shall be prohibited from serving as a member of the Audit Committee within two years from the date on which he/she ceases to be a partner of such audit firm or ceases to have any financial interests in such external audit firm, whichever is later.

Article 4 The chairman and other members of the Audit Committee (collectively referred to as the "**Member(s)**") shall be nominated by the chairman of the board of directors, more than half of the independent non-executive directors or more than one-third of all directors, and shall be elected by a majority of the members of the board of directors, and be elected, appointed and dismissed by the board of directors.

Article 5 The Audit Committee shall have a convener, namely the chairman of the committee, who shall be an independent non-executive director and appointed by the board of directors to be responsible for presiding over the work of the committee. In the event that the chairman of the committee is incapable of performing or not performing his duties, an independent non-executive director shall be jointly elected by more than half of the Members to act in his stead.

A Member of the Audit Committee shall meet the following conditions:

(I) not being prohibited by provisions of laws such as the Company Law, regulations or the Articles of Association from serving as a director of the Company;

(II) being familiar with the relevant laws and administrative regulations of the PRC, possessing good moral character, having relevant professional expertise of remuneration, and being familiar with the Company's operation and management;

(III) adhering to the principle of good faith, being honest and self-disciplined, being loyal to duties, and actively working to safeguard the interests of the Company and shareholders;

(IV) possessing strong comprehensive analysis and judgment capabilities, and possessing the ability to work independently;

(V) other conditions as stipulated by other laws, regulations or the Articles of Association.

The person who does not meet the qualifications for appointment as prescribed in the preceding articles shall not be elected as a Member of the Audit Committee. During the term of office of a Member of the Audit Committee, if the Member becomes unsuitable for the appointment as stipulated in the preceding articles, such Member shall resign voluntarily or be vacated by the board of directors of the Company.

Article 6 The term of office of the Audit Committee shall be the same as that of the board of directors. A Member shall be eligible for re-election upon the expiration of his/her term of office. If a Member ceases to be a director of the Company during the term of office, or a Member who shall be an independent non-executive director ceases to be independent in accordance with the provisions of the Articles of Association and the Listing Rules, he/she shall be automatically disqualified. A Member of the Audit Committee may submit a resignation report in writing to the board of directors prior to the expiration of his/her term of office to resign as a member of the committee from his/her exiting position. The resignation report shall contain necessary explanations on the reasons for resignation and the matters that need to be brought to the attention of the board of directors of the Company. In the event that the composition of the Audit Committee fails to meet the requirements of Articles 3 and 5 of the Terms of Reference, the board of directors shall immediately notify the Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**Hong Kong Stock Exchange**"), and state the details and reasons for failing to meet the relevant requirements by way of announcement in accordance with the requirements of the Listing Rules, and shall, within three months from the date on which the above requirements are not met, fill the vacancy in accordance with the provisions of Articles 3 to 5 of the Terms of Reference. The term of office of any supplementary Member shall last until the end of the term of office of such Member as a director. A Member shall not be removed from his/her duty without cause prior to the expiration of his/her term of office, unless he/she is prohibited from holding office under the provisions of Company Law, the Articles of Association or the Listing Rules.

Chapter III Duties and Authorities

Article 7 The Audit Committee shall make available its terms of reference on the websites of the Hong Kong Stock Exchange and the Company, explaining its role and the authority delegated to it by the board of directors, and the Company shall provide the Audit Committee with sufficient resources to perform its duties. The specific duties of the Audit Committee mainly include:

(I) to make recommendations on the appointment of the external audit firm, conduct an annual review of the performance of the external audit firm, submit a summary report to the board of directors on the Company's audit work of the external audit firm engaged during the year, and make recommendations to the board of directors on the appointment, renewal and dismissal of the external audit firm for next year, approve the remuneration and terms of engagement of the external audit firm, and handle any relevant matters relating to the resignation or dismissal of the external audit firm. Where the board of directors of the Company disagrees with the opinion of the Audit Committee on the matters of selection, engagement, resignation or dismissal of the external audit firm, the Company shall include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendation and the reasons why the board of directors of the Company holds different opinions;

(II) to act as the representative between the Company and the external audit firm, communicate between the internal audit department of the Company and the external audit firm, including the review and monitor of the independence and objectivity of the external audit firm and the effectiveness of the audit procedures in accordance with the applicable standards; and, prior to the commencement of the audit procedures, discuss with the external audit firm about the nature, scope, methods and reporting responsibilities of the audit for the year, and negotiate with the external audit firm to determine the schedule of auditing the financial report for the year, as well as urge the external audit firm to issue the audit report within the predetermined timeframe and so forth. If more than one external audit firms are involved in the audit, the committee shall make sure they coordinate with each other;

(III) to formulate and implement, based on the work requirement, policies on the provision of non-audit services by the external audit firm (including its affiliates). The Audit Committee shall report and make recommendations to the board of directors on any matters if any actions or improvement are deemed necessary;

The affiliates of the external audit firm herein shall include any entity that is under the same control, ownership or management with the external audit firm engaged by the Company or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the domestic or international business of the external audit firm engaged by the Company. The Audit Committee shall ensure that the provision of non-audit services by the external audit firm will not compromise its independence or objectivity. In terms of non-audit services, the Audit Committee shall take into account the following matters:

1. whether the skills and experience of the external audit firm make it a suitable provider of the non-audit services;

2. whether pre-cautions are taken to ensure that the external audit firm's objectivity and independence in auditing shall not be influenced by the provision of such services;

3. the nature and relevant fee level of the non-audit services, as well as separate and aggregate sum fee of the services provided by such external audit firm; and

4. the standard for determining auditors' remuneration.

The Audit Committee shall report to the board of directors on the actions or improvements it deems necessary, and make recommendations on possible steps to be taken;

(IV) to examine the Company's accounting policies, financial condition, financial reporting procedures and financial control; to review the completeness, accuracy and fairness of the Company's financial statements, the quarterly reports (if prepared for publication), interim reports and annual reports and the accounts and review material opinions on the financial reporting contained therein, as well as the disclosure of the Company's financial information. Prior to submitting the relevant statements and reports to the board of directors, the review shall focus particularly on the following matters: any changes in accounting policies, practices and estimates of the Company during the reporting period; any issues involving significant judgment; significant adjustments made as required by the external audit firm upon completion of audit; the going concern assumptions of the Company or any qualified opinions; whether the accounting is in compliance with accounting standards and provisions relating to financial reporting under the Company Law, the Listing Rules and other applicable laws and regulations;

Regarding the above items which require particular focus in the review process, Members of the Audit Committee shall communicate with the board of directors, senior management and internal audit department and external audit firm in a timely manner. Members of the Audit Committee shall meet, at least twice a year, with the external audit firm without the attendance of any executive directors (unless invited by the Audit Committee). Members of the Audit Committee shall consider any material or unusual matters reflected or required to be reflected in the Company's reports and accounts, and give due consideration to matters raised by the accounting and financial department, regulatory department or auditors of the Company;

(V) to discuss questions and doubts raised by the external audit firm upon its completion of reviewing the interim accounts and auditing the annual accounts of the Company and any other matters that the external audit firm may wish to discuss (in the absence of management, if necessary);

(VI) to examine the financial policies, internal audit systems, internal control systems and risk management systems of the Company and provide opinions and recommendations for improvements, and:

1. to examine the Company's financial and accounting policies and practices and any changes thereof;

2. to monitor the preparation process of the periodic financial reports, including quarterly reports (if any), interim financial reports and annual financial reports, and review the periodic financial reports, financial results announcements and other relevant information;

3. to discuss with the management and assess the effectiveness of the financial control, internal control and risk management systems, so as to ensure that the management has performed its duties in establishing effective financial control, internal control and risk management systems; such discussions shall cover the adequacy of resources, employees' qualifications and experience in relation to the Company's accounting and financial reporting function, as well as the sufficiency of training programs received by such employees and the budget in relation to the Company's accounting and financial reporting function. If the annual report contains any statement about the internal control systems of the Company, the Audit Committee shall review the statement before submitting to the board of directors for approval;

4. to study, on its own initiative or as instructed by the board of directors, the important findings of the investigation regarding internal control matters and the measures adopted by the management in response to these findings;

5. to ensure co-ordination between the Company's audit department and the external audit firm; and to ensure that the Company's audit department is adequately resourced to operate with appropriate authorization and status within the Company, and to review and monitor the effectiveness of the Company's audit department;

6. to review the operating, financial and accounting policies and practices of the Company and its subsidiaries (if applicable in the future);

7. to review the external audit firm's letter of examination or management proposals, material queries raised by the external audit firm on accounting records, financial accounts or control systems, and the management's responses to such queries;

8. to set up, jointly with the board of directors, the Company's policies relating to the engagement of employees and former employees of the external audit firm and monitor the implementation of such policies. The Audit Committee shall consider whether the relevant circumstances would impair or seem to impair the external audit firm's judgment or independence regarding the audit;

9. to act as the key representative between the Company and the external audit firm and oversee their relationship;

10. to ensure timely response by the board of directors to the letter of examination or management proposals issued by the external audit firm to the management;

11. to develop and review the policies and practices on corporate governance of the Company and make recommendations to the board of directors;

12. to review and monitor the training and continuous professional development of the directors and senior management;

13. to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

14. to supervise the work of the internal audit department of the Company and provide opinions and recommendations on the appraisal and change of persons in charge of the internal audit department of the Company;

15. to supervise the employees of the Company as to potential or possible improprieties in financial reporting, internal control or other matters;

16. to review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report;

17. to report matters related to the above to the board of directors and to study other matters as arranged by the board of directors;

18. to report to the board of directors on the matters specified in Code Provision D3.3 of Part 2 of the Corporate Governance Code under Appendix C1 to the Listing Rules; and

19. to consider other topics as defined by the board of directors.

(VII) the Audit Committee shall establish relevant procedures to ensure fair and independent investigation and resolution of the following matters:

1. to receive and deal with known complaints on accounting, internal control or audit of the Company, and ensure the confidentiality of such complaints;

2. to receive and handle the complaints or anonymous whistle-blowing by employees on possible improprieties in accounting, auditing, internal control or other aspects, and ensure its confidentiality. To review the procedures that the Company's employees may use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters and to ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up actions by the Company;

(VIII) to advise and ensure that the board of directors takes effective remedial measures when the Company fails to comply with the requirements of the Listing Rules regarding the establishment of an Audit Committee;

(IX) to complete other tasks assigned by the board of directors;

(X) to perform other duties stipulated by laws, regulations, normative documents, regulatory bodies including the Hong Kong Stock Exchange and the Securities and Futures Commission of Hong Kong, as well as the Articles of Association and the rules of procedures of the board of directors.

The senior management and relevant departments of the Company shall be cooperative and supportive to the Audit Committee and shall actively provide adequate information in a timely manner to enable the directors of the Audit Committee to make informed decisions. The information supplied by the management must be complete and reliable. The financial department shall regularly and faithfully provide financial and accounting information including financial reports and capital operation reports to the Audit Committee, report significant business operating activities in a timely manner, actively cooperate with the Audit Committee in its work, and listen carefully to the recommendations provided, and requests made, by the Audit Committee.

Article 9 The Audit Committee shall be accountable to the board of directors and proposals of the committee shall be submitted to the board of directors regularly for its consideration and decision. The Audit Committee shall cooperate with the supervisory committee in supervising audit activities.

Article 10 The main terms of reference of the chairman of the Audit Committee are:

(I) to convene and preside over the meetings of the Audit Committee;

(II) to preside over the daily operation of the Audit Committee;

(III) to review and sign the reports of the Audit Committee and other important documents;

(IV) to examine the implementation of the resolutions and recommendations of the Audit Committee;

(V) to report to the board of directors on behalf of the Audit Committee;

(VI) to perform such other duties as shall be performed by the chairman of the Audit Committee.

Chapter IV Working Procedures

Article 11 The audit department, which is responsible for the Company's internal audit, is under the direct supervision of the Audit Committee, and is the daily executive body of the Audit Committee.

Article 12 The audit department is in charge of the preliminary preparation for the decision-making of the Audit Committee. It provides the following written materials of the Company:

(I) relevant financial reports of the Company;

(II) the work reports of internal and external audit firms;

(III) external audit contracts and relevant work reports;

(IV) disclosure of information to the public by the Company;

(V) the Company's related (connected) transactions agreements, audit reports on major related (connected) transactions and feedback on the investigation of related (connected) persons;

(VI) financial and legal information about major investment projects;

(VII) relevant work reports on the Company's internal control systems and its implementation;

(VIII) other relevant information.

The Audit Committee performs the main duties under Article 8 of the Terms of Reference based on the information provided by the daily executive institution.

Article 13 The working manner of the Audit Committee:

(I) During the meetings of the Audit Committee, the Audit Committee discusses the work plans for internal audit, listens to the work reports made by the Company's financial department, comments on the reports provided by the audit department, and reviews the quarterly (if any), interim and annual financial reports of the Company, etc. The Audit Committee may make decisions based on the opinions of experts from the professional institutions and submit the matters that require decision by the board of directors to the board of directors for discussion, which mainly include:

1. the evaluation of work conducted by the external audit firm, the appointment and removal of the external audit firm, approval of the remuneration and appointment terms applicable to the external audit firm;

2. whether the Company's internal control systems and internal audit systems have been effectively implemented, and whether its financial reports are complete and true;

3. whether the information disclosed to the public by the Company (including the financial reports) is objective and true, and whether the major related (connected) transactions of the Company are in compliance with the relevant laws and regulations;

4. evaluation of the work of the Company's financial department and the respective persons in charge, the audit department and the respective persons in charge;

5. other relevant matters.

(II) In the preparation and the disclosure of the Company's annual financial report, the Audit Committee shall comply with the following working rules and procedures:

1. to negotiate and determine, in a timely manner after the end of a financial year, the schedule of the audit work for that financial year with the external audit firm which is responsible for the audit of the Company's financial report of that year (hereinafter referred to as the "**Annual Audit CPA**");

2. to procure the issue of the audit reports by the Annual Audit CPA within the predetermined timeframe;

3. to review the financial accounting statements prepared by the Company before the Annual Audit CPA commences its work;

4. to review the financial accounting statements of the Company after the Annual Audit CPA has issued its preliminary audit opinion;

5. to convene meetings of the Audit Committee for the review of the financial reports, make recommendations for the re-appointment or replacement of the Annual Audit CPA for the following year, and compile a report summarizing the audit work performed by the Annual Audit CPA for the Company during the current year.

The chairman of the Audit Committee or (if absent) Member of the Audit Committee (who must be an independent non-executive director) shall attend the annual general meeting of the Company and respond to the shareholders' enquiries on the activities and responsibilities related to the Audit Committee.

Chapter V Rules of Procedure

Article 14 Meetings of the Audit Committee are classified as regular meetings and extraordinary meetings.

Regular meetings of the Audit Committee shall be held at least twice a year and once in half a year, and shall be convened before the regular meeting of the board of directors of the Company, for discussing the opinions and recommendations to be submitted to the board of directors. The interim and annual financial statements of the Company shall be reviewed and discussed at such two meetings of the Audit Committee held each year.

The chairman of the Audit Committee may convene the extraordinary meetings at his/her own discretion or at the request of the external audit firm or internal audit department. Extraordinary meetings may also be convened upon the proposals of more than half of the Members or according to the recommendation made by the chairman of the board of directors.

Article 15 Meetings of the Audit Committee shall be convened by the chairman of the committee. Notice of meeting, signed by the chairman of the committee, and materials for meeting shall be delivered to all Members of the committee three days prior to the meeting. Upon unanimous consent of all Members of the committee, the requirement on such prior notice period may be exempted. Extraordinary meetings may not be subject to the above time limit for notice, provided that the convener shall make a statement at the meeting.

Article 16 Meetings of the Audit Committee shall be presided over by the chairman of the committee; if the chairman is unable to attend, he/she may authorize another independent non-executive director to preside over the meeting.

Article 17 The quorum of meetings of the Audit Committee shall be at least two-thirds of the Members, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other Members to attend and vote on his/her behalf. The letter of authorization shall set out the name of the proxy, the matters delegated, the scope of authorization and the validity period, and shall be signed or stamped by the appointer and submitted to the presider of the meeting no later than the time when voting takes place in the meeting. If a Member fails to attend the meeting of the Audit Committee in person or by proxy, he/she shall be deemed as having abstained from voting at such meeting.

The resolutions made at the meetings shall be approved by a majority of all Members, and relevant resolutions or opinions shall be signed by the participating Members. Each Member shall have one vote and may vote "for", "against" or "abstain from voting" on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Audit Committee shall be entitled to have an additional vote.

Voting at meetings of the Audit Committee may be by a show of hand or by way of poll. With the consent of all Members, the meeting may be convened by way of communication voting.

Article 18 Meetings of the Audit Committee may be held by physical meetings, teleconferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 19 The head of the audit department may attend the meetings of the Audit Committee, and where necessary, directors, supervisors and senior management of the Company may be invited to attend such meetings, but have no right to vote if he/she is not a Member of the committee. Meanwhile, where any Member of the Audit Committee has any interest in the matters to be deliberated by the Audit Committee, such Member shall abstain from voting on the matters.

Article 20 The Company should provide the Audit Committee with sufficient resources to perform its duties. The working expenses of the Audit Committee shall be covered in the budget of the Company. The Audit Committee, while performing its duties and if necessary, shall have the right to engage professionals such as lawyers, certified public accountants, and certified auditors to provide professional opinions on its decision-making with the reasonable cost borne by the Company.

Article 21 The convening procedures, voting method and resolutions passed at the meetings of the Audit Committee shall comply with the provisions of the relevant laws, regulations, Articles of Association, the Listing Rules and the Terms of Reference.

Article 22 The Audit Committee shall keep detailed and complete written minutes of its meetings, which should record in sufficient detail the matters considered and decisions reached at the meetings, including any concerns raised or dissenting views expressed by the directors. Draft and final versions of the minutes of the meetings shall be circulated to all Members within a reasonable time after the end of the meetings. The draft versions are for their comment and the final versions are for their record. The minutes shall be signed by the Members present at the meetings before being circulated to all members of the board of directors. Minutes of the meetings shall be properly kept by the duly appointed secretary of the committee, who is usually the company secretary. Such minutes of meeting shall be opened for inspection at any reasonable time on reasonable notice by any director. The minutes shall be kept for at least 10 years during the existence of the Company. Resolutions of the Audit Committee shall come into force after being signed by the attending Members, and no amendment or modification shall be made to any resolutions of the committee that have come into force unless in accordance with the relevant legal procedures required by laws, regulations, the Articles of Association and the Terms of Reference. Resolutions passed at the meetings of the committee and the voting results shall be reported in writing to the board of directors.

Article 23 The minutes of the Audit Committee meetings shall at least include the followings: the date, venue and name of convener of the meeting; the names of the attendees with specific notes on whether a proxy is authorized for the meeting; the meeting agenda; the key points of the Members' speeches; the voting method and poll results of each resolution or proposal; other matters need to be indicated and recorded in the minutes.

Article 24 Members present at meetings of the Audit Committee and persons attending such meetings shall perform a duty of confidentiality regarding matters discussed at such meetings. No unauthorized disclosure of such information shall be allowed, nor shall they make use of such information to conduct or carry out insider trading for others, unless otherwise stipulated under the relevant laws, regulations and/or regulatory bodies. Otherwise, they shall bear all legal responsibilities arising therefrom.

Chapter VI Supplementary Provisions

Article 25 "at least", "more than" and "within" as referred to in the Terms of Reference shall include the number itself, and the word "majority" shall not include the number itself.

Article 26 The Terms of Reference have been approved by the board of directors upon consideration, and shall become effective from the date on which the H shares publicly issued by the Company are listed and traded on the Main Board of the Hong Kong Stock Exchange. The board of directors shall be responsible for the amendment or interpretation of the Terms of Reference.

Article 27 Any matters not covered herein shall be implemented in accordance with the requirements of the relevant laws, regulations, departmental rules, the regulatory rules of the listing place including the Listing Rules and the Articles of Association. Where the Terms of Reference conflict with the requirements of the relevant laws, regulations, departmental rules, the regulatory rules of the listing place including the Listing Rules, or the Articles of Association, such relevant laws and regulations, departmental rules, the regulatory rules of the listing place including the Listing Rules, and the Articles of Association shall prevail, in which case the Terms of Reference shall be amended forthwith and submitted to the board of directors for consideration and approval.

Nanjing Leads Biolabs Co., Ltd.

July 1, 2025