Vigonvita Life Sciences Co., Ltd.

(a joint stock company incorporated in the People's Republic of China with limited liability)

Terms of Reference of the Audit Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 In order to improve the deliberation and decision-making procedures of the audit committee of the Board of Directors (the "Audit Committee") of Vigonvita Life Sciences Co., Ltd. (the "Company"), and to ensure the smooth progress of the work of the Audit Committee, these Terms of Reference are formulated in accordance with the Company Law of the People's Republic of China (the "Company Law"), the Articles of Association of Vigonvita Life Sciences Co., Ltd. (the "Articles of Association"), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), and other relevant provisions.

Article 2 The Audit Committee is a specialized committee established by the Board of Directors, primarily responsible for overseeing and reviewing the Company's internal and external audits and internal control systems.

Members of the Audit Committee must ensure they devote sufficient time and effort to fulfill the committee's duties, exercising due diligence to effectively supervise the Company's external audit, guide its internal audit work, promote the establishment of an effective internal control system, and ensure the provision of true, accurate, and complete financial reports.

Article 3 The Company must provide the Audit Committee with the necessary working conditions, appoint dedicated personnel or entities to handle the committee's daily operations, including liaison, meeting organization, material preparation, and archives management. When the Audit Committee performs its duties, the Company's management and relevant departments must provide full cooperation.

Chapter 2 Composition

Article 4 The Audit Committee shall consist of at least three members, all of whom must be non-executive directors. Among them, independent non-executive directors shall constitute the majority, and at least one independent non-executive director must possess appropriate professional qualifications or expertise in accounting or related financial management as required by the Hong Kong Listing Rules.

Article 5 Members of the Audit Committee shall be nominated by the chairman of the Board, more than half of the independent non-executive directors, or one-third of the entire Board, and shall be elected by the Board.

Article 6 The Board shall periodically assess the independence and performance of the Audit Committee members and may replace any member deemed unsuitable to continue serving if necessary. A former partner of the Company's current auditing firm shall not be appointed as a member of the Audit Committee for a period of two years from (a) the date on which they cease to be a partner of the auditing firm; or (b) the date on which they no longer have any financial interest in the auditing firm, whichever is later.

Article 7 The Audit Committee shall have a chair (the "Chair"), who shall be an independent non-executive director appointed by the Board and responsible for presiding over the committee's work.

Article 8 The term of the Audit Committee shall align with that of the Board. Upon expiration of their term, members may be re-elected to serve consecutive terms. If a member ceases to serve as a director of the Company during their term, they shall automatically lose their membership, and the Board shall fill the vacancy in accordance with the provisions of these Rules.

Chapter 3 Secretary

Article 9 The Secretary of the Audit Committee shall be any one of the company secretaries or joint company secretaries.

Article 10 The Audit Committee may, from time to time, appoint any other person with appropriate qualifications and experience as the Secretary of the Audit Committee.

Chapter 4 Duties and Authorities

Article 11 The duties of the Audit Committee shall include the following areas:

(I) supervising and evaluating the work of the external auditors;

(II) providing guidance to the internal audit function;

(III) overseeing the effectiveness of the financial reporting system, risk management, and internal control systems;

(IV) reviewing the Company's financial reports and providing opinions thereon;

(V) implementing the Company's corporate governance procedures;

(VI) facilitating communication among management, the internal audit department, relevant departments, and the external auditors; and

(VII) other matters authorized by the Board of Directors, as well as other matters stipulated by relevant laws and regulations.

Article 12 The duties of the Audit Committee in supervising and evaluating the work of the external auditors shall include at least the following:

(I) taking primary responsibility for making recommendations to the Board regarding the appointment, reappointment, or removal of the external auditors, approving their remuneration and terms of engagement, and addressing any issues related to the resignation or dismissal of the external auditors;

(II) reviewing and monitoring the independence and objectivity of the external auditors and the effectiveness of the audit process in accordance with applicable standards, and discussing with the external auditors, prior to the commencement of the audit, the nature and scope of the audit and related reporting responsibilities;

(III) establishing and implementing policies regarding the provision of non-audit services by the external auditors. For this purpose, "external auditors" include any entity under the same control, ownership, or management as the audit firm, or any entity that a third party with reasonable knowledge of all relevant information would reasonably conclude is part of the audit firm's domestic or international business; and

(IV) reporting to the Board on any matters requiring action or improvement, identifying issues, and making recommendations.

Article 13 The duties of the Audit Committee in overseeing the Company's financial reporting system, risk management, and internal control systems shall include at least the following:

(I) reviewing the Company's financial controls and, unless addressed explicitly by a separate risk committee established under the Board or by the Board itself, reviewing the Company's risk management and internal control systems;

(II) discussing risk management and internal control systems with the management to ensure that the management has fulfilled its responsibilities in establishing effective systems. Such discussions shall include the adequacy of resources, qualifications, and experience of the staff in the accounting and financial reporting functions, as well as the sufficiency of training programs and related budgets;

(III) proactively or as delegated by the Board, investigating significant findings related to risk management and internal control matters and the management's responses to such findings;

(IV) ensuring coordination between the internal and external auditors; ensuring that the internal audit function has adequate resources and appropriate standing within the Company; and reviewing and monitoring its effectiveness;

(V) reviewing the Company's financial and accounting policies and practices;

(VI) examining the Letter of Representation provided by the external auditors to the management, any significant questions raised by the external auditors to the management regarding accounting records, financial accounts, or risk management and monitoring systems, and the management's responses;

(VII) ensuring that the Board responds promptly to matters raised in the Letter of Representation provided by the external auditors to management;

(VIII) acting as the primary representative between the Company and the external auditors, responsible for overseeing the relationship between the two;

(IX) reviewing the arrangements established by the Company for employees to raise concerns anonymously about possible improprieties in financial reporting, risk management, internal controls, or other areas. The Audit Committee shall ensure that appropriate arrangements are in place for the fair and independent investigation of such matters and for taking appropriate action;

(X) reporting to the Board on matters related to the code provisions in Appendix 14 of the Hong Kong Listing Rules;

(XI) studying other topics defined by the Board; and

(XII) in the event that the Board disagrees with the Audit Committee's views on the selection, appointment, resignation, or removal of external auditors, the Company shall include in the Corporate Governance Report a statement from the Audit Committee explaining its recommendations and the reasons for the Board's differing opinion.

Article 14 The duties of the Audit Committee in reviewing the Company's financial reports and providing opinions thereon shall include at least the following:

(I) monitoring the completeness of the Company's financial statements, annual reports and accounts, semi-annual reports, and quarterly reports (if intended for publication), and reviewing the significant opinions related to financial reporting contained therein. Before submitting these statements and reports to the Board, the Audit Committee shall specifically review the following matters:

(a) any changes in accounting policies and practices;

(b) areas involving significant judgment;

(c) significant adjustments arising from the audit;

(d) the going concern assumption and any qualifications;

(e) compliance with accounting standards; and

(f) compliance with the Hong Kong Listing Rules and legal requirements regarding financial reporting; and

(II) for the purposes of item (I) above,

(a) members of the Audit Committee shall liaise with the Company's Board and senior management. The Audit Committee shall meet with the Company's external auditors at least twice a year; and

(b) the Audit Committee shall consider any significant or unusual items reflected or requiring reflection in such reports and accounts, and shall give due consideration to any matters raised by the Company's accounting and financial reporting staff, compliance officer, or external auditors.

Article 15 The duties of the Audit Committee in implementing the Company's corporate governance procedures shall include at least the following:

(I) developing and reviewing the Company's corporate governance policies and practices, and making recommendations to the Board;

(II) reviewing and monitoring the training and continuous professional development of the Company's directors and senior management;

(III) reviewing and monitoring the Company's policies and practices for compliance with legal and regulatory requirements;

(IV) establishing, reviewing, and monitoring the code of conduct and compliance manuals (if any) applicable to the Company's employees and directors; and

(V) reviewing the Company's compliance with the Corporate Governance Code and the disclosures in the Corporate Governance Report.

Article 16 The Company's external auditors and the Audit Committee shall hold meetings at least twice a year without the presence of any executive directors (unless invited by the Audit Committee). The Company's secretary of the Board may attend such meetings as a non-voting attendee.

Article 17 The Company's internal audit department shall report to the Audit Committee. All audit reports submitted to management, as well as plans and progress regarding the rectification of audit issues, must be simultaneously submitted to the Audit Committee.

Article 18 The appointment or change of the Company's external auditors must be reviewed by the Audit Committee, which shall form deliberation opinions and provide recommendations to the Board before the Board deliberates on the relevant proposal.

Article 19 The Audit Committee is responsible to the Board. Proposals of the committee shall be submitted to the Board for deliberation and decision. The Audit Committee shall cooperate with the supervisory and audit activities of the Board of Supervisors.

Article 20 The Audit Committee is authorized by the Board to access all accounts, books, and records of the Company. It has the right to request the management to provide information on any matters related to the financial conditions of the Company, its subsidiaries, or affiliated companies as necessary for the performance of its duties. The Audit Committee shall be provided with adequate resources to fulfill its responsibilities.

Article 21 The Chair of the Audit Committee or, in their absence, another member of the Audit Committee (who must be an independent non-executive director) shall attend the Company's annual shareholders' meeting and respond to questions from shareholders regarding the activities of the Audit Committee and their responsibilities.

Chapter 5 Decision-Making Procedures

Article 22 The audit department shall be responsible for the preparatory work required for decision-making by the Audit Committee, providing written materials on the following matters:

(I) the Company's relevant financial reports;

(II) the work reports of internal and external auditors;

(III) the external audit engagement letter and related work reports;

(IV) information disclosed by the Company externally;

(V) audit reports on the Company's material connected transactions; and

(VI) any other relevant matters.

Article 23 At Audit Committee meetings, the committee shall review the reports submitted by the audit department and shall forward the relevant written resolutions to the Board for discussion:

(I) evaluation of the work performed by the external auditor, and the appointment or replacement of the external auditor;

(II) whether the Company's internal audit system has been effectively implemented and whether the Company's financial reports are complete and truthful;

(III) whether the financial reports and other information disclosed by the Company externally are objective and truthful, and whether the Company's material connected transactions comply with applicable laws and regulations;

(IV) evaluation of the work of the Company's internal finance and audit departments and their heads; and

(V) any other relevant matters.

Chapter 6 Rules of Procedure

Article 24 Audit Committee meetings consist of regular meetings and interim meetings. Regular meetings shall be held at least twice each year, with one meeting every six months. An interim meeting may be convened when proposed by two or more members of the Audit Committee or when the Chair deems it necessary. Notice of the meeting must be given to all members at least three days in advance. The meeting shall be presided over by the Chair; if the Chair is unable to attend, he/she may delegate another member (who must be an independent non-executive director) to preside over the meeting. With the unanimous consent of all members, the above notice period may be waived. Notwithstanding the notice period, attendance by an Audit Committee member at the meeting shall itself constitute waiver of the required notice period. The Company's external auditor may also request a meeting to be held when it deems necessary.

Article 25 An Audit Committee meeting may be held only when attended by at least two-thirds of its members. Each member is entitled to one vote, and resolutions must be passed by a simple majority of all committee members. Where recusal of Audit Committee members prevents the formation of a valid deliberation opinion, the relevant matter shall be submitted directly to the Board of Directors for consideration.

Article 26 Meetings may be held in person, by telephone, or by video conference. Participation via telephone or similar communication equipment that allows all participants to hear one another simultaneously constitutes valid attendance. Resolutions adopted at an Audit Committee meeting require approval by a majority of the Audit Committee members present.

Article 27 A written resolution adopted and signed by all members of the Audit Committee is also valid and has the same effect as if it had been passed at a duly convened meeting.

Article 28 If any member of the Audit Committee has an interest in a matter under discussion at the meeting, that member must recuse himself/herself. Members of the Audit Committee must attend meetings in person and express clear opinions on the issues deliberated. If a member is unable to attend in person, he/she may submit a signed power of attorney authorizing another member to attend and speak on his/her behalf. The power of attorney must specify the scope and duration of the authorization. Each member may accept delegation from no more than one other member. If a member who is an independent non-executive director is unable to attend, he/she must authorize another independent non-executive director to attend in his/her place.

Article 29 When necessary, the Audit Committee may invite representatives of the external auditor, company supervisors, internal audit staff, finance personnel, legal counsel, and other relevant persons to attend its meetings and provide necessary information. Only Audit Committee members may vote at Audit Committee meetings.

Article 30 When required, the Audit Committee may engage professional intermediaries to provide advice for its decision-making, with the costs borne by the Company.

Article 31 The convening procedures, voting methods, and resolutions of Audit Committee meetings must comply with applicable laws and regulations, the Hong Kong Listing Rules, the Articles of Association, and these Rules.

Article 32 Minutes shall be taken at every Audit Committee meeting. Members and other attendees shall sign the minutes. The minutes shall be kept by the secretary of the Board or the secretary of the Audit Committee for inspection by all directors. Draft and final versions of the minutes shall be circulated to all Audit Committee members within a reasonable time after the meeting, with the draft for comments and the final version for the record.

Article 33 Resolutions passed at Audit Committee meetings and voting results shall be reported to the Board in writing.

Article 34 All attendees are obliged to keep matters discussed at the meeting confidential and must not disclose any related information without authorization.

Chapter 7 Supplementary Provisions

Article 35 These Terms of Reference shall take effect upon approval by the Board and shall come into force on the date the Company's H Shares are first offered to the public overseas and listed on The Stock Exchange of Hong Kong Limited. The Terms of Reference of the Audit Committee of the Board of Directors of the Company currently in force shall become null and void automatically on the date when these Terms of Reference come into effect.

Article 36 Matters not covered by these Terms of Reference shall be handled in accordance with the applicable laws and regulations, the Hong Kong Listing Rules, any other requirements of Hong Kong securities regulatory authorities, and the relevant provisions of the Articles of Association. Should any provision herein conflict with subsequently enacted or amended laws and regulations, the Hong Kong Listing Rules, any other requirements of Hong Kong securities regulatory authorities, or the existing or revised Articles of Association, the latter shall prevail.

Article 37 The right to interpret these Terms of Reference is vested in the Company's Board of Directors.

Article 38 In case of any discrepancy between the Chinese and English versions of these Terms of Reference, the Chinese version shall prevail.