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 Remuneration and Appraisal Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 To improve the performance appraisal and remuneration management system for the directors, supervisors, and senior management of Vigonvita Life Sciences Co., Ltd. (the "Company"), and to enhance the corporate governance structure of the Company, the Company hereby establishes a Remuneration and Appraisal Committee under the Board of Directors (the "Remuneration and Appraisal Committee") and formulates these Working Rules 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 Remuneration and Appraisal Committee is a specialized committee established by the Board of Directors, primarily responsible for formulating assessment standards for the Company's directors, supervisors, and senior management, and carrying out such assessments; responsible for formulating and reviewing the remuneration policies and proposals for the Company's directors, supervisors, and senior management, and reporting to the Board of Directors.

Article 3 For the purpose of these Working Rules, the term "director" refers to all directors of the Company who receive remuneration from the Company; the term "supervisor" refers to all supervisors of the Company who receive remuneration from the Company; and the term "senior management" refers to those senior management personnel as mentioned in the Company's prospectus, interim report, or annual report (whichever is the latest). The Company's directors shall be responsible for determining which individual(s) shall constitute senior management. Senior management may include directors of the Company's subsidiaries, as well as heads of other divisions, departments, or operating units within the Group as deemed appropriate by the Company's directors.

Chapter 2 Composition

Article 4 The Remuneration and Appraisal Committee shall consist of not fewer than three directors, with independent non-executive directors constituting the majority.

Article 5 Members of the Remuneration and Appraisal 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 Remuneration and Appraisal Committee shall have a chair (the "Chair"), who shall be an independent non-executive director and shall be responsible for presiding over the work of the Committee; the Chair shall be appointed by the Board.

Article 7 The term of the Remuneration and Appraisal 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.

Article 8 A working group shall be established under the Remuneration and Appraisal Committee, which shall be specifically responsible for providing the Company's operational information and relevant information of the personnel under assessment, preparing for meetings of the Remuneration and Appraisal Committee, and implementing relevant resolutions of the Remuneration and Appraisal Committee.

Chapter 3 Secretary

Article 1 The Secretary of the Remuneration and Appraisal Committee shall be any one of the company secretaries or joint company secretaries.

Article 2 The Remuneration and Appraisal Committee may, from time to time, appoint any other person with appropriate qualifications and experience as the Secretary of the Remuneration and Appraisal Committee.

Chapter 4 Duties and Authorities

Article 9 The primary duties and powers of the Remuneration and Appraisal Committee are as follows:

(I) to make recommendations to the Board regarding the Company's overall remuneration policy and structure for all directors, supervisors, and senior management, and to formulate remuneration policies by establishing formal and transparent procedures;

(II) to review and approve management's remuneration proposals in light of the corporate policies and objectives established by the Board (such proposals shall include non-monetary benefits, pension rights, and compensation amounts (including compensation for loss or termination of office or appointment));

(III) to determine the specific remuneration package terms for each executive director and senior management member;

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

(V) to make recommendations to the Board on the remuneration of supervisors;

(VI) to consider remuneration levels paid by comparable companies, the time commitment and responsibilities of the relevant positions, and the employment conditions of other positions within the Group;

(VII) to review and approve compensation payable to executive directors and senior management in the event of loss or termination of office or appointment, ensuring that such compensation is consistent with contractual terms; if not consistent, such compensation must nevertheless be fair and reasonable and not excessive;

(VIII) to review and approve compensation arrangements arising from dismissal or removal of a director for misconduct, ensuring that such arrangements are consistent with contractual terms; if not consistent, such compensation must nevertheless be reasonable and appropriate;

(IX) to ensure that no director or any of his/her associates may participate in determining his/her own remuneration;

(X) to evaluate the performance of executive directors and incorporate such evaluations into the annual work summary;

(XI) to review the service contract terms of directors and supervisors;

(XII) to review, approve, and handle matters relating to share schemes for which the Remuneration and Appraisal Committee is responsible under Chapter 17 of the Hong Kong Listing Rules (if applicable); and

(XIII) other matters authorized by the Board.

Article 10 The Board shall have the right to veto any remuneration plan or proposal that would harm the interests of shareholders.

Article 11 The Remuneration and Appraisal Committee shall consult the chairman of the Board and/or the chief executive officer (CEO) regarding the remuneration proposals for other executive directors. Where necessary, the Remuneration and Appraisal Committee may seek independent professional advice.

Article 12 The remuneration plan for directors proposed by the Remuneration and Appraisal Committee shall be submitted to the Board for approval, and shall then be submitted to the shareholders' meeting for consideration and approval before implementation; the remuneration distribution plan for senior management shall be submitted to the Board for approval.

Article 13 The Remuneration and Appraisal Committee is authorized by the Board to request from the Company's directors and senior management any information necessary in relation to remuneration in order to discharge its duties. The Remuneration and Appraisal Committee shall be provided with adequate resources to fulfill its responsibilities.

Article 14 The Chair of the Remuneration and Appraisal Committee or, in his absence, another member of the Remuneration and Appraisal 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 Remuneration and Appraisal Committee and their responsibilities.

Chapter 5 Decision-Making Procedures

Article 15 The working group under the Remuneration and Appraisal Committee shall be responsible for the preparatory work required for decision-making by the Remuneration and Appraisal Committee, providing materials on the following matters:

(I) providing the Company's key financial indicators and the status of achievement of operational targets;

(II) providing the scope of responsibilities and principal duties of the Company's senior management;

(III) providing the status of completion of indicators relating to directors and senior management under the performance appraisal system;

(IV) providing the operational performance of directors and senior management with respect to their business innovation capability and profit-generating capability;

(V) providing relevant calculation bases for the Company's remuneration distribution plan and allocation methods prepared in accordance with the Company's performance.

Article 16 The procedures for the performance appraisal of directors and senior management by the Remuneration and Appraisal Committee are as follows:

(I) the Company's directors and senior management shall present work reports and self-evaluations to the Remuneration and Appraisal Committee;

(II) the Remuneration and Appraisal Committee shall conduct performance evaluations of directors and senior management based on performance evaluation standards and procedures;

(III) based on the results of position performance evaluations and the remuneration distribution policy, the Remuneration and Appraisal Committee shall propose the remuneration amounts and incentive methods for directors and senior management. Such proposals, once approved through voting, shall be submitted to the Board.

Chapter 6 Rules of Procedure

Article 17 The Remuneration and Appraisal Committee shall hold at least one meeting each year. Any member of the Committee may request the convening of a meeting.

Article 18 Notice of a meeting of the Remuneration and Appraisal Committee 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, the attendance of a member of the Remuneration and Appraisal Committee at the meeting shall be deemed as a waiver of the required notice period by such member.

Article 19 A meeting of the Remuneration and Appraisal Committee 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.

Article 20 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 a meeting of the Remuneration and Appraisal Committee require approval by a majority of the Remuneration and Appraisal Committee members present.

Article 21 A written resolution signed by all members of the Remuneration and Appraisal Committee is also valid and has the same effect as if it had been passed at a duly convened and held meeting of the Remuneration and Appraisal Committee.

Article 22 Where necessary, directors, supervisors, and senior management of the Company may be invited to attend meetings of the Remuneration and Appraisal Committee. Only members of the Committee shall have the right to vote at Committee meetings.

Article 23 When required, the Remuneration and Appraisal Committee may engage professional intermediaries to provide advice for its decision-making, with the costs borne by the Company.

Article 24 When matters concerning a member of the Remuneration and Appraisal Committee are under discussion at a Committee meeting, the relevant member shall abstain.

Article 25 The procedures for convening Committee meetings, voting methods, and the remuneration policies and distribution plans adopted at such meetings must comply with applicable laws, regulations, the Hong Kong Listing Rules, the Articles of Association, and these Working Rules.

Article 26 Meetings of the Remuneration and Appraisal Committee shall be minuted, and the members attending the meeting shall sign the minutes. The meeting minutes shall be kept by the secretary of the Board or the secretary of the Remuneration and Appraisal Committee for review by all directors. Draft and final versions of the minutes shall be sent to all members of the Remuneration and Appraisal Committee within a reasonable period after the meeting, with the draft provided for members to express comments and the final version kept as a record.

Article 27 Resolutions passed at meetings of the Remuneration and Appraisal Committee and voting results shall be reported to the Board in writing.

Article 28 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 29 These Working Rules 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. These Working Rules of the Remuneration and Appraisal Committee of the Board of Directors of the Company currently in force shall become null and void automatically on the date when these Working Rules come into effect.

Article 30 Matters not covered by these Working Rules 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 31 The right to interpret these Working Rules is vested in the Company's Board of Directors.

Article 32 In case of any discrepancy between the Chinese and English versions of these Working Rules, the Chinese version shall prevail.