Hanx Biopharmaceuticals (Wuhan) Co., Ltd.
Rules of Procedures for the Audit Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 The Rules of Procedures for the Audit Committee of the Board of Directors (the "**Rules**") are formulated in accordance with laws, regulations and normative documents such as the Company Law of the People's Republic of China (the "**Company Law**"), and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Listing Rules**"), and the Articles of Association of Hanx Biopharmaceuticals (Wuhan) Co., Ltd. (the "**Articles of Association**") and the Rules of Procedures for the Board of Directors of Hanx Biopharmaceuticals (Wuhan) Co., Ltd. (the "**Rules of Procedures of the Board**") with an aim to optimizing the corporate governance structure, promoting the work efficiency and decision making standard of the board of directors and ensuring the effective supervision and management of the board of directors for Hanx Biopharmaceuticals (Wuhan) Co., Ltd. (the "**Company**").

Article 2 The Audit Committee (the "**Committee**") is a designated committee of the board of directors, which is mainly responsible for the communication, supervision and verification of the internal and external audits of the Company. The Committee shall be accountable to the board of directors and report to the board of directors.

Article 3 For the purpose of the Rules, directors refer to all the directors of the Company; senior management refers to the general manager, deputy general manager, chief financial officer, secretary to the board of directors and other senior management personnel determined by the board of directors.

Article 4 The Rules shall be applicable to the Committee and the relevant personnel and departments referred to in the Rules.

Chapter 2 Composition of the Audit Committee

Article 5 The Committee shall comprise at least three directors, whom shall all be non-executive directors, with a majority being independent non-executive directors.

Members of the Committee shall have professional knowledge and management experience in the areas of, among others, finance or law, which are compatible with their duties and responsibilities, and at least one member shall be an independent non-executive director with appropriate professional qualifications or expertise in accounting or financial management, and in compliance with the qualification requirements for financial professionals of the audit committee as required by the Hong Kong Listing Rules.

A former partner of the Company's current external auditor may not serve as a member of the Audit Committee within two years from the day it terminates its capacity as a partner of the current external auditor or the day it ceases to have any financial interest in that external auditor, whichever is later.

Article 6 Members of the Committee are elected by directors presenting more than half of the voting rights of the board of directors.

Article 7 The Committee shall have one chairman who shall be an independent non-executive director with appropriate professional qualifications or with expertise in accounting and financial management. The chairman presides over the work of the Committee and shall be elected by the board of directors.

Article 8 The Committee has the same term of office as the board of directors, and members have the same term of office as the directors. Members may be re-elected and re-appointed upon expiration of the term of office. The board of directors shall evaluate the independence and performance of the members of the Committee on a regular basis, and replace the members of Committee who are not suitable to continue the service where necessary.

In the event of a Committee member ceased to be a director of the Company during his/her term of office, or if a member who should be in the capacity of an independent non-executive director has ceased to be independent as required under the Hong Kong Listing Rules, he/she will lose his/her eligibility to be a member, and the board of directors will re-elect a member to fill the vacancy in accordance with the requirements under the Hong Kong Listing Rules and the Rules. The term of office of the re-elected member shall continue until the end of the session of directorship of such member.

Article 9 A member of the Committee may tender his/her resignation to the board of directors before expiration of his/her term of office, and he/she should state his/her reason for resignation in the resignation report and shall give necessary explanation on matters that require attention from the board of directors. When the number of members of the Committee is less than the minimum number as stipulated in the Rules, the resigned members shall continue to perform his/her relevant duties until commencement of duties by the newly appointed members.

Article 10 The Committee members may be changed during their terms of office if such change is proposed by the Chairman of the board of directors and approved by the board of directors after discussion.

Article 11 A member of the Committee may concurrently act as a member of another special committee under the board of directors provided that he/she has sufficient capabilities to perform these duties.

Article 12 When the number of members or the composition of the Committee fails to meet the requirements under the Rules, the board of directors shall make adjustments in accordance with the requirements of the Rules or the Articles of Association.

Article 13 The internal audit department of the Company shall act as the executive body of the Committee to provide support and services and perform duties assigned by the Committee.

Chapter 3 Duties and Authorities

Article 14 The Committee, on behalf of the board of directors, shall conduct independent assessment and supervision of the compliance, legality and efficiency of the Company's operating activities. The major duties and authorities of the Committee are as follows:

(I) to review annually the performance of the external audit firm, submit a summary report of the audit work conducted by the external audit firm during the year to the board of directors; make proposals to the board of directors on appointment, renewal, and dismissal of the external audit firm next year, as well as its charges for auditing services, terms of appointment, and other issues; and deal with any matters in relation to resignation or dismissal of the external audit firm. If the board of directors disagrees with the opinion of the Audit Committee on the selection, appointment, resignation, or dismissal of the external audit firm, the Company shall set out the Audit Committee's statement elaborating on its proposal and the reasons why the board of directors holds different opinions in the Corporate Governance Report;

(II) to act as the Company's representative in liaising with the external audit firm, to be responsible for the communication between the Company's internal audit department and external audit firm, including examining and monitoring of the independence and objectivity of the external audit firm, the effectiveness of the audit procedures in accordance with applicable standards; and, prior to the commencement of the audit procedures, discuss with the external audit firm about the nature, scope and method of audit and the reporting obligations during the year, and negotiate with the external audit firm to determine the schedule of auditing the financial report of the year, as well as procure the external audit firm to submit audit reports within the predetermined timelines and so forth. If more than one external audit firm is involved in the audit, the Audit Committee shall make sure they coordinate with each other;

(III) based on work demands, to make and enforce policies on the provision of non-audit services by the external audit firm, including its affiliates. The Committee shall report and advise to the board of directors on anything that, in its sole discretion, is in need of any action or improvement;

An affiliate of the external audit firm as mentioned herein shall include any entity under common control, management, or ownership 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 a part of the external audit firm engaged by the Company domestically and internationally. The Committee shall ensure that the external audit firm's provision of any non-audit services will not impair its independence or objectivity. For the purposes of any non-audit services, the Committee shall consider the following matters:

1. In terms of competency and experience, whether the external audit firm is fit for the provision of non-audit services;

2. Whether there are any precautions to ensure that the external audit firm's objectivity and independence in audit will not be impaired by its provision of such services;

3. The nature of the non-audit services, relevant fee standard and, for the external audit firm, the level of individual service fee and aggregate service fee; and

4. Standard for determining the compensation for the auditing personnel.

The Committee shall report to the board of directors on anything that, in its sole discretion, is in need of any action or improvement, and make recommendations on any steps that could be taken;

(IV) to inspect the Company's accounting policies, financial position, financial reporting procedures, and financial control; review the authenticity, integrity, accuracy, and fairness of the Company's financial statements and quarterly reports (if any), semiannual reports, and annual reports and accounts, and review any significant comments on financial reporting set out in the foregoing statements and reports, and review the disclosure of the Company's financial information. Before submitting the relevant statements and reports to the board of directors, the Audit Committee shall specifically review the following: any changes in the Company's accounting policies and estimates during the reporting period, matters involving important judgments, and significant adjustments made as required after the external audit firm reviews the accounts, assumptions or any qualified opinions on the Company's ability to continue as a going concern, and compliance of the accounting with the accounting standards and with any provisions on financial reporting of the Company Law, the Hong Kong Listing Rules, and other applicable laws and regulations;

The Committee members shall communicate in a timely manner with the board of directors, senior management, as well as internal and external audit firms on the aforesaid items requiring specific review. The Audit Committee members and the external audit firm shall meet at least twice a year without the attendance of executive directors (except those invited by the Audit Committee). Members of the Committee shall consider any significant or abnormal matters reflected or required to be reflected in the Company's reports and accounts, and shall duly consider any matters raised by the subordinated accounting and financial department, regulatory department, or audit firms of the Company;

(V) to discuss any questions and doubts raised by the external audit firm after reviewing the Company's semi-annual accounts and annual accounts, and any other matters to be discussed as expected by the external audit firm (which, if needed, may be conducted in the absence of the management);

(VI) to examine the Company and its subsidiaries' financial policies, internal audit rules, internal control rules, and risk management rules, and make comments and proposals on the improvement thereof, and:

1. to examine the Company's finance, accounting policies, practices, and any related changes;

2. to monitor the procedures for preparing regular financial reports (i.e. quarterly reports (if any), semi-annual financial reports, and annual financial reports), and reviewing regular financial reports, financial performance release, and other related information;

3. to discuss with the management on and evaluating the effectiveness of financial control, internal control, and risk management rules, to ensure that the management has performed its duty to establish effective financial control, internal control, and risk management rules; the discussion shall cover the sufficiency of the seniority and experience of the Company's resources and employees in connection with accounting and financial reporting functions, and the adequacy of budget for training courses received by the related employees and for accounting and financial reporting functions, any statement on the Company's internal monitoring system to be set forth in the annual report shall be presented to the board of directors for prior review;

4. proactively, or as appointed by the board of directors, to discuss the important investigation findings on internal control and the countermeasures to be taken by the management;

5. to ensure the coordination between the Company's audit department and the external audit firm; ensure the Company's audit department has sufficient resources for operation and appropriate authority and status within the Company, and examine and monitor the efficiency of the Company's audit department;

6. to supervise the Company's operations, finance and accounting policies and practices;

7. to review inspection notes or management proposals issued by the external audit firm, major doubts raised by the external audit firm on accounting records, financial accounts, or monitoring systems, and responses to be given by the management;

8. to establish the Company's policies on hiring the external audit firm's employees and former employees together with the board of directors, and monitor the application of such policies. The Audit Committee shall consider whether such policies impair or appear to impair the judgment or independence of the external audit firm in audit;

9. to serve as the Company's major representative for interaction with the external audit firm and monitor the relationship between them;

10. to ensure the board of directors's timely response to any inspection notes or management proposals given to the management by the external audit firm;

11. to develop and examine the Company's corporate governance policies and practices, and make proposals to the board of directors;

12. to supervise the training for and continuous professional development of directors and senior management;

13. to supervise the Company's policies and practices for compliance with laws and regulatory provisions;

14. to supervise the work of the Company's internal audit department, and make comments and proposals on the assessment and change of the head of the Company's internal audit department;

15. to supervise potential misconduct of the employees of the Company in financial reporting, internal monitoring, or that may otherwise occur;

16. to examine the Company's compliance with Appendix C1 to the Hong Kong Listing Rules and the Corporate Governance Code and the disclosure in the Corporate Governance Report;

17. to conduct regular review on the Company's connected persons and connected transactions and report the review opinions to the board of directors;

18. to report any matters in relation to any of the foregoing and discuss any other matters assigned by the board of directors;

19. to report to the board of directors on matters set forth in the Corporate Governance Code under Appendix C1 to the Hong Kong Listing Rules and code provision D.3.3 of the Corporate Governance Code.

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

1. receive and process any complaints about the Company's accounting, internal control, or audit matters known to it and ensure the confidentiality thereof;

2. receive and process complaints or anonymous reporting about the misconduct of employees and those who deal with the Company (e.g. customers and suppliers) in accounting, audit matters, internal control, or other aspects and ensure the confidentiality thereof. Examine the procedures for the Company's employees and those who deal with the Company (e.g. customers and suppliers) to confidentially raise concerns about any misconduct that may occur in financial reporting, internal control, or other aspects, and ensure appropriate arrangement for the Company to conduct fair and independent investigation on such matters and take appropriate follow-up actions;

(VIII) to make proposals and ensure that the board of directors takes effective remedies for the Company's non-compliance with any provisions of the Hong Kong Listing Rules on the establishment of the Audit Committee;

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

(X) to perform other duties assigned by laws, regulations, normative documents, the Hong Kong Listing Rules, the Articles of Association and the Rules of Procedures of the Board.

(XI) The Committee shall make its terms of reference public on the websites of The Stock Exchange of Hong Kong Limited as well as the Company and explain its role and the powers delegated to it by the board of directors.

The Company's senior management and the relevant departments shall be cooperative and supportive toward the Committee and proactively make available the relevant materials. The financial department shall regularly and truthfully make financial reports, fund operation reports, and other financial and accounting materials available to the Committee, promptly report any information on the relevant significant business operations, proactively cooperate with the Committee, and carefully consider the advice and requirements of the Committee.

Article 15 The functions and powers of the chairman of the Committee are as follows:

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

(II) to supervise and inspect the work of the Committee and the implementation of its resolutions;

(III) to sign relevant documents of the Committee;

(IV) to report the work of the Committee to the board of directors;

(V) to attend the annual general meeting (in the absence of such attendance, by another member of the Committee or, if such member is unable to attend, his/her duly appointed proxy), and to answer questions (if any) relating to the work and responsibilities of the Committee at the meeting;

(VI) other matters as stipulated by laws, regulations, and the securities regulatory authorities where the shares of the Company are listed, and as authorized by the Articles of Association and the board of directors.

Article 16 The main duties and powers of the members are as follows:

(I) to attend meetings of the Committee on time, provide advice and vote on the matters discussed at the meetings;

(II) to propose agenda for discussion at meetings of the Committee;

(III) to attend relevant meetings of the Company as observers, conduct investigations and research, and obtain necessary reports, documents and materials for the performance of their duties;

(IV) to familiarize themselves with the Company's operations and management, business activities and development in relation to their duties;

(V) to devote sufficient working time and attention to the performance of their duties;

(VI) to perform other duties as conferred by laws, regulations, normative documents, the Hong Kong Listing Rules and the Articles of Association and the Rules of Procedures of the Board.

Chapter 4 Meetings of the Committee

Article 17 Meetings of the Committee can be classified as regular meetings and extraordinary meetings.

The Committee shall hold at least two regular meetings every year by issuing a 3 days' prior written notice (excluding the day of the meeting) to all members.

Article 18 The Committee may convene extraordinary meetings when necessary. In any of the following circumstances, within 3 days of the occurrence of the relevant facts, the chairman of the Committee shall issue a notice to convene a meeting:

(I) in circumstances as deemed necessary by the board of directors;

(II) in circumstances as deemed necessary by the chairman of the Committee;

(III) when proposed by two or more members of the Committee.

Article 19 Notice of the meeting shall be delivered in writing to each Committee member and relevant person invited to attend the meeting 3 days prior to the date of the meeting (excluding the day of the meeting) under the coordination of securities department of the Company. The obligation to give advance notice may be waived in special circumstances, but the chairman of the meeting shall make an explanation at the meeting.

The notice of the meeting shall contain information on the method, time and venue, agenda of the meeting, date of issuance of the notice, contact person of the meeting and their contact details.

Article 20 Upon receipt of the notice of the meeting, each Committee member shall provide confirmation and any relevant feedback in a timely manner, such as confirmation of attendance or absence and any other arrangements.

Article 21 The members of the Committee shall attend the meeting in person. If a member is unable to attend the meeting in person, such member shall, by signing and submitting a letter of proxy, authorize another member of the Committee to attend and express opinion at the meeting on his/her behalf. Such letter of proxy shall expressly state the scope and term of the authorization.

A member may only authorize one other member to vote on his/her behalf. If two or more members are authorized to vote on their behalf, such proxy shall be invalid. No member shall accept any such authorization from two or more other members concurrently. The member attending meeting on behalf of another member shall exercise the rights within the scope of authorization.

A member who is unable to attend a meeting in person may also exercise his/her rights by submitting in writing his/her opinion with respect to any matter on the meeting agenda. Such written opinion shall be submitted to the secretariat of the board of directors before the meeting.

A member who fails to attend a meeting of the Committee in person or to authorize other members of the Committee to exercise his/her rights on his/her behalf, or does not submit written opinions before the meeting shall be deemed to have waived his/her rights.

Article 22 If any member of the Committee does not attend a meeting in person or submit any opinion in writing prior to the meeting, nor does he/she authorize another member to exercise his/her rights on behalf of the Committee on two consecutive occasions, the member shall be deemed incapable of performing the duties of the Committee, and the board of directors may change members of the Committee in accordance with the Rules.

Article 23 A meeting of the Committee shall be held only when more than two-thirds of the members are present. The meeting shall be presided over by the chairman of the Committee, who may appoint another member to do so on his/her behalf when he/she is unable to attend the meeting.

Article 24 When the chairman of the Committee neither performs his/her duties nor authorizes another member to exercise the duties on his/her behalf, any member may report the specific situation to the board of directors, and the board of directors shall designate another member who is an independent non-executive director to perform his/her duties.

Chapter 5 Procedure for Conducting Business

Article 25 Each member shall have one vote, and voting is divided into three categories: "for", "against" and "abstaining from voting". In the event of votes for and against is equal, the chairman of the Committee shall have the right to cast one additional vote. More than half of the votes of all members are required to pass a resolution.

When members vote on opinions, those members who are affiliated with the issues voted shall abstain from voting. If a valid resolution cannot be reached due to the abstention of members, the relevant matters shall be directly considered by the board of directors.

If necessary, the Committee may invite the Company's directors, supervisors, senior management and external consultants to attend the meeting. Personnel present at the meeting may explain or clarify the matters discussed at the meeting, and non-members have no right to vote.

Article 26 In general, the Committee shall hold meetings in person. Method of voting shall be either by a show of hands or by poll.

Under special circumstances, on the premise that the members of the Committee are able to sufficiently express their opinion, with the consent of the chairman of the Committee, meetings may be held by means of remote communication. Where a meeting is conducted by means of remote communication, the Committee members shall submit to the board of directors their written opinions with respect to the matters to be discussed within the period prescribed by the notice of the meeting.

Article 27 The agenda items shall be discussed during the meeting of the Committee. The members of the Committee shall explicitly, independently and fully express their opinion. In the case of any different opinion, such different opinion shall be stated in the meeting minutes.

Article 28 The Committee may invite directors, senior management and relevant experts of the Company, external experts, scholars and intermediary agencies to attend the meeting. Such personnel invited to attend the meeting shall give explanations and elaborations on any issues as required by any Committee member.

The Company shall provide the Committee with sufficient resources to perform its duties. Upon the approval of the board of directors, the Committee may engage external professionals or institutions to provide professional opinions, and reasonable expenses shall be borne by the Company.

Article 29 All personnel attending the meeting shall have the obligation to keep all matters discussed at the meeting confidential and shall not disclose any information relating thereto without authorization.

Chapter 6 Minutes of the Committee Meetings

Article 30 Minutes shall be kept for meetings of the Committee. Minutes shall contain the following information:

(I) form, date, venue and name of the chairman of the meeting;

(II) attendance and absence of members in person and by proxy;

(III) name and title of each attendee;

(IV) abstention of any member (if any);

(V) agenda of the meeting;

(VI) main points raised by the members and attendees;

(VII) name and signature of the person taking minutes. Minutes of a nomination committee meeting shall be taken and the members present shall sign the minutes; the minutes of the meeting shall be kept by the secretary to the board of directors.

Article 31 The minutes shall be circulated to all Committee members within a reasonable time for their comments. If there is no comment, the members present at the meeting shall sign the minutes.

Article 32 Meeting minutes, written opinions of the members of the Committee, letters of proxy and other materials of the meeting of the Committee shall be submitted to the board of directors and retained by the secretary of the board of directors.

Chapter 7 Supplementary Provisions

Article 33 References to "related" in the Rules shall have the same meaning as "connected" referred to in Hong Kong Listing Rules.

Article 34 For the purposes of the Rules, the expressions "not less than", "at least" and "more than" are inclusive of the stated figure.

Article 35 Unless otherwise stated, terms used in the Rules shall have the same meanings ascribed to them in the Articles of Association.

Article 36 For any matter not covered in the Rules, or in the event of any contradiction with any laws, regulations, departmental provisions, the Hong Kong Listing Rules, other normative documents or the Articles of Association promulgated after the Rules become effective, such laws, regulations, departmental provisions, the Hong Kong Listing Rules, other normative documents or the Articles of Association shall prevail.

Article 37 The Rules have been considered and approved by the board of directors, and shall become effective and applicable from the date on which the H Shares publicly issued by the Company are listed for trading on the Main Board of The Stock Exchange of Hong Kong Limited.

Article 38 The Rules shall be interpreted and amended by the board of directors.

Article 39 The Rules are available in both Chinese and English. In the event of any discrepancy, the Chinese version shall prevail.

Hanx Biopharmaceuticals (Wuhan) Co., Ltd.
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