YUNJI TECHNOLOGY CO., LTD.

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

Chapter 1 General Provisions

Article 1 In order to establish and regulate the audit systems and procedures of Yunji Technology Co., Ltd. (the "Company"), enhance the decision-making process of the board of directors for its effective supervision of the management, and improve corporate governance structure, the Audit Committee of the board of directors of the Company (the "Committee") is established with these terms of reference (these "Terms of Reference") in accordance with the Company Law of the People's Republic of China (2023 Revision), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Hong Kong Listing Rules"), the Corporate Governance Code in Appendix C1 of the Hong Kong Listing Rules, the Articles of Association of Yunji Technology Co., Ltd. (the "Articles of Association") and other relevant laws, regulations and normative documents.

Article 2 The Committee is a specialized working body under the board of directors, mainly responsible for the communication between internal and external auditors, supervision and inspection of their work, as well as the risk management and internal control of the Company. The Committee shall be accountable to and report to the board of directors.

Article 3 These Terms of Reference shall apply to the Committee and the relevant personnel and departments referred to herein.

Chapter 2 Composition of the Committee

Article 4 The Committee shall consist of no less than three directors. All Committee members shall be non-executive directors, with a majority of whom shall be independent non-executive directors. All members shall possess professional financial or legal knowledge and commercial experience necessary for the performance of their duties. At least one of the members shall have the appropriate professional qualification, accounting or related financial management expertise as required by the Hong Kong Listing Rules in respect of the qualifications of members of the Audit Committee.

The board of directors shall evaluate the independence and performance of the members of the Committee on a regular basis, and replace the member who is not suitable to remain in the position when necessary. A former partner of the current external audit firm engaged by the Company shall not serve as a member of the Committee within two years from the date on which he/she resigns from such external audit firm or ceases to have any financial interests in such external audit firm, whichever is later.

Article 5 Members of the Committee 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 appointed by the board of directors upon approval by more than half of the directors.

Article 6 The Committee shall have a chairman who shall be an independent non-executive director. The chairman is responsible for presiding over the work of the Committee. The chairman shall be nominated by the chairman of the board of directors and appointed upon approval of the board of directors. The chairman of the Committee shall have appropriate accounting or related financial management expertise.

Article 7 The term of office of the Committee shall be the same as that of the board of directors, and the term of office of a Committee member shall be the same as their term as a director. Committee members may be re-elected upon expiry of their respective terms. Should a member cease to be a director of the Company, or should a member who shall be an independent non-executive director no longer meet the independence requirements set forth in the Hong Kong Listing Rules during their term of office, their membership on the Committee shall terminate automatically, and the vacancy shall be filled by a person appointed by the board of directors in accordance with the aforementioned provisions.

Article 8 A member of the Committee may submit a written resignation to the board of directors during their term of office, stating the reasons for resignation and any matters that need to be brought to the attention of the board of directors. If such resignation results in the number of members falling below the minimum required under these Terms of Reference, the resigning member shall continue to discharge their duties until a successor is appointed and assumes office.

Article 9 The Committee members may be changed during their terms of office if proposed by the chairman of the board of directors and approved by the board of directors.

Article 10 Where the composition of the Committee fails to meet the requirements set forth in these Terms of Reference, the board of directors shall promptly disclose the relevant details and reasons by way of announcement in accordance with the Hong Kong Listing Rules, and fill the vacancy in compliance with these Terms of Reference within three months from the date on which the relevant requirements fail to be met. The term of office of the newly appointed member shall expire concurrently with that of their directorship.

Article 11 Subject to the coordination of the office of the board of directors, the Company's audit department shall serve as the executive body of the Committee, providing support and services and carrying out duties assigned by the Committee.

Chapter 3 Responsibilities of the Committee

Article 12 The Committee, on behalf of the board of directors, shall conduct an independent assessment and supervision on the compliance, legality and efficiency of the operation of the Company. The primary responsibilities of the Committee include, but are not limited to:

(1) to make recommendations to the board of directors regarding the appointment, reappointment and removal of the external audit firm, approve the remuneration and terms of engagement of the external audit firm, and deal with all matters related to the resignation or dismissal of the external audit firm;

(2) to review and monitor the independence and objectivity of the external audit firm and the effectiveness of the audit process in accordance with applicable standards. The Committee shall discuss with the audit firm the nature, scope and method of the audit and reporting requirements before the audit commences.

For the purpose of independent inspection of the external audit firm, the Committee shall perform the followings: to consider the relationships between the Company and the audit firm (including non-audit services); to obtain from the audit firm annually information about maintaining its independence and monitoring compliance with relevant requirements, including those for rotation of audit partners and staff; to meet the external audit firm at least once a year without the presence of the management of the Company for the discussion of audit fees, any issues arising from the audit and any other matters the audit firm may wish to raise;

(3) to develop and implement policies relating to the engagement of the external audit firm for non-audit services. For this purpose, external audit firms include any entity under common control, ownership or management with the auditors or any entity that a third party with reasonable knowledge of all relevant information would reasonably conclude to be part of the local or international operation of the audit firm. The Committee shall report to the board of directors, identify and make recommendations on matters where action or improvement is needed;

(4) to oversee the integrity of the Company's financial statements, annual reports and accounts, half-yearly reports, and quarterly reports (if any), and to review important opinions regarding financial reporting in such statements and reports. Particular attention shall be given to risks of fraud, misconduct, and material errors associated with financial statements and reports. In reviewing the annual reports and accounts, half-yearly reports, and quarterly reports prior to their submission to the board of directors, the Committee shall focus on the following matters:

1. any changes in accounting policies and practices;

2. major judgmental areas;

3. significant adjustments resulting from the audit;

4. going concern assumptions and any qualifications;

5. compliance with accounting standards;

6. compliance with the Hong Kong Listing Rules and other legal requirements in relation to financial reporting.

(5) for the purpose of paragraph (4) above:

1. the Committee members shall contact the board of directors and the senior management of the Company. The Committee shall have meetings with the external audit firm of the Company at least twice a year;

2. the Committee shall consider any significant and unusual items that are, or may need to be, reflected in such reports and accounts, and shall consider the matters that have been raised by the staff responsible for the accounting and financial reporting functions, the compliance officer or the audit firm of the Company;

(6) to review the financial control, internal control and risk management system of the Company;

(7) to discuss with the management on risk management and internal control system to ensure that the management has performed its duty to maintain an effective risk management and internal control system. Considerations should be given to, among others, the adequacy of resources, qualifications, experience and training of staff and budgets pertaining to the accounting and financial reporting functions;

(8) to consider major investigation findings on risk management and internal control on its own initiative or as delegated by the board of directors, and research on the management's response to these findings;

(9) where an internal audit function exists, to ensure coordination between the internal and external auditors, and to ensure that the internal audit system is implemented with sufficient resources and has appropriate standing in the Company, and to review and oversee the effectiveness of the internal audit system;

(10) to facilitate communications between the internal audit department and the external audit firm to coordinate their work;

(11) to review the financial and accounting policies and practices of the Company;

(12) to review the external audit firm's Audit Letter to the management, significant matters raised by the audit firm to the management regarding accounting records, financial statements, or control systems, and the corresponding management responses;

(13) to ensure that the board of directors will provide a timely response to the matters raised in the external audit firm's Audit Letter to the management;

(14) to review the following arrangements of the Company: mechanisms enabling employees to confidentially raise concerns regarding potential improprieties in financial reporting, internal controls, or other matters. The Committee shall ensure that appropriate procedures are established to facilitate fair and independent investigations by the Company, and that necessary follow-up actions are duly implemented;

(15) to serve as the primary representative between the Company and the external audit firm, responsible for overseeing the relationship between the two parties;

(16) to review the risk management strategies and solutions for major risk management issues;

(17) to verify the list of connected persons (as defined in the Hong Kong Listing Rules) of the Company; to conduct an overall audit of connected transactions and perform regular examinations of connected transactions of the Company, including a review of the decision-making processes and implementation status of all connected transactions of the Company within ten days following the end of each half-year period, and a general review of all connected transactions of the Company within 30 days following the end of each half-year period. The Committee shall submit the results of such reviews to the board of directors and the board of supervisors;

(18) to assess and determine the environmental, social and governance risks of the Company, and to ensure that the Company has established appropriate and effective environmental, social and governance risk and internal control systems;

(19) to report to the board of directors on matters as set out in these Terms of Reference;

(20) to deal with other matters as authorized by the board of directors of the Company and as required by the relevant laws and regulations;

(21) to perform other duties of the Committee as required by the Hong Kong Listing Rules and other listing rules of the jurisdiction(s) where the Company's securities are listed, as revised from time to time.

Article 13 Responsibilities of the chairman of the Committee include:

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

(2) to supervise and examine the performance of the Committee and the implementation of resolutions of the Committee;

(3) to sign the relevant documents of the Committee;

(4) to report the work of the Committee to the board of directors of the Company;

(5) to attend the Company's annual general meeting and answer the shareholders' questions about the Committee's duties. If the chairman of the Committee is unable to attend the annual general meeting, any other member or appropriately appointed representative shall attend the meeting on his or her behalf;

(6) to perform other duties as required or delegated by the laws and regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the listing jurisdiction(s), these Terms of Reference and the board of directors.

Article 14 Primary responsibilities of a Committee member include:

(1) to attend meetings of the Committee punctually, express opinions on the matters discussed thereon and exercise voting rights at the meetings;

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

(3) to attend or observe relevant meetings of the Company to conduct studies and research by obtaining reports, documents, materials and other relevant information necessary for the performance of his or her responsibilities;

(4) to fully understand the responsibilities of the Committee and his or her own duties as a member thereof, and to become familiar with the Company's operations, management, business activities, and development related to such responsibilities, thereby ensuring his or her ability to perform such responsibilities;

(5) to guarantee that he/she has devoted sufficient time and attention to fulfil his or her responsibilities;

(6) to perform other duties as delegated by the laws and regulations, the Hong Kong Listing Rules and other relevant regulatory rules of the listing jurisdiction(s), these Terms of Reference and the board of directors.

Chapter 4 Meetings of the Committee

Article 15 Meetings of the Committee can be classified as regular meetings and extraordinary meetings.

Article 16 The Committee shall hold at least two regular meetings every year, and the written notice of the meeting shall be served to all members three days prior to such meeting. One of the regular meetings shall be convened before the review of the annual report by the board of directors every year.

Article 17 The Committee may convene extraordinary meetings when necessary. The chairman of the Committee shall issue a notice to convene a meeting within three days from the date of actual occurrence of any of the following circumstances:

(1) where the board of directors deems it necessary;

(2) where the chairman of the Committee deems it necessary;

(3) where it is proposed by more than two members of the Committee.

The external audit firm of the Company may call for an extraordinary meeting if it deems necessary.

Article 18 The audit department shall issue the notice of the meeting in writing to each member of the Committee and to any relevant persons invited to attend the meeting three days prior to the date of the meeting (except in special circumstances where advance notice may be waived, provided that the chairman of the meeting shall provide an explanation at the meeting). The notice of the meeting shall include the meeting form, time, venue, duration, agenda, time of issuance of the notice, as well as the name and contact details of the contact person of the meeting, and other relevant information.

The audit, finance and legal departments and the office of the board of directors shall prepare and furnish the Committee with relevant materials related to the matters to be discussed at the meeting, and liaise with the parties involved (including relevant experts of the Company, external experts, scholars and intermediaries appointed by the Committee during the meeting).

Article 19 Upon receipt of the notice of the meeting, all Committee members shall promptly confirm and provide relevant replies (including but not limited to the attendance and logistical arrangements) through an appropriate channel.

Article 20 All members of the Committee shall attend meetings in person. If a member is unable to attend a meeting in person for any reason, such member shall submit a written power of attorney authorizing another Committee member to attend the meeting and express an opinion on his or her behalf. The power of attorney shall clearly specify the scope and duration of the authorization. Each member may appoint only one other member to exercise voting rights on his or her behalf for any given meeting. Any authorization designating two or more members as proxies for the same meeting shall be null and void. Furthermore, no member shall concurrently accept proxies from two or more other members.

The member attending a meeting on behalf of another member shall exercise the rights within the scope of authorization. If a member neither attends a meeting in person nor authorizes another Committee member to exercise the rights on his or her behalf, and fails to submit any opinion in writing prior to the meeting, such member shall be deemed to have waived his or her rights.

A member who is unable to attend a meeting in person may also exercise his or her rights by submitting his or her opinion in writing with respect to any matter included in the meeting agenda, provided that such written opinion shall be submitted to the audit department no later than the convening of the meeting.

Article 21 If a member neither attends a meeting in person nor authorizes another Committee member, and fails to submit any opinion in writing prior to the meeting on two consecutive occasions, or if such member fails to attend in person three-fourths of all meetings of the Committee held during any year, such member shall be deemed incapable of performing the duties of the Committee, and the board of directors may replace him/her in accordance with these Terms of Reference.

Article 22 The quorum of a Committee meeting shall be the presence of more than two-thirds of the Committee members. Meetings of the Committee shall be presided over by the chairman of the Committee, who may appoint another Committee member to act on his or her behalf when he/she is unable to attend the meeting. If the chairman of the Committee neither performs his or her duties nor designates another member to act on his or her behalf, any member may report the same to the board of directors of the Company, and the board of directors shall appoint another member who is an independent non-executive director to fulfil the duties of the chairman of the Committee.

Chapter 5 Rules of Procedure

Article 23 Each member of the Committee shall have one vote. A resolution of the meeting shall be passed by more than half of the votes of all members. In the event that the meeting fails to reach a valid resolution due to the abstention of any member, the relevant matter shall be considered directly by the board of directors.

Article 24 Meetings of the Committee shall be convened by way of on-site meeting, video conference or teleconference in principle. Should an on-site meeting, video conference or teleconference be unable to be held in case of emergency, force majeure or other special reasons, extraordinary meetings can be held by means of written communication. Where a meeting is held by means of written communication, the Committee members shall submit to the board of directors their written opinions on the matters to be discussed within the timeframe specified in the meeting notice.

Article 25 Voting at the meetings of the Committee shall be conducted by a show of hands or by poll. Where any member cannot sign the resolutions made at a telephone meeting or video meeting in real time, the said member may orally give opinions first and responsively affix the written signature thereof as soon as possible, provided that there is no discrepancy between the opinions expressed by such member subsequently in signing the written resolutions and the opinions orally expressed by him/her at the meeting.

Article 26 All items on the agenda shall be discussed during the meeting of the Committee, and the Committee members shall explicitly, independently and fully express their opinions based on their own judgment. In the case of any different opinions, such different opinions shall be stated in the meeting minutes to be presented to the board of directors.

Article 27 The Committee may invite directors, related senior management members and relevant experts of the Company, external experts, scholars, intermediary agencies and relevant persons to attend a meeting. Such persons being invited shall give an explanation and elaboration on any issues as required by any Committee member.

Article 28 Where it deems necessary, the Committee may, upon approval by the board of directors, seek professional advice from external professional personnel or organizations. Any reasonable cost so incurred shall be borne by the Company.

Article 29 If a member of the Committee is interested in any matter to be considered by the Committee, such member shall abstain from the discussion and voting of such matter.

Article 30 All persons attending the Committee meetings shall keep all matters discussed at the meetings confidential and shall not disclose any such information without authorization.

Chapter 6 Minutes and Summary of the Committee Meetings

Article 31 Minutes shall be kept for all meetings of the Committee, which shall be prepared by the audit department and contain the following information:

(1) serial number, form, date, venue of the meeting and the name of the chairperson;

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

(3) names and posts of the persons present at the meeting;

(4) agenda of the meeting;

(5) main points made by the Committee members and other relevant persons present at the meeting;

(6) name of the person taking minutes;

(7) abstention of any interested member (if any), which shall be specified in the minutes or the relevant resolutions.

All Committee members attending the meeting shall sign the minutes. The minutes shall be circulated to all committee members within a reasonable time for their comments.

Article 32 After each meeting of the Committee, the audit department shall prepare a meeting summary recording the considerations and discussions of the meeting.

Copies of the meeting summary shall be submitted to the board of directors of the Company and sent to all Committee members, the secretary to the board of directors, the audit, finance, legal departments of the Company and other relevant departments and persons.

Article 33 Meeting minutes, meeting summary, power of proxy, written opinions of the Committee members and other materials of the meeting of the Committee shall be kept by the office of the board of directors in accordance with the relevant archive management system of the Company.

Chapter 7 Supplementary Provisions

Article 34 Unless otherwise stated, terms used herein shall have the same meanings ascribed to them in the Articles of Association.

Article 35 For any matter not covered in these Terms of Reference, or in the event of any conflict with any laws, administrative regulations, departmental rules, other normative documents, the Hong Kong Listing Rules or other regulatory rules of the listing jurisdiction(s), or the Articles of Association as amended following lawful procedures after the effectiveness of these Terms of Reference, the relevant state laws, administrative regulations, departmental rules, other normative documents, the Hong Kong Listing Rules or other regulatory rules of the listing jurisdiction(s), and the Articles of Association shall prevail. Amendments to these Terms of Reference shall be made forthwith and submitted to the board of directors for approval.

Article 36 Subject to the consideration and approval by the board of directors, these Terms of Reference shall become effective and be implemented from the date on which the H shares publicly issued by the Company are listed and traded on the Main Board of The Stock Exchange of Hong Kong Limited.

Article 37 The rights of interpretation and amendment of these Terms of Reference shall be vested in the board of directors of the Company.