Mabwell (Shanghai) Bioscience Co., Ltd.
Terms of Reference of the Audit Committee of the Board of Directors
(Applicable upon the offering and listing of H shares)

Chapter 1 General Provisions

Article 1 In order to strengthen the decision-making function of the board of directors (hereinafter referred to as the "Board") of Mabwell (Shanghai) Bioscience Co., Ltd. (hereinafter referred to as the "Company"), improve decision-making efficiency, and achieve effective supervision of the Company's financial and accounting work and various business activities, the Company has established an audit committee (hereinafter referred to as the "Audit Committee") of the Board as a dedicated working body for internal and external financial audit supervision and verification work.

Article 2 In order to ensure the Audit Committee fully performs its supervisory role over the Company's financial information, internal control, and internal and external audit functions, and to strengthen the Company's internal oversight mechanism, the Board of the Company formulated these Terms of Reference pursuant to the Company Law of the People's Republic of China (hereinafter referred to as the "Company Law"), the Code of Corporate Governance for Listed Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Work Guidelines for the Audit Committee of Listed Companies, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "Hong Kong Listing Rules") and other relevant provisions of the laws, regulations, normative documents and the Articles of Association of Mabwell (Shanghai) Bioscience Co., Ltd. (hereinafter referred to as the "Articles of Association").

Chapter 2 Composition

Article 3 The Audit Committee shall consist of at least three directors, all of whom shall be non-executive directors. Members of the Audit Committee shall be directors who do not hold senior management positions within the Company. Among them, more than half of the members shall be independent non-executive directors, at least one of whom shall be an accounting professional, and the convener of the Audit Committee shall be an independent non-executive director who has accounting expertise. Employee representatives who are members of the Board of the Company may become members of the Audit Committee. More than half of the members of the Audit Committee shall not hold any positions other than directorships in the Company, and shall not have any relationship with the Company that may affect their independent and objective judgment.

Article 4 The members of the Audit Committee shall be elected by the Board. The Audit Committee shall have one chairperson (convener) who shall be an accounting professional among the independent non-executive directors.

Members of the Audit Committee shall possess the professional knowledge, working experience, and ethical integrity necessary to competently discharge their duties. They shall devote sufficient time and effort to their responsibilities, act diligently and responsibly, and effectively supervise and evaluate both internal and external audit functions of the Company to promote the establishment of an effective internal control system and ensure that the Company provides true, accurate, and complete financial reports.

The accounting professional shall possess substantial accounting expertise and experience, and meet at least one of the following criteria:

(1) possess the qualification of Certified Public Accountant;

(2) possess a senior professional title, associate professor or above or a doctoral degree in accounting, auditing, or financial management;

(3) possess senior titles in economic management and have more than five years of full-time working experience in accounting, auditing, or financial management or other professional positions.

Article 5 The term of office of the members of the Audit Committee shall be the same as that of the directors of the Board of the same session. Each member shall be eligible for re-election upon the expiry of his/her term of office, but the member who is an independent non-executive director may not serve for more than six consecutive years. During his/her term of office, if any member ceases to be a director of the Company, he/she shall automatically lose his/her qualification as a member of the Audit Committee. The Board of the Company shall regularly assess the independence of the members of the Audit Committee and their performance of duties, and may replace any member who is not suitable to remain in the position when necessary.

If the resignation of a member of the Audit Committee causes the number of its members to fall below the required quorum or results in the absence of an accounting professional, the incumbent member shall continue to perform his/her duties until a new member assumes office.

Article 6 Where the number of the members of the Audit Committee falls below two-thirds of the required number due to the resignation or removal of members or other reasons, the Board of the Company shall arrange for replacements to fill the vacancies as soon as possible.

The Audit Committee shall suspend any exercise of its duties and powers under these Terms of Reference until the number of the members of the Audit Committee reaches two-thirds of the required number.

Article 7 The provisions on the obligations of directors as stipulated in the Company Law, the Articles of Association and the Hong Kong Listing Rules shall apply to the members of the Audit Committee.

Chapter 3 Duties and Authorities

Article 8 The Audit Committee shall exercise the functions and powers of the Supervisory Committee as stipulated in the Company Law. The main duties of the Audit Committee include:

(I) with respect to the relationship with the external auditor of the Company, including:

(i) overseeing and evaluating the work performed by the external auditor, making recommendations to the Board on the appointment, reappointment, replacement and removal of the external auditor, and approving the remuneration and terms of engagement of the external auditor, and dealing with any issues in relation to the resignation or dismissal of that auditor;

(ii) reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards. The Audit Committee should discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

(iii) developing and implementing policies on engaging an external auditor to supply non-audit services. For this purpose, "external auditor" includes any entity that is under common control, ownership or management with the audit firm or any entity that a reasonable and informed third party knowing all relevant information would reasonably conclude to be part of the audit firm nationally or internationally. The Audit Committee should report any matters on which actions are taken or improvements are made to the Board and make recommendations thereon;

(iv) acting as the key representative between the Company and the external auditor to monitor the relationship between the two parties;

(II) guiding and supervising the internal audit system of the Company and its implementation;

(III) reviewing the financial information of the Company and relevant disclosures, including monitoring the integrity of the Company's financial statements and annual reports and accounts, half-yearly reports and, if prepared for publication, quarterly reports, and reviewing significant financial reporting opinions contained in such statements and reports. Prior to the submission of such statements and reports to the Board, the Audit Committee should focus particularly on:

(i) any changes in accounting policies and practices;

(ii) matters involving significant judgments;

(iii) significant adjustments resulting from the audit;

(iv) the going concern assumptions and any qualifications;

(v) compliance with accounting standards; and

(vi) compliance with the Hong Kong Listing Rules and the legal requirements in relation to financial reporting;

in connection with item (3) mentioned above:

(i) members of the Audit Committee should liaise with the Board and senior management personnel. The Audit Committee shall hold at least two meetings annually with the Company's auditor; and

(ii) the Audit Committee should consider any significant or unusual matters that are, or may need to be, reflected in such reports and accounts and give due consideration to any matters that have been raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or auditors;

(IV) monitoring financial reporting, risk management, and internal control systems, and evaluating the effectiveness of internal control, including:

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

(ii) discussing the risk management and internal control systems with management to ensure that management has performed its duties to establish effective systems. This discussion should include the adequacy of resources, staff qualifications and experience, training programs and budget of the Company's accounting and financial reporting function;

(iii) considering major investigation findings on risk management and internal control matters, and management's response to these findings, as delegated by the Board or on its own initiative;

(iv) being responsible for the communication between the internal audit department and the external auditor to ensure the coordination between the internal audit department and the external auditor; ensuring that the internal audit function has been supported by adequate internal resources of the Company for operation and has maintained the appropriate standing within the Company; guiding and supervising the Company's internal audit system and its implementation; and reviewing and monitoring its effectiveness;

(v) reviewing the Group's financial and accounting policies and practices;

(vi) checking the Explanatory Letter on Audit given by the external auditor to the management, any material questions raised by the auditor to the management in respect of the accounting records, financial accounts or systems of control and the management's response;

(vii) ensuring that the Board will provide a timely response to the issues raised in the Explanatory Letter on Audit given by the external auditor to the management;

(viii) reviewing the following arrangements made by the Company: employees of the Company may raise concerns, in confidence, about possible improprieties in financial reporting, risk management, internal control or other matters. The Audit Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;

(ix) reporting to the Board on matters outlined in code provisions of the Corporate Governance Code in Appendix C1 to the Hong Kong Listing Rules; and

(x) studying other topics defined by the Board;

(V) performing the corporate governance functions of the Company

(i) formulating and reviewing corporate governance policies and practices, and making recommendations to the Board;

(ii) reviewing and monitoring the training and continuing professional development of the directors and senior management personnel of the Company;

(iii) reviewing and monitoring the policies and practices regarding compliance with the laws and regulatory requirements by the Company;

(iv) formulating, reviewing, and monitoring the codes of conduct and compliance manuals (if any) for the employees and directors of the Company; and

(v) supervising the conduct of directors and senior management personnel in the performance of their duties of the Company, and proposing the removal of directors and senior management personnel who have violated laws, administrative regulations, the Articles of Association or the resolutions of the shareholders' meeting;

(vi) requiring directors and senior management personnel to correct their conduct if such conduct damages the interests of the Company;

(vii) filing a lawsuit against directors and senior management personnel, other than members of the Audit Committee, who have violated the laws, administrative regulations, or the Articles of Association and caused losses to the Company while performing their duties for the Company in accordance with Article 189 of the Company Law; and

(viii) reviewing the Company's compliance with code provisions of the Corporate Governance Code in Appendix C1 of the Hong Kong Listing Rules and disclosures in the Corporate Governance Report.

(VI) proposing to convene an extraordinary meeting of the Board;

(VII) proposing to convene an extraordinary general meeting, and convening and presiding over the shareholders' meeting when the Board fails to perform the duties of convening and presiding over the shareholders' meeting as required under the Company Law;

(VIII) presenting proposals to the shareholders' meetings;

(IX) other matters as stipulated in the laws, regulations, rules, normative documents, the Articles of Association and these Terms of Reference, or as required by the securities regulatory rules of the place where the Company's shares are listed and that are authorized by the Board.

Article 9 The convener of the Audit Committee shall perform the following duties:

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

(II) to review and sign the reports of the Audit Committee;

(III) to examine the execution of the resolutions and recommendations of the Audit Committee;

(IV) to report work to the Board on behalf of the Audit Committee;

(V) other duties which should be performed by the convener of the Audit Committee.

Article 10 The Audit Committee shall be accountable to the Board and report to the Board.

Article 11 The Audit Committee is responsible for reviewing financial information and disclosure, supervising and evaluating internal and external audit work and internal control of the Company. The following matters shall be submitted to the Board for consideration after approval by the majority of all members of the Audit Committee:

(I) disclosure of financial information in financial and accounting reports and periodic reports, and evaluation reports on internal control;

(II) engagement or dismissal of the accounting firm engaged in the Company's audit business;

(III) appointment or dismissal of the chief financial officer of the Company;

(IV) changes in accounting policies and accounting estimates made for reasons other than changes in accounting standards, or corrections of material accounting errors;

(V) other matters as required by the laws, administrative regulations, the requirements of the China Securities Regulatory Commission, the Hong Kong Listing Rules and the Articles of Association.

Article 12 The Audit Committee shall review the financial accounting reports of the Company and provide opinions on the truthfulness, accuracy and completeness of the financial accounting reports. Additionally, it shall focus on significant accounting and auditing issues in the financial accounting reports of the Company, attach special attention to the potential existence of fraud, malpractice or material misstatements related to the financial accounting reports, and supervise the rectification of the issues in the financial accounting reports.

The Audit Committee shall make recommendations to the Board on the engagement or change of its external auditor, review the audit fees and employment contracts of the external auditor, which shall not be subject to any undue influence by the Company's substantial shareholders, de facto controllers, or directors and senior management personnel.

The Audit Committee shall urge the external auditor to act honestly, diligently and responsibly, strictly comply with the operating rules and self-regulatory rules of the industry, strictly implement the internal control system, verify and validate the Company's financial accounting reports, fulfill the duty of special care and prudently express professional opinions.

Article 13 When the Company intends to engage or replace its external auditor, the Audit Committee shall issue deliberation opinions and make recommendations to the Board, and then the Board may deliberate on the relevant proposals.

The Board shall fully respect the recommendations of the Audit Committee on the engagement or replacement of its external auditor, and it shall adopt the recommendations of the Audit Committee unless there are sufficient reasons or reliable evidence demonstrating that the recommendations of the Audit Committee are improper. Where the Board disagrees with the Audit Committee's opinions on matters relating to the selection, appointment, resignation or dismissal of the external auditor, the Company shall include in its Corporate Governance Report a statement from the Audit Committee explaining its recommendation and the reasons for the Board's differing opinion.

Article 14 The Company shall provide the Audit Committee of the Board with necessary working conditions, and equip it with specialized personnel or organizations to assist with the Audit Committee's routine work, such as work liaison, meeting organization, material preparation and file management. When the Audit Committee performs its duties, the relevant departments of the Company shall cooperate with it and provide sufficient resources. Where necessary, the Audit Committee may engage external intermediary agencies to provide professional advice at the Company's expense.

Article 15 If the Company independently changes its accounting policies, the Audit Committee shall issue opinions on whether the changes in accounting policies comply with relevant regulations.

Article 16 The Company shall disclose the performance of duties by the Audit Committee for the year in its annual reports, mainly including the convening of the meetings of the Audit Committee and the specific information on the performance of duties.

The Audit Committee shall report its opinions to the Board of the Company on the matters within the scope of its responsibilities, and the Company shall disclose such matters not adopted by the Board and fully explain the reasons.

Chapter 4 Convening, Holding and Notice of Meetings

Article 17 The convener of the Audit Committee shall be responsible for convening and presiding over the meetings of the Audit Committee. If the convener of the Audit Committee is unable or fails to perform his/her duties, he/she shall appoint an independent non-executive director to exercise the duties and powers on his/her behalf. If the convener of the Audit Committee neither performs his/her duties nor appoints another member to perform his/her duties on his/her behalf, any of the members may report such circumstances to the Board of the Company, and the Board of the Company shall appoint one member to perform the duties of the convener of the Audit Committee.

Article 18 Meetings of the Audit Committee are categorized into regular meetings and extraordinary meetings.

Regular meetings are held to review the work plans and reports submitted by the internal audit department, and to discuss and review other matters within the scope of its responsibilities. The Audit Committee shall convene at least four regular meetings annually and hold at least two meetings each year with the auditors of the Company. The Audit Committee may convene extraordinary meetings when needed, and an extraordinary meeting of the Audit Committee can be convened when the convener of the Audit Committee deems it necessary or upon the joint request of two or more members.

The Audit Committee shall separately hold at least one communication meeting annually with the external auditor without the presence of the management. The Board secretary may attend such meeting(s).

Article 19 Meetings of the Audit Committee shall, in principle, be held physically but may also be held via video, telephone or other means if necessary, provided that all attendees can fully communicate and express their opinions.

Article 20 Notice of a meeting of the Audit Committee shall be given three days (inclusive of the day of the notice and exclusive of the day of the meeting) before the meeting is held. Such time limit may be waived with the unanimous consent of all members of the Audit Committee.

Article 21 Notice of a meeting of the Audit Committee may be given by fax, email, telephone, personal delivery or postal delivery.

In the case of notice given by telephone, email or other prompt means of communication, if no written objections are received within three days from the date of issue of the notice, the recipient shall be deemed to have received the notice of the meeting.

Chapter 5 Voting Procedures

Article 22 Meetings of the Audit Committee shall be held only when not less than two thirds of the members are present.

Article 23 A member of the Audit Committee shall attend meetings in person and clearly deliver their opinions on matters deliberated, or authorize another member to attend the meetings and exercise voting rights.

Article 24 If a member of the Audit Committee is indeed unable to attend a meeting in person, he/she may, by submitting a power of attorney signed by himself/herself, authorize another member to attend and express opinions at the meeting on his/her behalf. Such power of attorney shall expressly state the scope and duration of the authorization. Each member may accept authorization from no more than one other member. If a member who is an independent non-executive director is unable to attend a meeting in person for any reason, he/she shall authorize another member who is an independent non-executive director to attend the meeting on his/her behalf. The power of attorney shall be submitted to the chairperson of the meeting no later than the time of voting at the meeting.

Article 25 A member of the Audit Committee who neither attends a meeting in person nor appoints another member to attend the meeting on his/her behalf shall be deemed absent from the meeting.

A member of the Audit Committee who fails to attend two consecutive meetings shall be deemed incapable of properly performing his/her duties, and the Board may revoke his/her membership of the Audit Committee.

Article 26 A resolution of the Audit Committee shall be valid only if it has been approved by the majority of all members. Any member of the Audit Committee who has a conflict of interest in the matters to be discussed at the meeting shall abstain from voting. In the event that the Audit Committee is unable to issue effective deliberation opinions due to the abstentions of its members, the relevant matters shall be deliberated directly by the Board.

Voting at the meetings of the Audit Committee shall be made on a one-person-one-vote basis. Each member shall have one vote.

Article 27 Members of the internal audit department of the Company may attend the meetings of the Audit Committee. Where necessary, the Audit Committee may invite the directors and other senior management personnel of the Company to attend the meetings, at which those persons can brief the situation or express opinions, but the persons who are not members of the Audit Committee shall have no voting rights on the proposals.

Article 28 Votes may be cast by a show of hands or by poll at a meeting of the Audit Committee. Members present at the meeting shall consider the proposals and fully express their personal opinions in a conscientious and responsible manner, and each member shall be responsible for his/her own voting.

Article 29 The Audit Committee may, based on its work requirements, invite the representatives of the external auditor, internal auditors, financial personnel, legal advisors of the Company, and other relevant personnel to attend its meetings and provide necessary information.

Article 30 The resolutions adopted at a meeting of the Audit Committee and the voting results thereof shall be reported to the Board of the Company in writing for record. Members present at such a meeting shall not disclose any relevant information without authorization.

Article 31 In the annual report, the Board of the Company shall disclose the work of the Audit Committee in the past year, including the convening of meetings and resolutions.

Article 32 The Audit Committee shall keep written minutes of its meetings, which shall record in sufficient detail the matters considered and resolutions reached at the meetings, including any concerns raised or dissenting views expressed by the directors. Members present at the meeting and the person taking the minutes shall sign the minutes. Members present at the meeting have the right to request explanatory remarks on their speeches at the meeting to be recorded in the minutes.

The minutes of meetings of the Audit Committee shall be kept by the Board secretary as archives of the Company for ten years during the existence of the Company.

Article 33 The members of the Audit Committee shall be obliged to maintain the confidentiality of any internal information they have learnt about the Company until such information is made public.

Chapter 6 Supplementary Provisions

Article 34 Any matters not covered by these Terms of Reference shall be dealt with in accordance with the provisions of the relevant national laws and regulations, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association. In case of any inconsistency between these Terms of Reference and the national laws and regulations promulgated in the future, the securities regulatory rules of the place where the Company's shares are listed or the Articles of Association as amended by legal procedures, the latter shall prevail.

Article 35 These Terms of Reference shall be formulated, amended and interpreted by the Board of the Company.

Article 36 These Terms of Reference shall be considered and approved by the Board of the Company, and become effective and be implemented from the date on which H shares issued by the Company are filed with the China Securities Regulatory Commission and listed and traded on the Hong Kong Stock Exchange.

Board of Directors of
Mabwell (Shanghai) Bioscience Co., Ltd.
April 2026