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 Nomination Committee of the Board of Directors

Chapter 1 General Provisions

Article 1 To improve the selection of directors and senior management, optimize the composition of the Board of Directors, and enhance the corporate governance structure of Vigonvita Life Sciences Co., Ltd. (the "Company"), the Company hereby establishes a nomination committee under the Board of Directors (the "Nomination Committee") and formulates these Terms of Reference 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 Nomination Committee is a specialized committee established by the Board of Directors, primarily responsible for identifying and recommending candidates for the positions of directors and senior management, as well as defining the selection criteria and procedures.

Chapter 2 Composition

Article 3 The Nomination Committee shall consist of not fewer than three directors, with independent non-executive directors constituting the majority and at least one director shall be of a different gender.

Article 4 Members of the Nomination 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 5 The Nomination Committee shall have a chair (the "Chair"), who shall be the chairman of the Board or an independent non-executive director among the members of the Nomination Committee. The Chair shall preside over the work of the committee and shall be appointed by the Board of Directors.

Article 6 The term of the Nomination Committee shall align with that of the Board. Upon expiration of their term, members may be re-elected to serve consecutive terms. If a member ceases to serve as a director of the Company during their term, they shall automatically lose their membership, and the Board shall fill the vacancy in accordance with the provisions of these Rules.

Chapter 3 Secretary

Article 7 The Secretary of the Nomination Committee shall be any one of the company secretaries or joint company secretaries.

Article 8 The Nomination Committee may, from time to time, appoint any other person with appropriate qualifications and experience as the Secretary of the Nomination Committee.

Chapter 4 Duties and Authorities

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

(I) review the structure, size and composition of the Board of Directors (including skills, knowledge, experience and diversity) at least once a year, assist the Board in maintaining a Board skill matrix, and recommend any changes to the Board of Directors required to match the Company's strategy;

(II) identify, on an ongoing basis, individuals suitably qualified to become Board members, select or recommend nominees for directorships and advise the Board accordingly;

(III) assess the independence of independent non-executive directors;

(IV) make recommendations to the Board on the appointment or re-appointment of directors and on succession planning for directors, in particular the chairman of the Board and the chief executive officer;

(V) review the board diversity policy (the "Board Diversity Policy"), the measurable objectives set by the Board from time to time to implement the Board Diversity Policy, and progress towards achieving them, and disclose the Board Diversity Policy or a summary of it in the Corporate Governance Report;

(VI) support the Company's regular evaluation of the Board's performance;

(VII) if the Board proposes a resolution at a shareholders' meeting to elect an individual as an independent non-executive director, the circular and/or explanatory statement to shareholders accompanying the notice of that meeting must set out: (1) the process used to identify the candidate, the reasons the Board believes the candidate should be elected and why it considers the candidate to be independent; (2) if the candidate will hold a directorship in seven or more listed companies, the reasons the Board believes the candidate will still be able to devote sufficient time to fulfill his/her duties as director; (3) the perspectives, skills and experience the candidate can bring to the Board; and (4) how the candidate will contribute to Board diversity;

(VIII) review the implementation and effectiveness of the Company's mechanisms for ensuring independent views and inputs are available to the Board;

(IX) report to the Board on its decisions or recommendations, unless restricted by legal or regulatory requirements;

(X) comply with any other requirements on the duties and authorities of Nomination Committee members under the Hong Kong Listing Rules as amended from time to time; and

(XI) exercise other powers granted by the Board of Directors.

Article 10 The Nomination Committee is accountable to the Board; its proposals are submitted to the Board for deliberation and decision. Controlling shareholders must, in the absence of adequate justification or reliable evidence, give due respect to the committee's recommendations and may not propose alternative candidates for directors or senior management.

Article 11 The Nomination Committee is authorized by the Board to obtain from any employee any information it requires to discharge its duties. The Nomination Committee shall be provided with adequate resources to fulfill its responsibilities.

Article 12 The Chair of the Nomination Committee or, in their absence, another member of the Nomination Committee (who must be an independent non-executive director) shall attend the Company's annual general meeting and respond to questions from shareholders regarding the activities of the Nomination Committee and their responsibilities.

Chapter 5 Decision-making Procedures

Article 13 In accordance with applicable laws and regulations, the Hong Kong Listing Rules and the Articles of Association, and taking into account the Company's actual circumstances, the Nomination Committee shall study the qualifications, selection procedures and term of office for directors and senior management. Its resolutions shall be placed on record, submitted to the Board for approval and then implemented.

Article 14 Selection procedure for directors and senior management:

(I) the Nomination Committee shall actively consult relevant departments of the Company to assess its needs for new directors or senior management and document its findings;

(II) the Nomination Committee may search broadly for candidates for directors and senior management within the Company, its holding or associated companies, the talent market or any other appropriate source;

(III) the Nomination Committee shall collect detailed information on each preliminary candidate – profession, academic qualifications, professional titles, full employment history and all part-time jobs, and document such information;

(IV) the proposed candidate's written consent to the nomination must be obtained; otherwise he/she may not be put forward as a candidate for director or member of senior management;

(V) the Nomination Committee shall convene a meeting to review the preliminary candidates against the eligibility criteria for directors or senior management;

(VI) one to two months before the election of new directors or the appointment of new senior management, the committee shall submit to the Board recommendations and relevant materials regarding candidate directors and newly appointed senior management personnel;

(VII) any further steps shall be taken in accordance with the Board's decisions and feedback.

Chapter 6 Rules of Procedure

Article 15 When necessary, members of the Nomination Committee may convene a meeting at any time.

Article 16 Notice of a Nomination Committee meeting must be given to all members at least three days in advance. The meeting shall be presided over by the Chair; if the Chair is unable to attend, he/she may delegate another member (who must be an independent non-executive director) to preside over the meeting. With the unanimous consent of all members, the above notice period may be waived. Notwithstanding the notice period, attendance by a Nomination Committee member at the meeting shall itself constitute waiver of the required notice period.

Article 17 A Nomination Committee meeting may be held only when attended by at least two-thirds of its members. Each member is entitled to one vote, and resolutions must be passed by a simple majority of all committee members.

Article 18 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 Nomination Committee meeting require approval by a majority of the Nomination Committee members present.

Article 19 A written resolution adopted and signed by all members of the Nomination Committee is also valid and has the same effect as if it had been passed at a duly convened meeting.

Article 20 Where necessary, directors and senior management of the Company may be invited to attend meetings of the Nomination Committee. Only Nomination Committee members may vote at Nomination Committee meetings.

Article 21 When required, the Nomination Committee may engage professional intermediaries to provide advice for its decision-making, with the costs borne by the Company.

Article 22 The convening procedures, voting methods, and resolutions of Nomination Committee meetings must comply with applicable laws and regulations, the Hong Kong Listing Rules, the Articles of Association, and these Rules.

Article 23 Minutes shall be taken at every Nomination Committee meeting. Members attending the meeting shall sign the minutes. The minutes shall be kept by the secretary of the Board or the Secretary of the Nomination Committee for inspection by all directors. Draft and final versions of the minutes shall be sent to all members of the Nomination 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 24 Resolutions passed at Nomination Committee meetings and voting results shall be reported to the Board in writing.

Article 25 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 26 These Terms of Reference shall take effect and come into force upon approval by the Board. The Terms of Reference of the Nomination Committee of the Board of Directors of the Company currently in force shall become null and void automatically on the date when these Terms of Reference come into effect.

Article 27 Matters not covered by these Terms of Reference shall be handled in accordance with the applicable laws and regulations, the Hong Kong Listing Rules, any other requirements of Hong Kong securities regulatory authorities, and the relevant provisions of the Articles of Association. Should any provision herein conflict with subsequently enacted or amended laws and regulations, the Hong Kong Listing Rules, any other requirements of Hong Kong securities regulatory authorities, or the existing or revised Articles of Association, the latter shall prevail.

Article 28 The right to interpret these Terms of Reference is vested in the Company's Board of Directors.

Article 29 In case of any discrepancy between the Chinese and English versions of these Terms of Reference, the Chinese version shall prevail.