NASN Intelligent Tech (Zhejiang) Co., Ltd.

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

CHAPTER I General Provisions

Article 1 To strengthen the decision-making function of the Board of Directors, take precautionary measures and conduct professional audits, ensure the Board of Directors' effective supervision over the management, and improve the corporate governance structure, NASN Intelligent Tech (Zhejiang) Co., Ltd. (hereinafter referred to as the "**Company**") hereby establishes the Audit Committee of the Board of Directors and formulates these Terms of Reference in accordance with The Company Law of the People's Republic of China, the Articles of Association of NASN Intelligent Tech (Zhejiang) Co., Ltd. (hereinafter referred to as the "Articles of Association"), 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.

Article 2 The Audit Committee of the Board of Directors is a specialized working organization established by the Board of Directors in accordance with the Articles of Association. It is responsible to the Board of Directors and is mainly responsible for communicating with, and supervising and reviewing, the external audit, supervising the internal audit, and evaluating and improving the Company's internal control system.

CHAPTER II Composition

Article 3 The Audit Committee shall consist of three directors, who shall be non-executive Directors, including at least two independent non-executive Directors. At least one of the members shall be an independent non-executive Director who is an accounting professional or a person with financial management expertise. Members of the Audit Committee shall not have any relationship with the Company that may affect their independent and objective judgment.

A partner of the external auditor responsible for auditing the Company's accounts shall not serve as a member of the Audit Committee for a period of two years from whichever is the later of the following dates:

(i) the date on which he/she ceases to be a partner of that auditor; or

(ii) the date on which he/she ceases to have any financial interest in that auditor.

Article 4 Members of the Audit Committee shall be nominated by the chairman of the Board, at least one-half of the independent non-executive Directors, or one-third of all directors, and shall be elected by the Board of Directors.

Article 5 The Audit Committee shall have one chairman (convener), who shall be an independent non-executive Director and responsible for presiding over the work of the Committee. The chairman shall be appointed upon approval by the Board of Directors.

Article 6 The term of office of the Audit Committee is the same as that of the Board of Directors. Upon expiry of their term, members are eligible for re-election. During the term, if a member ceases to be a director of the Company or if a member who is required to be an independent non-executive Director no longer meets the independence requirements under the securities regulatory rules of the place where the Company's shares are listed, such member shall automatically be disqualified. The vacancy shall be filled by the Committee in accordance with the provisions of Articles 3 to 5 above.

A member of the Audit Committee may resign by submitting a resignation to the Board of Directors before the expiry of his/her term. The resignation report shall provide necessary explanations on the reasons for resignation and any matters that require the attention of the Company's Board of Directors. When the number of Audit Committee members falls below the minimum number stipulated in these Terms of Reference, the resigning member shall continue to perform his/her relevant duties until the succeeding member appointed by the Board of Directors takes office.

CHAPTER III Duties and Powers

Article 7 The main duties and powers of the Audit Committee are:

(i) to be primarily responsible for making recommendations to the Board of Directors on the appointment, reappointment and removal of the external auditor, to approve the remuneration and terms of engagement of the external auditor, and to handle any questions of resignation of the auditor or dismissal of the auditor;

(ii) to review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process in accordance with applicable standards; the Audit Committee shall discuss with the auditor the nature and scope of the audit and reporting obligations before the audit commences;

(iii) to develop and implement policy on the provision of non-audit services by the external auditor. 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 to the Board of Directors and make recommendations on any matters where action or improvement is needed;

(iv) to act as the key representative body between the Company and the external auditor, and to oversee their relationship;

(v) To review the Company's financial information, including monitoring the completeness of the Company's financial statements, annual reports and accounts, semi-annual reports and (if prepared for publication) quarterly reports, and to review the significant opinions on financial reporting contained therein. Before submitting the relevant statements and reports to the Board of Directors, it shall specifically review the following matters:

(1) any changes in accounting policies and practices;

(2) areas involving significant judgment;

(3) material adjustments arising from the audit;

(4) the going concern assumption and any qualified opinions;

(5) compliance with accounting standards;

(6) compliance with other securities regulatory rules and legal requirements of the place where the Company's shares are listed regarding financial reporting;

With regard to item (v) above: the members of the Committee shall liaise with the Board of Directors and the senior management of the Company. The Committee shall meet with the Company's external auditor at least twice annually. In addition, the Committee should consider any significant or unusual matters reflected or to be reflected in such reports and accounts, and should give due consideration to any matters raised by the Company's accounting and financial reporting staff, compliance department or external auditor;

(vi) To supervise and evaluate the Company's financial reporting system, risk management and internal control:

(1) to review the Company's financial controls, risk management system and internal control systems;

(2) to discuss the risk management and internal control systems with the management to ensure that the management has fulfilled its duty to establish an effective system. The discussion should cover the adequacy of the Company's resources, staff qualifications and experience in its accounting and financial reporting functions, as well as the sufficiency of staff training programs and the relevant budget;

(3) to study, on its own initiative or as delegated by the Board of Directors, the significant findings of investigations into matters of risk management and internal control and the management's response to those findings;

(4) to ensure that the work of the internal and external auditors is coordinated; to ensure that the internal audit function has adequate resources and appropriate standing within the Company; and to review and monitor the effectiveness of the internal audit function;

(5) to review the Company's financial and accounting policies and practices;

(6) to examine the Management Letter from the external auditors to the management, any significant questions raised by the external auditors to the management regarding accounting records, financial accounts, risk management or control systems, and the management's response;

(7) to ensure that the Board of Directors responds in a timely manner to the matters raised in the Management Letter from the external auditors to the management;

(8) to report to the Board of Directors on the above matters and other matters set out in the code provisions of Appendix C1 to the Hong Kong Listing Rules (and their amended provisions from time to time);

(vii) To review the Company's arrangements for its employees to raise concerns, in confidence, about possible improprieties in financial reporting, internal control or other matters, and to ensure that proper arrangements are in place for the fair and independent investigation of these matters and for appropriate follow-up action;

(viii) To guide and supervise the establishment and implementation of the internal audit system; To review the Company's annual internal audit work plan; To guide the effective operation of the internal audit department. The Company's internal audit department shall report its work to the Audit Committee, and all types of audit reports, rectification plans for audit issues and the status of rectification submitted by the internal audit department to the management shall be simultaneously submitted to the Audit Committee;

(ix) To review the Company's internal control system;

(x) Upon approval by a majority of all members of the Audit Committee, to submit the following matters to the Board of Directors for deliberation:

(1) disclosure of financial information in financial accounting reports and periodic reports, and internal control evaluation reports (if any);

(2) appointment or dismissal of the accounting firm engaged for the Company's audit business;

(3) appointment or dismissal of the person in charge of finance of the Company;

(4) changes to accounting policies or accounting estimates, or corrections of material accounting errors, for reasons other than a change in accounting standards;

(5) other matters stipulated by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association;

(xi) To supervise the management in the exercise of its powers and duties, including:

(1) to inspect the Company's finances;

(2) to supervise the conduct of directors and senior management in the performance of their duties, and to propose the removal of directors and senior management who violate laws, administrative regulations, the Articles of Association or resolutions of shareholders' general meetings;

(3) to require directors and senior management to rectify their conduct when it harms the interests of the Company;

(4) to propose the convening of an extraordinary general meeting, and to convene and preside over the general meeting when the Board of Directors fails to perform its duties of convening and presiding over general meetings as stipulated in the Articles of Association;

(5) to submit proposals to shareholders' general meetings;

(6) to initiate legal proceedings against directors and senior management in accordance with the provisions of the Company Law.

(xii) To review the following connected transactions, and to report to the Company's Board of Directors upon forming its review opinion: (1) transactions exceeding the caps of the existing framework agreements for connected transactions; (2) newly signed or renewed agreements upon the expiration of the existing framework agreements for connected transactions; and (3) new connected transactions;

(xiii) To be responsible for assessing and determining the Company's risks related to Environmental, Social and Governance;

(xiv) To handle other matters as authorized by the Board of Directors;

(xv) To perform other duties and handle other matters as stipulated by laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company's shares are listed, and these Terms of Reference.

Article 8 The Audit Committee is responsible to the Board of Directors.

CHAPTER IV Rules of Procedure

Article 9 The Audit Committee shall hold a meeting at least once every six months, convened by the chairman. All committee members shall be notified three days before the meeting, which shall be presided over by the chairman. An extraordinary meeting may be convened upon the proposal of two or more members, or when the chairman deems it necessary. The notice period may be waived with the written consent of more than half of the Audit Committee members. In case of an emergency, the convening of an extraordinary meeting is not subject to the aforementioned notice period restriction.

Article 10 In principle, meetings of the Audit Committee shall be held in person and require the attendance of at least two-thirds of all members to be convened, one of whom must be an independent non-executive Director. However, provided that all members are given the opportunity to express their opinions fully, meetings may also be held by means of electronic communication or by circulating written resolutions. The means of electronic communication refers to attending a meeting by telephone, video conference and other means. The method of circulating written resolutions refers to making decisions on proposals by delivering them for review separately or by circulation. The quorum for a meeting of the Audit Committee shall be two committee members, one of whom must be an independent non-executive Director.

Article 11 Meetings of the Audit Committee shall be presided over by the chairman of the Audit Committee. If the chairman of the Audit Committee is unable to attend, he/she may delegate another member (who must be an independent non-executive Director) to preside over the meeting. If no such delegation is made, a member (who must be an independent non-executive Director) shall be elected by a majority of the members present at the meeting to preside over it.

Article 12 Members shall attend meetings of the Audit Committee in person. If a member is unable to attend, he/she may authorize another member in writing to attend and vote on his/her behalf. The appointed representative attending and voting at the meeting shall submit the instrument of proxy to the chairman of the meeting before the meeting. The instrument of proxy shall specify the name of the principal, the name of the appointed representative, the matters to be proxied, voting instructions (for or against) on matters presented at the meeting, the scope of authorization and the period of validity, and shall be signed or sealed by the principal. The appointed representative shall exercise his/her rights within the scope of authorization. A principal who authorizes another member to attend a meeting on his/her behalf shall bear all legal responsibilities for any decisions made by the appointed representative within the scope of authorization.

A member of the Audit Committee who neither attends a meeting in person nor appoints another member to attend on his/her behalf shall be deemed absent from the relevant meeting. If a member of the Audit Committee is absent from two consecutive meetings, he/she shall be deemed unable to properly perform his/her duties, and the Company's Board of Directors may remove him/her from the committee.

Article 13 A meeting of the Audit Committee may be held only if at least two-thirds of its members are present. Each committee member shall have one vote. Resolutions made at the meeting must be passed by a majority of all committee members.

Article 14 The voting method for Audit Committee meetings shall be by a show of hands or by written ballot. Extraordinary meetings may be held and voted on by correspondence.

Article 15 The Audit Committee may request directors, senior management, internal and external audit personnel and others to attend meetings of the Audit Committee to answer any questions raised.

Article 16 The convening procedures, voting methods, and resolutions passed at meetings of the Audit Committee must comply with the provisions of relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are listed, the Articles of Association, and these Terms of Reference.

Article 17 Resolutions of the Audit Committee shall be recorded in meeting minutes as required, and the meeting minutes shall be true, accurate and complete. The minutes of Audit Committee meetings must be sufficiently detailed to record the matters considered and decisions reached by the Audit Committee and the external auditor, including any concerns raised or dissenting opinions expressed by directors. The committee members present at the meeting and the person taking the minutes shall sign the meeting minutes. The resolutions and minutes of meetings shall be kept by the Company Secretary for a period of not less than 10 years.

Article 18 The proposals and voting results passed at meetings of the Audit Committee shall be reported to the Company's Board of Directors in writing.

Article 19 All committee members present at and other persons attending the meeting have a duty of confidentiality regarding the matters discussed at the meeting and shall not disclose relevant information without authorization.

Article 20 The Audit Committee has the right to seek sufficient resources and administrative support from the Company's senior management and has independent access to the Company's senior management.

Article 21 The senior management shall support the work of the Audit Committee with the utmost good faith, ensuring that all necessary and appropriate data regarding the Group's operations, business, and status are provided to the Audit Committee in a timely manner for it to perform its duties. The Audit Committee has the right to require any member of the senior management and any employee of the Company to provide as comprehensive a response as possible to questions raised by any member of the Audit Committee as soon as possible. The data provided to the Audit Committee shall be accurate and complete, and its form and quality shall enable the Audit Committee to make informed decisions.

Article 22 Members of the Audit Committee may, where appropriate, make reasonable requests to seek independent professional advice for their decision-making, and the relevant expenses shall be borne by the Company.

Article 23 The Audit Committee shall report regularly to the Board of Directors on the matters set out in these Terms of Reference, including the work of the Audit Committee, unless prohibited from doing so by law or regulation.

CHAPTER V Supplementary Provisions

Article 24 These Terms of Reference shall take effect and be implemented from the date of their approval by a resolution of the Board of Directors.

Article 25 For matters not covered by these Terms of Reference, the relevant national laws, administrative regulations, departmental rules, normative documents, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association shall apply. In the event of any conflict between these Terms of Reference and any laws, regulations, regulatory rules of the stock exchange where the Company's shares are listed subsequently promulgated by the state, or the Articles of Association as amended through legal procedures, the provisions of the relevant national laws, regulations, regulatory rules of the stock exchange where the Company's shares are listed, and the Articles of Association shall prevail. These Terms of Reference shall be revised immediately and submitted to the Board of Directors for review and approval.

Article 26 The right of interpretation of these Terms of Reference belongs to the Board of Directors.