

TERMS OF REFERENCE OF THE AUDIT COMMITTEE

Adopted on 2 September 2019

(Amended on 20 March 2024)

**TERMS OF REFERENCE FOR THE
AUDIT COMMITTEE OF
SHANGHAI HENLIUS BIOTECH, INC.**

Definitions

1. For the purposes of this reference (the **Terms**):

Articles mean the articles of association of the Company and

Audit Committee mean the audit committee established by the Board in accordance with the Terms;

Board mean the board of directors of the Company and

Chief Financial Officer mean the person who is the chief financial officer of the Company as appointed by the Board of Directors;

Company mean Sang a Henri, B.V., Inc.;

Company Secretary mean the secretary of the Company and

Directors mean the members of the Board;

Group mean the Company and its subsidiaries;

Listing Rules mean the Rules Governing the Listing of Securities of the Securities Exchange of Hong Kong Limited (as amended from time to time);

Management mean and include the directors and the management of the Company and the Group;

Shareholders mean the shareholders of the Company of the Company; and

Stock Exchange mean the Securities Exchange of Hong Kong Limited.

Establishment

2. The Audit Committee shall be established by the Board in 2019.

Membership

3. The members of the Audit Committee shall be appointed by the Board of Directors and shall be independent non-executive directors and shall be appointed by the Board of Directors in accordance with the applicable provisions of the Listing Rules. The members of the Audit Committee shall be appointed by the Board of Directors in accordance with the applicable provisions of the Listing Rules.

4. A member of the Audit Committee shall be a full-time member of the Board of Directors and shall be appointed by the Board of Directors in accordance with the applicable provisions of the Listing Rules.

Authority

- 14. The Award Committee shall be established by the Board of Directors and shall have the authority to award, suspend, or revoke any award, and to recommend any action to be taken by the Board of Directors.
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Duties

16. The duties of the Award Committee shall include:

Recommendations to the Board of Directors

- (a) being a member of the Board of Directors, and shall have the authority to award, suspend, or revoke any award, and to recommend any action to be taken by the Board of Directors;
- (b) reviewing and recommending the award, nomination and acceptance of awards;
- (c) developing and implementing a program for awarding and recognizing the achievements of employees;
- (d) developing the award criteria, and evaluating the award, and recommending the award to the Board of Directors;
- (e) developing the award criteria, and evaluating the award, and recommending the award to the Board of Directors.

19. The Board of Directors of the company shall have the authority to issue and sell, from time to time, such additional shares of common stock as may be necessary to increase the authorized capital of the company to the amount of \$10,000,000.

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Terms available

21. The Board of Directors shall have the authority to issue and sell, from time to time, such additional shares of common stock as may be necessary to increase the authorized capital of the company to the amount of \$10,000,000.