GenFleet Therapeutics (Shanghai) Inc.

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2595)

Terms of Reference of the Audit Committee of the Board of Directors

(Revised version adopted on 24 March 2026)

Chapter I General Provisions

Article 1 In order to strengthen the decision-making function of the board of directors (the "**Board**") of GenFleet Therapeutics (Shanghai) Inc. (the "**Company**"), conduct pre-audit and professional audit, ensure the effective supervision of the Board over the management and further improve the corporate governance structure, the Company established the Audit Committee of the Board and formulated these Terms of Reference in accordance with the relevant provisions of the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**Hong Kong Listing Rules**") and the Articles of Association of GenFleet Therapeutics (Shanghai) Inc. (the "**Articles of Association**").

Article 2 The Audit Committee is a specialized working body under the Board and is mainly responsible for the supervision and review of the audits and internal control systems of the Company. It is accountable to and reports its work to the Board.

Members of the Audit Committee must ensure that they have sufficient time and energy to fulfill the duties of the Audit Committee, be diligent and responsible, practically and effectively supervise the Company's audit work, promote the establishment of effective internal control of the Company and provide true, accurate and complete financial reports.

Article 3 The Company shall provide the Audit Committee with necessary working conditions, and the Company's management and relevant departments shall provide cooperation when the Audit Committee performs its duties.

Chapter II Composition

Article 4 Members of the Audit Committee are appointed by the Board from the Board members (who must be non-executive directors) and consist of three or more members. Independent non-executive director members of the Audit Committee shall account for more than half of the total members thereof. At least one member shall be the independent non-executive director with the appropriate professional qualifications or accounting or related financial management expertise as stipulated in the Hong Kong Listing Rules.

Article 5 Members of the Audit Committee are nominated by the chairman of the Board or persons/entities as prescribed by laws and regulations, and elected by the Board.

Article 6 The Audit Committee shall have one chairman (convener) who shall be an independent non-executive director, responsible for presiding over the work of the Audit Committee; the convener of the Audit Committee shall be a person with professional qualifications.

(11) promoting and supporting policies and systems for anti-corruption laws and regulations;

(12) formulating and reviewing corporate governance policies and practices of the Company and making recommendations to the Board;

(13) reviewing and monitoring the training and continuing professional development of Directors and senior management personnel;

(14) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;

(15) formulating, reviewing, and monitoring codes of conduct and compliance manuals (if any) for employees and Directors;

(16) reviewing the Company's compliance with the Corporate Governance Code set out in Appendix C1 to the Hong Kong Listing Rules and the disclosures made in the Corporate Governance Report; and

(17) considering any other issues defined by the Board.

Article 13 The Audit Committee shall facilitate communications among the management, relevant departments and the external auditor, with duties including:

(1) facilitating the management's communication with the external auditor on significant audit matters;

(2) reporting to the Board on required actions or improvements deemed necessary by the Audit Committee, with recommendations;

(3) engaging intermediaries for professional advice at the Company's expense when the Audit Committee considers it necessary.

Article 14 The Audit Committee's authority shall also encompass:

(1) reviewing the arrangements available for employees of the Company to raise concerns, in confidence, about possible misconduct in respect of financial reporting, internal control or other matters, and ensuring that proper arrangements are in place for fair and independent investigation of such matters and for appropriate follow-up actions;

(2) acting as the primary representative between the Company and the external auditor, overseeing their relationship;

(3) other matters as prescribed by laws, regulations, the securities regulatory requirements of the place where the Company's securities are listed, and as authorized by the Board.

Article 15 The appointment or replacement of the external auditor by the Company shall be subject to the Audit Committee'

Article 16 The Audit Committee is accountable to the Board, and its proposals shall be submitted to the Board for consideration and decision.

Chapter IV Procedures of Decision Making

Article 17 The finance department of the Company is responsible for making preliminary preparation work for decision-making by the Audit Committee, and providing written information on relevant aspects of the Company:

(1) the Company's relevant financial reports, business reports and

Article 29 All committee members attending the meetings shall be obliged to keep confidential the matters discussed at the meetings and shall not disclose relevant information without authorization.

Chapter VI Supplementary Provisions

Article 30 Matters not covered in these Terms of Reference shall be implemented in accordance with the relevant national laws and regulations, the securities regulatory requirements of the place where the Company's shares are listed, and the provisions of the Articles of Association. In the event of any conflict between these Terms of Reference and any laws, regulations, securities regulatory requirements, or the Articles of Association as amended through lawful procedures and promulgated by relevant authorities in the future, such national laws and regulations, the securities regulatory requirements of the place where the Company's shares are listed, and the provisions of the Articles of Association shall prevail. These Terms of Reference shall be revised accordingly in a timely manner and submitted to the Board for consideration and approval.

Article 31 The Audit Committee shall, as required, disclose its terms of reference and publish them on the websites of the Stock Exch ( )Tj.16 Td [(R)-7 (22 0 Td ( )Tj 0.002 Tc -0.002 Tw 0.34 0 Td