TERMS OF REFERENCE OF THE NOMINATION COMMITTEE

Adop ed on 2 Sep embe 2019

(Amended on 27 J, ne 2025)

TERMS OF REFERENCE FOR THE

NOMINATION COMMITTEE OF

SHANGHAI HENLIUS BIOTECH, INC.

Definitions

1. Fo he p, po e of he e e m of efe ence (he ***Terms***):

   Articles mean he a icle of a ocia ion of he Compan ;

   Board mean he boa d of di ec o of he Compan ;

   Company mean Shanghai Henli, Bio ech, Inc.;

   Company Secretary mean he compan ec e a of he Compan ;

   Directors mean he membe of he Boa d;

   General Meeting mean he gene al mee ing of Sha eholde of he Compan ;

   Group mean he Compan and i , b idia ie ;

   Nomination Committee mean he nomina ion commi ee e abli hed b he e ol, ion of he Boa d in acco dance i h he e Te m ;

   Shareholders mean he ha eholde of he Compan f om ime o ime; and

   Stock Exchange mean The S ock E change of Hong Kong Limi ed.

Establishment

2. The Nomina ion Commi ee a e abli hed b e ol, ion of he Boa d on 2 Sep embe 2019.

Membership

3. The membe of he Nomina ion Commi ee hall be appoin ed b he Boa d f om among he Di ec o onl and hall con i of no le han h ee membe , a majo i of hom hall be indepenen non-e ec, i e Di ec o .

4. A , o , m hall be o membe of hom a lea one hall be an indepenen non-e ec, i e Di ec o .

5. Appoin men o he Nomina ion Commi ee hall be fo a pe iod of , p o h ee ea , hich ma be e ended b he Boa d p o ided ha a majo i of he commi ee membe emain indepenen non-e ec, i e Di ec o .

6. The Nomina ion Commi ee hall appoin a lea one Di ec o of diffe en gende .

7. The chai man of he Nomina ion Commi ee hall be appoin ed b he Boa d and hall be an indepenen non-e ec, i e Di ec o o he chai man of he Boa d.

Meetings

8. Mee ing hall be held a and hen app op ia e, b no le han once a ea .

9. An agenda and o he ele an doc men ho ld be en in f ll o all membe in a imel manne and a lea h ee da befo e he in ended da e of a mee ing of he Nomina ion Commi ee (o ch o he pe iod a ma be ag eed b i membe).

10. Mee ing of he Nomina ion Commi ee ma follo he ame p oced e a ho e fo mee ing of he Boa d nde he ele an p o i ion in he A icle , a amended f om ime o ime.

Annual general meetings

11. The chai man of he Nomina ion Commi ee (o in hi ab ence, hi d l appoin ed delega e) hall a end he Compan ' ann al gene al mee ing and be p epa ed o e pond o an Sha eholde ' e ion on he Nomina ion Commi ee' ac i i ie .

Authority

12. The Nomina ion Commi ee i a ho i ed b he Boa d o pe fo m an ac i i i hin he e Te m . I i a ho i ed o eek an info ma ion i e i e f om an emplo ee and all emplo ee a e di ec ed o co-ope a e i h he Nomina ion Commi ee.

13. The Nomina ion Commi ee i a ho i ed b he Boa d o ob ain, a he Compan ' e pen e, e e nal indepenen p ofe ional ad ice and o ec e he a endance of o ide i h ele an e pe ience and e pe i e if i con ide hi nece a . The Nomina ion Commi ee hall be p o ided i h fficien e o ce o pe fo m i d ie . The Nomina ion Commi ee hall be e pon ible fo e abli hing he elec ion c i e ia, elec ing, appoin ing and e ing he e m of efe ence fo an e e nal pa ho ad i e he Nomina ion Commi ee.

Duties

14. The d ie of he Nomina ion Commi ee hall incl de:

(a) e ie ing he c e, i e and compo i ion (incl ding he kill , kno ledge and e pe ience) e i ed of he Boa d a lea ann all , a i ing he Boa d in main aining a boa d kill ma i and making ecommenda ion on an p opo ed change o he Boa d o complemen he Compan ' co po a e a eg ;

(b) fo m la ing and e ie ing he polic of di e i of Boa d membe a app op ia e and p epa ing he app op ia e di clo e on he di e i polic in he co po a e go e nance epo ;

(c) gi ing f, ll con ide a ion o , cce ion planning fo Di ec o and o he enio e ec, i e in he co, e of i o k, aking in o acco, n he challenge and oppo , ni ie facing he Compan and ha kill and e pe i e a e he efo e needed on he Boa d in he f, , e;

(d) iden if ing indi id, al , i abl , alified o become Di ec o and elec ing o making ecommenda ion o he Boa d on he elec ion of indi id, al nomina ed fo di ec o hip;

(e) a e ing he independence of independen non-e ec, i e Di ec o ;

(f) making ecommenda ion o he Boa d on he nomina ion fo appoin men o e-appoin men b he Gene al Mee ing of Di ec o and , cce ion planning fo Di ec o , in pa ic, la he chai man and he chief e ec, i e;

(g) , ppo ing he Compan in a e ing he pe fo mance of he Boa d on eg, la ba i (a lea once fo e e o ea);

(h) befo e nomina ion a e made b he Boa d, e al, a ing he balance of kill , kno ledge and e pe ience on he Boa d, and, in he ligh of hi e al, a ion p epa ing a de c ip ion of he ole and capabili ie e , i ed fo a pa ic, la nomina ion. In iden if ing , i able candida e , he Nomina ion Commi ee hall (he e applicable and app op ia e):

(i) , e open ad e i ing o he e ice of e e nal ad i e o facili a e he ea ch;

(ii) con ide candida e f om a ide ange of backg o, nd ; and

(iii) con ide candida e on me i and again objec i e c i e ia, aking ca e ha appoin ee ha e eno, gh ime a ailable o de o e o he po i ion;

(i) keeping , nde e ie he leade hip need of he G o, p, bo h e ec, i e and non-e ec, i e Di ec o , i h a ie o en , ing he con in, ed abili of he G o, p o fap o

15. In e al, a ing and nomina ing an candida e fo di ec o hip, he follo ing c i e ia hall be con ide ed b he Nomina ion Commi ee and/o he Boa d:

(a) cha ac e and in eg i ;

(b) , alifica ion incl, ding p ofe ional , alifica ion , kill , kno ledge and e pe ience and di e i a pec , nde he Boa d Di e i Polic ha a e ele an o he Compan ' b, ine and co po a e a eg ;

(c) an mea , able objec i e ado ed fo achie ing di e i on he Boa d;

(d) he e , i emen fo he Boa d o ha e independen non-e ec, i e Di ec o in acco dance i h he Li ing R, le and he he candida e o, ld be con ide ed independen b efe ence o he independence g, ideline e o, in he Li ing R, le ;

(e) an po en ial con ib, ion he candida e can make o he Boa d in e m of , alifica ion , kill , e pe ience, independence and gende di e i ;

(f) he illingne and abili o de o e ade , a e ime o di cha ge d, ie a a membe of he Boa d and/o Boa d commi ee( ) of he Compan ; and

(g) , ch o he ma e ha a e app op ia e o he Compan ' b, ine and , cce ion plan, hich ma be amended b he Nomina ion Commi ee and/o he Boa d a and hen app op ia e.

16. The Nomina ion Commi ee hall al o make ecommenda ion o he Boa d conce ning:

(a) fo m, la ing plan fo , cce ion fo bo h e ec, i e and non-e ec, i e Di ec o ;

(b) , i able candida e fo he ole of independen non-e ec, i e Di ec o ;

(c) membe hip of he Compan ' a, di and em, ne a ion commi ee , in con , l a ion i h he chai men of ho e commi ee ;

(d) he nomina ion fo e-appoin men of an non-e ec, i e Di ec o a he concl, ion of hei pecified e m of office ha ing gi en d, e ega d o hei pe fo mance and abili o con in, e o con ib, e o he Boa d in he ligh of he kno ledge, kill and e pe ience e , i ed;

(e) he e-elec ion b he Gene al Mee ing of an Di ec o ha ing d, e ega d o hei pe fo mance and abili o con in, e o con ib, e o he Boa d in he ligh of he kno ledge, kill and e pe ience e , i ed; and

(f) an ma e ela ing o he con in, a ion in office of an Di ec o a an ime incl, ding he , pen ion o e mina ion of e ice of an e ec, i e Di ec o , bjec o he p o i ion of he la and hei e ice con ac .

Reporting procedures

17. F, ll min, e of he Nomina ion Commi ee' mee ing hall be kep b a d, l appoin ed ec e a of he mee ing (ho ho, ld no mall be he Compan Sec e a o a d, l appoin ed ep e en a i e). The min, e hall be made a ailable fo in pec ion on ea onable no ice b an Di ec o . Min, e of mee ing of he Nomina ion Commi ee hall eco d in , fficien de ail he ma e con ide ed b he Nomina ion Commi ee and deci ion eached, incl, ding an conce n ai ed b membe o di en ing ie e p e ed. D af and final e ion of min, e of , ch mee ing ho, ld be en o all membe of he Nomina ion Commi ee fo hei commen and eco d i hin a ea onable ime af e , ch mee ing .

18. Wi ho, p ej, dice o he gene ali of he d, ie of he Nomina ion Commi ee e o, in he e Te m , he Nomina ion Commi ee hall epo back o he Boa d and keep he Boa d