

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 Nomination Committee of the Board of Directors

(Revised version adopted on 24 March 2026)

CHAPTER I GENERAL PROVISIONS

Article 1 In order to regulate the appointment of directors and senior management members of GenFleet Therapeutics (Shanghai) Inc. (the “**Company**”), optimize the composition of the board of directors (the “**Board**”) and improve the corporate governance structure, the Company established the Nomination 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 and the Articles of Association of GenFleet Therapeutics (Shanghai) Inc. (the “

CHAPTER III RESPONSIBILITIES AND AUTHORITIES

Article 7 The main responsibilities and authorities of the Nomination Committee shall be as follows:

- (1) to review the structure, size and composition (including skills, knowledge and experience) of the Board at least annually, assist the Board in compiling a board skills chart, and make recommendations on any proposed changes to the Board to complement the corporate strategy of the Company;
- (2) to study and make recommendations to the Board on the selection criteria and procedure of directors and senior management;
- (3) to make recommendations to the Board on the appointment or reappointment of directors and succession plans for directors, in particular the chairman and general manager;
- (4) to search extensively individuals suitably qualified to be members of the Board and senior management and select and nominate such person for the position of director and senior management or conduct a review and make recommendations to the Board on such selection and nomination;
- (5) to review and make recommendations to the Board on the candidates of directors and senior management;
- (6) to review and make recommendations to other senior management that need to be brought to the Board for appointment;
- (7) to assess the independence of independent non-executive directors, and support the Company's regular evaluation of the Board's performance;
- (8) to review and assess each Director's time commitment and contribution to the Board as well as the Director's ability to discharge his or her responsibilities effectively;
- (9) to support the Company's regular evaluation of the Board's performance;
- (10) to formulate a policy concerning the diversity of Board members and disclose the policy in the corporate governance report;
- (11) to report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so;
- (12) other matters that are authorized by the Board.

Article 8 The Nomination Committee is accountable to the Board, and its proposals shall be submitted to the Board for review and decision.

Article 9 Where necessary, the Nomination Committee shall seek independent professional opinions while performing its responsibilities, the cost of which shall be borne by the Company.

CHAPTER IV PROCEDURES OF DECISION MAKING

Article 10 In accordance with the relevant laws, administrative regulations, other regulatory documents, the securities regulatory rules of the place where the Company's shares are listed and the Articles of Association, and in light of the Company's actual circumstances, the Nomination Committee shall review the selection criteria and procedures as well as the term of office of the Company's directors and senior management, and formulate resolutions and submit the same for the approval of the Board and implement

Article 14 The meetings of the Nomination Committee shall be held only in the presence of more than two-thirds of the members, and one of whom must be an independent non-executive Director. Members of the Nomination Committee shall attend the meetings in person and clearly deliver their opinions on matters reviewed. If they are not able to attend the meeting for certain reasons, they may delegate other members to attend the meeting and give opinions on their behalf with a power of attorney signed by them. The power of attorney shall specify the scope of authorization and the term of validity. Each member can only be represented by one person at most. When an independent non-executive Director is not able to attend the meeting due to certain reasons, he or she shall delegate another independent non-executive Director to attend the meeting on his or her behalf. A valid power of attorney shall be submitted to the chairman of the meeting no later than the voting of the meeting.

Article 15 If a member of the Nomination Committee neither attends the meeting in person nor appoints another member to attend the meeting on his/her behalf, he/she is deemed to be absent from the relevant meeting. If a member of the Nomination Committee fails to attend two consecutive meetings and has not appointed other members to attend on his/her behalf, he/she is deemed to be unable to perform his/her duties and powers properly, and the Board may remove him/her from his/her position as a member.

