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 "**Articles of Association**").

Article 2 The Nomination Committee is a specialized working body under the Board and is mainly responsible for selecting the candidates for directors and senior management members of the Company and the selection criteria and procedures and making recommendations thereon.

CHAPTER II COMPOSITION

Article 3 Members of the Nomination Committee shall consist of three or more directors, the majority of whom shall be independent non-executive directors. The members shall include at least one irector of a different gender.

Article 4 Members of the Nomination Committee are nominated by the chairman of the Board or persons/entities as prescribed by laws and regulations, and elected by the Board.

Article 5 The Nomination Committee shall have one chairman (convener) who shall be the Chairman of the Board or an independent non-executive director, responsible for presiding over the work of the Committee; the chairman shall be elected from the members, subject to the approval of the Board. When the chairman of the Committee is unable or unavailable to perform his/her duties, he/she shall designate another member to act on his/her behalf.

Article 6 Members of the Nomination Committee shall serve for the same term as the Board and may serve consecutive terms if re-elected upon expiration of the term of office. Any member of the Committee who ceases to be a director of the Company shall automatically become disqualified, and the Committee shall appoint a replacement to fill in the vacancy caused by such disqualification in accordance with the provisions of Articles 3 to 5 mentioned above.

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 accordingly.

Article 11 The selection procedures of directors and senior management are as follows:

(1) the Nomination Committee shall actively communicate with the relevant departments and study the Company's need for any new directors and senior management and present such information in writing;

(2) the Nomination Committee may search extensively for candidates for directors and senior management from within the Company, any entity in which the Company holds an interest (controlling or otherwise), and the job market;

(3) to gather information about the occupation, academic qualifications, positions, detailed work experience and all the concurrent posts, full-time or part-time, of the candidates and present such information in writing;

(4) to seek the nominee's consent to nomination; otherwise, the nominee cannot be a candidate for director or senior management;

(5) to convene a meeting of the Nomination Committee to review the qualifications of the shortlisted candidates based on the qualifications for the appointment of directors and senior management;

(6) to submit proposals and relevant materials to the Board on the candidates for directors and new senior management members within the reasonable time limit prior to the election of new directors and the appointment of new senior management members;

(7) to carry out other follow-up work based on resolutions and feedbacks of the Board.

CHAPTER V RULES OF PROCEDURES

Article 12 The Nomination Committee shall be chaired by the chairman of the Board or an independent non-executive Director, and the meetings of the Nomination Committee shall be held when needed.

The meetings of the Nomination Committee shall be notified to all members three

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. Meeting can be attended in person or via telephone or video conferencing. The members of the Nomination Committee can attend the meeting via telephone or similar communication device (all persons attending such meeting shall be able to hear from such member via such communication device).

Article 16 Each member shall have one vote. Resolutions proposed at the meetings must be approved by more than half of all members of the Committee. Any member of the Nomination Committee shall abstain from voting if he or she has conflicts of interest in the matters considered at the meeting. Matters that cannot be commented on by the Nomination Committee due to the withdrawal of members from the meeting, shall be directly proposed to the Board for consideration.

Article 17 Voting at meetings of the Nomination Committee shall be conducted by a show of hands or on a poll; the Nomination Committee meetings may be held and resolutions may be made by means of fax, telephone conference or written circulation, provided that the members are able to fully express their opinions, and the final resolutions shall be signed by the attending members.

Article 18 The Nomination Committee may, when necessary, invite directors and other senior management members of the Company to attend such meetings.

Article 19 The convening procedure of, and voting method and resolutions passed at, meetings of the Nomination Committee shall comply with the requirements of the relevant laws, regulations, Articles of Association and these Terms of Reference.

Article 20 Minutes shall be taken for meetings of the Nomination Committee. All committee members present at the meeting shall sign the minutes; the retention period of the meeting minutes shall not be less than 10 years.

Article 21 Proposals adopted at meetings of the Nomination Committee and the results of voting thereon shall be reported in writing to the Board of the Company.

Article 22 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.