

ImmuneOnco Biopharmaceuticals (Shanghai) Inc.

Terms of Reference of the Nomination Committee

Chapter 1 General Provisions

Article 1 Pursuant to the Company Law of the PRC (the “**Company Law**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Corporate Governance Code as set out in Appendix 14 to the Listing Rules and other relevant laws, regulations, regulatory documents as well as the Articles of Association of ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (the “**Articles of Association**”) applicable after the issuance of H shares, ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (the “**Company**”) hereby, establishes the Nomination Committee of the Board of Directors and formulates the Terms of Reference of the Nomination Committee of the Board of ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (the “**Terms of Reference**”) based on the actual conditions of the Company, in order to regulate the appointment of directors and senior management, optimize the composition of the Board and enhance its corporate governance structure.

Article 2 The Nomination Committee of our Board is a specialized working body under the Board of the Company, which is principally responsible for considering selection of directors (including independent non-executive directors) and senior management of the Company, the selection criteria and procedures thereof, as well as putting forward opinions and recommendations to the Board.

The senior management mentioned in the Terms of Reference refers to the general manager, deputy general manager, the secretary of the Board, chief financial officer, senior research and development director and other personnel appointed by the Board as senior management of the Company. The “general manager” mentioned in the Terms of Reference refers to the “manager” mentioned in the Company Law.

Chapter 2 Composition

Article 3 The Nomination Committee shall consist of three or an odd number of over three directors. Half or more of the members of the Nomination Committee shall be independent non-executive directors.

Article 4 Members of the Nomination Committee shall be nominated by the chairman of the Board or jointly by one-third or more of members of the Board, and shall be elected by a majority of all directors of the Board.

Article 5 The Nomination Committee shall have one convener being the chairman of the Nomination Committee, who shall be an independent non-executive director. The chairman of the Nomination Committee shall be appointed and removed by the Board and shall be responsible for presiding over the works of the Nomination Committee. When the chairman of the Nomination Committee is unable to or fails to perform his/her duties, an independent non-executive director shall be elected by half or more of the members to perform the chairman's duties. After the proposal of electing members of the Nomination Committee has been approved, the new members of the Nomination Committee shall take office immediately after the conclusion of the meeting of the Board.

Article 6 The term of office of the Nomination Committee shall be the same as that of the Board. A member may serve consecutive terms if re-elected upon expiry of his/her term of office. During his/her term of office, if any member ceases to be a director of the Company, or any member with the capacity of an independent non-executive director ceases to have the independence as stated in the Company Law, the Articles of Association and the Listing Rules, his/her membership in the Nomination Committee shall lapse automatically. A member of the Nomination Committee may submit his/her resignation report in writing to the Board prior to the expiry of his/her term of office to resign from his/her position in the Nomination Committee. The resignation report shall contain such reasons for resignation and matters which require the attention of the Board of the Company as necessary. Where the number of members of the Nomination Committee falls below the required minimum number specified in Article 3 and Article 5 of the Terms of Reference, the Board of Directors shall, according to the requirements of the Listing Rules, immediately state relevant details and reasons by announcement, and fill the vacancy according to Article 3 to Article 5 of the Terms of Reference within three months from the date when the aforementioned requirements are not met. The term of office for the member filling the vacancy shall expire upon the expiration of his/her term of office as a director. A member of the Nomination Committee shall not, before the expiry of his/her term of office, be relieved of his/her duties without causes except for the situations that prevent such member from holding office as specified in the Company Law, the Articles of Association or the Listing Rules.

The secretary of the Board shall be responsible for the Nomination Committee's daily communication, arrangement of meetings and implementation of the relevant resolutions of the Committee.

Chapter 3 Duties and Authorities

Article 7 The specific duties of the Nomination Committee mainly include:

- (I) to consider and draw up the criteria and procedures for selecting directors and senior management and make recommendations thereon to the Board. Factors to be considered include but are not limited to cultural and educational background and work experience;
- (II) to identify candidates suitably qualified to become directors and make nominations to the Board, to review and make recommendations on candidates for directors of the Company (in particular the chairman of the Board);
- (III) to identify candidates suitably qualified to become senior management, to review and make recommendations on candidates for senior management of the Company (in particular the general manager);
- (IV) to review the independence of independent non-executive directors; where the Board of Directors proposes to elect an individual as an independent non-executive director at the shareholders' general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant shareholders' general meeting:
 - a) the procedures used for identifying the individual and why the Board of Directors believes the individual should be elected and the reasons why it considers the individual to be independent;
 - b) if the proposed independent non-executive director will be holding his/her seventh (or more) listed company directorship, why the Board of Directors believes the individual would still be able to devote sufficient time to the Board;
 - c) the perspectives, skills and experience that the individual can bring to the Board; and
 - d) how the individual contributes to diversity of the Board.

- (V) to review the structure, size and composition (including the skills, knowledge and experience) of the Board of Directors at least annually and make recommendations on any proposed changes to the Board to complement the Company's strategies; to make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors, in particular the chairman and CEO (if applicable); to assess the structure of the committees under the Board, recommend members to the relevant committees from among the directors, and submit to the Board for approval;
- (VI) to establish reserve plans for directors and senior management, and to update and supplement the plans at any time;
- (VII) to evaluate the director's work, and put forward opinions or suggestions on the replacement, reappointment or succession of directors (including the chairman of the Board and the general manager) based on the evaluation results;
- (VIII) to formulate, and, where appropriate, review and implement the Board diversity policy adopted by the Board from time to time, review the progress of achieving goals, and disclose the relevant reviewed policies or their summary in the Company's annual report;
- (IX) other matters prescribed by relevant laws, administrative regulations, the Listing Rules and the Articles of Association and authorized by the Board.

Article 8 The Nomination Committee has the right to exercise any authority granted by the Board when deemed necessary.

Article 9 The Nomination Committee shall be accountable to the Board. The recommendations made by the Committee shall be submitted to the Board for consideration and approval, among which, resolutions on the nomination of candidates for directors shall, upon approval by the Board, be submitted to the shareholders' general meeting for consideration and approval prior to implementation. In the absence of sufficient reasons or reliable evidence, the controlling shareholders shall fully respect the proposals made by the Nomination Committee and shall not propose substitutive candidates for the roles of directors and senior management.

Article 10 The Nomination Committee shall make available its Terms of Reference explaining its role and the authority delegated to it by the Board on the websites of The Stock Exchange of Hong Kong Limited (The “**Hong Kong Stock Exchange**”) and the Company.

Chapter 4 Working Procedures

Article 11 The human resources department of the Company is the day-to-day working body of the Nomination Committee. It is responsible for the preliminary preparation of the Nomination Committee meetings and assist in preparing relevant materials for the meetings.

Article 12 The selection procedures of directors and senior management are as follows:

- (I) the human resources department and the Nomination Committee shall actively communicate with the relevant departments of the Company to assess the demand for new directors and senior management, and come up with written materials;
- (II) the Nomination Committee may extensively seek for candidates for directors and senior management within the Company, its holding (shareholding) enterprises as well as the job market;
- (III) the Nomination Committee shall collect and learn the information of the occupation, education background, job title, detailed working experience and all the part-time jobs of the initially proposed candidates, and produce materials in writing;
- (IV) to seek for the nominee’s written consent to the nomination, otherwise, he/she shall not be considered as a candidate for directors and senior management;
- (V) to convene Nomination Committee meetings to review the qualifications of the initially proposed candidates according to the job requirements of directors and senior management;
- (VI) to submit proposals and the relevant materials to the Board in respect of candidates of directors and senior management within a reasonable period of time prior to the election of new directors and senior management;
- (VII) to carry out other follow-up work according to the decision and feedback of the Board.

Article 13 The chairman of the Nomination Committee or (if the chairman is absent) another member of the Nomination Committee (who must be an independent non-executive director) shall attend the shareholders' annual general meeting of the Company and respond to the enquiries from shareholders regarding the activities and responsibilities of the Nomination Committee.

Chapter 5 Rules of Procedure

Article 14 Members of the Nomination Committee shall undertake the duties of loyalty and diligence towards the Company in accordance with laws, regulations and the Articles of Association. Proposals or recommendations raised at the Nomination Committee meeting must comply with the requirements of laws, regulations and the Articles of Association.

Article 15 There shall be regular and extraordinary meetings of the Nomination Committee.

Article 16 Regular meetings shall be held at least once a year. Extraordinary meetings of the Nomination Committee may be convened by the chairman of the Nomination Committee as he/she deems it necessary, upon the proposal of at least one half of the members of the Nomination Committee or recommendation of the chairman of the Board.

Article 17 Meetings of the Nomination Committee shall be convened by the chairman of the Nomination Committee. Notice of meeting, signed by the chairman of the Nomination Committee, and materials for meeting shall be delivered to all members of the Nomination Committee three days prior to the meeting. Upon unanimous consent of all members of the Nomination Committee, the requirement on such prior notice period may be exempted.

Article 18 Meetings of the Nomination Committee shall be presided over by the chairman of the Nomination Committee, in whose absence another member (independent non-executive director) who is authorized by the chairman of the Nomination Committee may preside over the meeting.

Article 19 The quorum of meetings of the Nomination Committee shall be at least two-thirds of the total members of the Nomination Committee, one of whom shall be an independent non-executive director. Members who cannot attend a meeting may authorize, in writing, other members to attend and vote on his/her behalf. The form of proxy, containing the name of the proxy, the matters delegated, the scope of authorization and the validity period of such authorization, and signed or stamped by the appointer, shall be submitted to the presider of the meeting no later than the time when voting takes place. If a member neither attends the meeting nor entrusts another member as his/her proxy to attend the meeting of the Nomination Committee, he/she shall be deemed to have waived the voting right at such meeting.

The resolutions made at the meetings shall be approved by a majority of all members, and relevant resolutions or opinions shall be signed by the participating members of the Nomination Committee. Each member shall have one vote and may vote “for”, “against” or “abstain” from voting on a given matter. Where the respective votes for and against a resolution are equal in number, the chairman of the Nomination Committee shall be entitled to have a casting vote.

Article 20 Meetings of the Nomination Committee may be held by on-site meetings, tele-conferences, video conferences, circulation of documents, facsimile, email or other appropriate means.

Article 21 The Nomination Committee may invite the directors, supervisors, senior management and external advisors of the Company to attend meetings of the Nomination Committee when necessary. Persons attending the meetings may explain or illustrate the matters discussed at the meetings, but non-members of the Nomination Committee shall have no voting rights.

Article 22 The Company should provide the Nomination Committee with sufficient resources to perform its duties. If necessary, the Nomination Committee may engage intermediary institutions to provide professional opinions for its decision-making. The employment term and service fees of the relevant intermediary institutions shall be decided by the Nomination Committee. The reasonable expenses shall be borne by the Company.

Article 23 The convening procedures, voting method and resolutions passed on the meetings of the Nomination Committee shall comply with the applicable laws, regulations, the Articles of Association, the Listing Rules and the Terms of Reference.

Article 24 The Nomination Committee shall keep written minutes of its meetings. Draft and final versions of the minutes of the meetings shall be circulated to all members of the Nomination Committee within a reasonable time after the meetings. The draft versions are for their comment and the final versions are for their record. The members present at the meetings shall sign the minutes of the meetings. Members present at the meetings shall have the right to make explanatory notes in the minutes regarding any statements made at the meetings. The minutes of the meetings shall be kept by the secretary to the Board.

Article 25 The Nomination Committee shall form a clear and definite conclusion on the resolutions under consideration, including: approval, rejection or consideration pending supplementary information. The resolutions and voting results passed at the meetings of the Nomination Committee shall be reported in writing to the Board.

Article 26 Members present at meetings of the Nomination Committee and other persons attending such meetings shall perform a duty of confidentiality regarding matters discussed at such meetings. No unauthorized disclosure of such information shall be allowed, unless otherwise stipulated under relevant laws, regulations and/or rules of regulatory bodies.

Chapter 6 Avoidance System

Article 27 Where a member of the Nomination Committee himself/herself or his/her immediate relatives, or other enterprises controlled by the member or his/her immediate relatives are interested, directly or indirectly, in any issue discussed at the meetings, the member shall disclose as soon as possible the nature and extent of the interest to the Nomination Committee.

Article 28 In the event of any such circumstances as set forth above, the interested member shall give a detailed explanation of the relevant circumstances at the meetings of the Nomination Committee and clearly indicate that he/she will recuse himself/herself from voting. However, if the other members of the Nomination Committee unanimously agree after discussion that such interests will not have a significant impact on the matter to be voted on, the interested member may participate in the voting.

In case the Board considers it inappropriate for the interested member to participate in the voting as mentioned in the preceding paragraph, it may revoke the voting results, and require the other uninterested members to vote on the relevant proposals again.

Article 29 The Nomination Committee shall consider and make a resolution on the proposal without counting interested members as a quorum. In case the quorum of the meeting of the Nomination Committee after the recusal of interested members is less than the minimum quorum, all the members (including interested members) shall make a resolution on the procedural issues regarding submitting such proposals to the Board for consideration, and the Board shall consider such proposals accordingly.

Article 30 The minutes and resolutions of the Nomination Committee meetings shall specify the fact that the interested members were not counted as a quorum and did not participate in the voting.

Chapter 7 Supplementary Provisions

Article 31 “More than” and “within” as referred to in the Terms of Reference shall include the number, and the words “majority” shall not include the number itself.

Article 32 This Terms of Reference are deliberated and approved by the Board of Directors, and shall come into force and be implemented from the day on which the H Shares in the Company’s public offering are listed and traded on the main board of Hong Kong Stock Exchange. The Terms of Reference shall be amended and interpreted by the Board of Directors. The former Terms of Reference of the Nomination Committee shall automatically become null and void from the effective date of this Terms of Reference.

Article 33 Matters not covered herein shall be implemented in accordance with the provisions of relevant laws, regulations, departmental regulations, the Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association. Where the Terms of Reference conflict with any provisions of relevant laws, regulations, departmental regulations, the Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed or the Articles of Association, such relevant laws, regulations, departmental regulations, the Listing Rules and any other regulatory rules of the place(s) where the shares of the Company are listed and the Articles of Association shall prevail, and the Terms of Reference shall be amended accordingly as soon as practicable and submitted to the Board for consideration and approval.

(In case of any inconsistency between the English and Chinese versions of this document, the Chinese version shall prevail.)