

**Amended and Restated Charter of the Compensation Committee  
of the  
Board of Directors  
of  
LianBio (the “Company”)**

I. Organization and Governance of the Committee. There shall be a committee of the Board of Directors (the “**Board**”) to be known as the Compensation Committee (the “**Committee**”). Members of the Committee will be appointed by the Board and may be removed at the Board’s discretion. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. Unless a Chairperson is elected by the Board, the members of the Committee may designate a Chairperson by a majority vote of the members of the Committee. The Committee shall be composed of at least two directors.

As long as the Company is a “controlled company” within the meaning of The Nasdaq Stock Market LLC (“**Nasdaq**”) corporate governance standards, the members of the Committee need not satisfy the independence requirements of The Nasdaq Stock Market LLC (“**Nasdaq**”). Upon the date on which the Company is no longer a controlled company, at least one Committee member shall qualify as a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and an “independent director” as defined by the Nasdaq listing standards then in effect; as of the date 90 days after the Company is no longer a controlled company, a majority of the Committee members shall satisfy such independence requirements; and as of the date one year after the Company is no longer a controlled company, each Committee member shall satisfy such independence requirements.

The Committee shall meet at least four times a year at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee may invite such members of management to its meetings as it deems appropriate. However, the Committee shall meet regularly without such members present, and in all cases the Chief Executive Officer (“**CEO**”) and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined.

In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- Any two members or the Chairperson of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting;
- Action may be taken by the Committee without a meeting if all of the members of the Committee indicate their approval thereof in writing; and

- The Committee shall have the authority to delegate to subcommittees of the Committee any of the responsibilities of the full Committee and to officers of the Company such responsibilities of the full Committee as may be permitted by applicable laws, rules or regulations and in accordance with the listing standards set forth by Nasdaq.

II. Statement of Purpose and Responsibilities; Powers. The Committee has direct responsibility and power to perform the following duties:

- Assist the Board in developing and reviewing potential candidates for executive positions;
- Review the Company's overall compensation strategy, including base salary, incentive compensation and equity-based grants, to provide for appropriate rewards and incentives for the Company's management and employees, taking into account whether such rewards and incentives encourage undue or inappropriate risk-taking by such personnel;
- Review and recommend to the Board for approval the corporate goals and objectives relevant to the CEO and other executive officers and evaluate the performance of the CEO and other executive officers in light of those goals and objectives (the Committee may take into account the recommendations of the CEO with respect to the evaluation of the other executive officers) and, either as a committee or together with the other independent directors (to the extent directed by the Board), determine and approve, or recommend to the Board for approval, the compensation for the CEO and other executive officers based on this evaluation with the deliberations and voting on the CEO's compensation to be conducted without the CEO present;
- Review, assess and make recommendations to the Board regarding the compensation of the directors;
- Oversee and administer the Company's equity-based plans, cash incentive plans, deferred compensation plans and management incentive compensation plans, grant awards under such plans and make recommendations to the Board about amendments to such plans (or approve amendments to such plans, to the extent authority to approve such amendments is provided therein) and the adoption of any new equity-based incentive compensation plans;
- Review, consider and select, to the extent determined to be advisable, a peer group of appropriate companies for purposes of benchmarking and analysis of compensation for executive officers and directors;
- Review and approve all employment contract and other compensation, severance and change-in-control arrangements for executive officers;
- Recommend to the Board any share ownership guidelines for executive officers and non-employee directors;
- In its sole discretion, appoint, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, which includes the sole authority and direct responsibility to approve such compensation consultant's or other adviser's fees and other retention

terms, to oversee the work of and to terminate such compensation consultant or other adviser, with the authority and responsibility to pay from funds of the Company reasonable compensation to such compensation consultant or other adviser retained by the Committee, with such funding to be provided by the Company, as appropriate, as determined by the Committee. However, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter;

- Before selecting or obtaining the advice of a compensation consultant, legal counsel or other adviser (other than the Company's in-house legal counsel), consider all factors relevant to the independence of such consultant, counsel or adviser from management, including the factors set forth in the Nasdaq listing standards then in effect and any other applicable laws, rules or regulations. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for the Company or that is customized based on parameters that are not developed by the adviser, and about which the adviser does not provide advice;
- Evaluate whether any compensation consultant retained or to be retained by the Committee has any conflict of interest in accordance with Item 407(e)(3)(iv) of Regulation S-K;
- If applicable, produce a compensation committee report on executive compensation and Compensation Discussion and Analysis for inclusion in the Company's annual proxy statement in accordance with the proxy rules;
- Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits;
- Oversee the Company's compliance with applicable rules and regulations promulgated by the Securities and Exchange Commission regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under Nasdaq rules that, with limited exceptions, shareholders approve equity compensation plans;
- Review the risks associated with the Company's compensation policies and practices, including an annual review of the Company's risk assessment of its compensation policies and practices for its employees;
- Review and assess the adequacy of this Charter and submit any changes to the Board for approval on an annual basis;
- Report its actions and any recommendations to the Board on a periodic basis; and

- Annually perform, or participate in, an evaluation of the performance of the Committee, the results of which shall be presented to the Board.

Adopted by the Board of Directors on September 16, 2022.