

**CHARTER OF THE NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE**

**OF THE**

**BOARD OF DIRECTORS**

**OF**

**LIANBIO (THE “COMPANY”)**

1. Organization and Governance of the Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee (the “Committee”) of the Company shall consist of not less than two members appointed by the Board of Directors (the “Board”) who shall satisfy the independence requirements of the Nasdaq Stock Market. The Company may avail itself of any phase-in rules or interpretations applicable to newly-listed companies. In order to fulfill its role, the Committee shall be organized and governed in the following manner:

- Committee members will be appointed and removed by the Board;
- Action may be taken by the Committee upon the affirmative vote of a majority of the members;
- 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;
- 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 forty-eight hours prior to the meeting;
- The Committee shall be 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;
- 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 may delegate its authority to a subcommittee.

2. Statement of Purpose. The purposes of the Committee are (i) to identify individuals qualified to become members of the Board, (ii) to recommend to the Board director nominees for the next annual meeting of shareholders, (iii) to develop and recommend to the Board a set of corporate governance principles applicable to the Company and (iv) to oversee the evaluation of the board and its dealings with management and appropriate committees of the board.

3. Goals and Responsibilities of the Committee. The responsibilities of the Committee shall include the following:

- Identify individuals qualified to become members of the Board consistent with criteria approved by the Board and the requirements of the Securities and Exchange Commission and Nasdaq Stock Market, and receiving nominations for such qualified individuals;
- Recommend to the Board the persons to be nominated for election as directors and to each committee of the Board;
- Consider shareholder director candidates and review and assess the policy under which the shareholders of the Company may recommend a candidate to the Committee for consideration for nomination as a director;
- Review and recommend committee slates on an annual basis;
- Recommend to the Board qualified candidates to fill vacancies on the Board;
- Develop and recommend to the Board a set of corporate governance principles applicable to the Company and review the principles on at least an annual basis;
- Review and make recommendations to the Board with respect to the Board leadership structure and Board committee structure;
- Review, in concert with the Board, the Company's policies with respect to significant issues of corporate public responsibility;
- Make recommendations to the Board processes for annual evaluations of the performance of the Board, the Company's Chief Executive Officer and committees of the Board;
- Oversee the process for annual evaluations of the Board, Chief Executive Officer and committees of the Board and certifying that performance of the Company's Chief Executive Officer and other members of executive management is being properly evaluated;
- Consider and report to the Board any questions of possible conflicts of interest of Board members (other than related party transactions, which shall be considered by the audit committee);
- Provide new director orientation and continuing education for existing directors on a periodic basis;
- Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company;
- Review and assess, at least annually, the adequacy of the nominating and corporate governance committee's charter; and

- Perform, on an annual basis, an evaluation of the performance of the nominating and corporate governance committee.

4. Powers of the Committee on Directors and Corporate Governance. In order to fulfill its role, the Committee shall have the authority to retain and terminate a search firm to assist in the identification of director candidates, and have the authority to approve the search firm's fees and other retention terms. The Committee shall also have the authority to retain legal, accounting or other experts that it determines to be necessary to carry out its duties and to determine compensation for such advisors.

5. Shareholder Nominations. When evaluating director candidates, the Committee will consider, in the same manner as any other candidate the Committee would consider, properly nominated candidates recommended by shareholders. To be considered properly nominated, shareholder nominations must, in addition to any requirements set for shareholder proposals in the Company's last annual proxy statement (including those related to timing of proposals), (i) be received in writing at the Company's principal executive officers; (ii) to the extent reasonably available to the nominating shareholder, provide information relating to the proposed nominee that would be required to be disclosed in a proxy statement pursuant to Regulation 14A of the U.S. Securities Exchange Act of 1934 (the "Exchange Act"), including the name, age, detailed biographical information of current and previous employment or occupations, relationships to the Company, and share ownership of the Company for the proposed nominee; (iii) provide the written consent of the individual being put forward as a proposed nominee to (A) be included in the Company's next proxy statement as a director candidate and (B) serve as a director, if elected; (iv) provide a statement explaining the qualifications of the proposed nominee in the opinion of the proposing shareholder describing the qualities that qualify the proposed nominee to serve on the Board; and (v) otherwise comply with Rule 14a-8 of the Exchange Act. The Committee may require any proposed nominee to furnish such other information as the Committee may reasonably require to determine the eligibility of the proposed nominee to serve on the Board and to determine the proposed nominee's independence under the Exchange Act and applicable Nasdaq rules.

Adopted by the Board of Directors on September 15, 2021.