Connect Biopharma Holdings Limited

COMPENSATION COMMITTEE CHARTER
(Amended and restated effective March 11, 2026)

I. Purpose

The purpose of the Compensation Committee (the "Committee") of the Board of Directors (the "Board") of Connect Biopharma Holdings Limited (the "Company") is to oversee the discharge of the responsibilities of the Board relating to compensation of the Company's executive officers and directors.

II. Composition

The Committee must consist of at least two directors, each of whom must satisfy the independence requirements of the Nasdaq Stock Market LLC (the "Nasdaq") rules, except as otherwise permitted by applicable Nasdaq rules, and meet all other eligibility requirements of applicable laws, subject to any available exception. Committee members must be appointed and may be removed, with or without cause, by the Board. Unless a Chair is designated by the Board, the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings, Procedures and Authority

The Committee has the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company's Memorandum and Articles of Association that are applicable to the Committee.

The Committee may, in its sole discretion, retain or obtain advice from compensation consultants, legal counsel or other advisers (independent or otherwise), provided that, preceding any such retention or advice, the Committee must take into consideration the applicable factors under Nasdaq rules. The Committee will be directly responsible for the appointment, compensation and oversight of any adviser it retains. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

In addition to the duties and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities consistent with this Charter, the purposes of the Committee, the Company's Memorandum and Articles of Association and applicable Nasdaq rules.

The Committee has the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer, employee or adviser of the Company to meet with the Committee or any advisers engaged by the Committee.

IV. Duties and Responsibilities

1. *CEO Compensation*. The Committee will review and recommend for approval to the Board the corporate goals and objectives used to determine any element of compensation for the Chief Executive Officer. The Board will evaluate the Chief Executive Officer's performance in light of these goals and objectives and, based upon this evaluation and the recommendations of the Compensation Committee, will set the Chief Executive Officer's compensation. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

2. *Other Executive Officer Evaluation and Compensation*. The Committee will oversee an evaluation of the executive officers other than the Chief Executive Officer and, after considering such evaluation, will review and set compensation of such executive officers.

3. *Director Compensation*. The Committee will review and make recommendations to the Board regarding director compensation.

4. *Incentive and Equity Compensation*. The Committee will review and approve the Company's incentive compensation and equity-based plans and arrangements (the "Plans"). The Committee has full authority to administer the Plans (except to the extent the terms of a Plan require administration by the full Board), and to make grants of cash-based and equity-based awards under the Plans.

5. *Clawback Policy.* The Committee will have the authority to approve or recommend to the Board the adoption of a "clawback policy" or similar policy or agreement between the Company and the Company's executive officers, or other employees, including any such policy required by applicable laws, rules and regulations, including applicable Securities and Exchange Commission and Nasdaq rules. The Committee will administer and oversee compliance with any such policies or agreements.

6. *Succession of Senior Executives*. The Committee shall periodically oversee and review the management continuity planning process, in its discretion, for key executive officers of the Company below the Chief Executive Officer level. Such planning process shall include contemplating transitional leadership in the event of an unplanned critical vacancy, as well as long-term succession planning, if feasible.

7. *Risk Management Related to Compensation Policies and Practices.* The Committee shall be responsible for designing and overseeing the Company's compensation philosophy, policies, plans and practices, including ensuring appropriate alignment of the interests of Company executives and employees with Company shareholders and that the elements of the Company's compensation policies and practices do not encourage excessive risk-taking. In doing so, the Committee may consider different incentive compensation policies and practices for different employee populations that mitigate or balance incentives.

8. *Reports to the Board of Directors.* The Committee must report regularly to the Board regarding the activities of the Committee.

9. *Committee Self-Evaluation.* The Committee must periodically perform an evaluation of the performance of the Committee.

10. *Regulatory Compliance*. The Committee shall monitor the Company's regulatory compliance with respect to compensation matters.

11. *Review of this Charter*. The Committee should annually review and reassess this Charter and submit any recommended changes to the Board for its consideration.

V. Delegation of Duties

In fulfilling its responsibilities, the Committee has the authority to delegate any or all of its responsibilities to a subcommittee of the Committee.

VI. Stockholders' Agreement

For so long as the Second Amended and Restated Shareholders Agreement, dated as of December 1, 2020, between the Company, its subsidiaries and certain of its shareholders is in effect, this Charter will be interpreted to be consistent with such agreement.