

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

This Nominating and Corporate Governance Committee Charter (the “Charter”) was adopted by the Board of Directors (the “Board”) of AnPac Bio-Medical Science Co., Ltd., a British Virgin Islands company (the “Company”) on October 31, 2019, and shall become effective immediately upon the completion of the Company’s initial public offering of its ordinary shares, in the form of American Depositary Shares, in the United States and elsewhere.

1. Purpose

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board is

- (1) to identify qualified candidates as consistent with the criteria approved by the Board as director nominees and recommending such candidates to the Board for selection for all directorships to be filled by the Board of by the shareholders;
- (2) to conduct annual review of the composition of the Board in light of the characteristics of independence, qualification, experience and availability of the Board members; and
- (3) to monitor the compliance with the Company’s Code of Business Conduct and Ethics, including reviewing the adequacy and effectiveness of the Company’s internal rules and procedures to ensure compliance with applicable laws and regulations.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Company’s memorandum and articles of association and bylaws, as amended and restated from time to time (collectively, the “Articles”). The powers and responsibilities delegated by the Board to the Committee in this Charter or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee’s sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

2. Membership

The Committee shall be composed of at least one director as determined by the Board, each of whom has experience and in the business judgment of the Board would be helpful in addressing the matters delegated to the Committee.

The members of the Committee, including the chairperson of the Committee (the “Chairperson”), shall be appointed by the Board. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such

action are later determined not to have satisfied the requirements for membership provided herein.

3. Meetings and Procedures

The Chairperson (or in his or her absence, a member designated by the Chairperson) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have 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 Articles that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis periodically or as the Committee deems necessary or desirable. The Chairperson or any member of the Committee may call a meeting of the Committee.

All non-management directors that are not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may, at its discretion, include in its meetings members of the Company's management, representatives of the independent auditor, the internal auditor, any other financial personnel employed or retained by the Company or any other person whose presence the Committee believes to be necessary or appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any persons it deems appropriate, including but not limited to, any non-management director that is not a member of the Committee.

The Committee will cause to be kept adequate minutes of all its proceedings. The Chairperson shall report to the Board following meetings of the Committee if requested by the Chairman of the Board.

4. Declaration of Interest

A member may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at such meeting, unless such member is disqualified by the chairman of the Committee, provided that (a) such member has declared the nature of his interest at meeting at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting after he knows that he is or has become so interested and (b) if such contract or arrangement is a transaction with a related party, such transaction has been approved by the audit committee of the Company.

5. Duties and Responsibilities

5.1 Nomination and Corporate Governance Related Duties

- (a) (i) At an appropriate time prior to each annual meeting of shareholders at which directors are to be elected or reelected, the Committee shall recommend to the Board for nomination by the Board such candidates as the Committee,

in the exercise of its judgment, has found to be well qualified in accordance with the criteria approved by the Board and willing and available to serve.

(ii) At an appropriate time after a vacancy arises on the Board or a director advises the Board of his or her intention to resign, the Committee shall recommend to the Board for appointment by the Board to fill such vacancy, such candidate as the Committee, in the exercise of its judgment, has found to be well qualified in accordance with the criteria approved by the Board and willing and available to serve.

(iii) In identifying candidates for membership on the Board, the Committee shall consider candidates recommended by shareholders, management and directors and shall take into account all factors the Committee considers appropriate, which shall include (i) minimum individual qualifications, including strength of character, mature judgment, industry knowledge or experience and an ability to work collegially with the other members of the Board, and (ii) all other factors it considers appropriate, which may include ability to make independent analytical inquiries, general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment, experience in the Company's industry and with relevant social policy concerns, understanding of the Company's business on a technical level, other board service and educational and professional background. The Committee should also consider the extent to which the candidate would fill a present need on the Board.

- (b) The Committee shall annually review the performance of each incumbent director and their characteristics such as independence, knowledge, skills, experience and diversity and shall consider the results of such evaluation when determining whether or not to recommend the nomination of such director for an additional term.
- (c) The Committee shall oversee the Board in the Board's periodic review of its own performance and the performance of management, and will make appropriate recommendations to improve performance. The Committee shall establish the evaluation criteria and implement the process for such evaluation.
- (d) The Committee shall advise the Board periodically with regards to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations and shall consider, prepare and recommend to the Board such policies, procedures and remedial actions with respect to corporate governance matters as may be required or required to be disclosed pursuant to any rules promulgated by the U.S. Securities and Exchange Commission or otherwise considered to be desirable and appropriate in the discretion of the Committee.
- (e) The Committee shall review management's monitoring of compliance with the Company's Code of Business Conduct and Ethics, consider any requests for

waivers of the Company's Code of Business Conduct and Ethics by directors, executive officers or employees of the Company and review any proposed transactions between the Company and its directors or executive officers.

- (f) The Committee shall oversee and approve the management continuity planning process, review and evaluate the succession plans, if any, relating to the executive officers of the Company, including plans related to unexpected occurrence, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

5.2 Other Duties

- (a) The Committee shall evaluate its own performance at least annually, including its compliance with this Charter, and provide any written material with respect to such evaluation to the Board, including any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
- (b) The Committee shall periodically report to the Board on its findings and actions.
- (c) The Committee shall make recommendations on the frequency and structure of board meetings and monitor the functioning of the other committees of the Board.
- (d) The Committee shall periodically review and reassess this Charter and submit any recommended changes to the Board for its consideration.

6. Investigations and Studies; Outside Advisers

The Committee shall have the sole authority, as it deems appropriate, conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and to retain and/or replace, as needed, any independent counsels, any search firm and other outside experts or advisers to be used to identify director candidates and perform other duties and responsibilities the board delegates to the Committee. The Committee may also utilize the services of the Company's regular legal counsels or other advisers to the Company. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any legal counsel, search firm or other adviser retained by the Committee. The Company shall provide for appropriate funding, as determined solely in the Committee's discretion, for payment of compensation to any such persons retained by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee may select a legal counsel, search firm or other adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- (a) The provision of other services to the Company by the person that employs the legal counsel, search firm or other adviser;

(b) The amount of fees received from the Company by the person that employs the legal counsel, search firm or other adviser, as a percentage of the total revenue of the person that employs the legal counsel, search firm or other adviser;

(c) The policies and procedures of the person that employs the legal counsel, search firm or other adviser that are designed to prevent conflicts of interest;

(d) Any business or personal relationship of the legal counsel, search firm or other adviser with a member of the Committee;

(e) Any share of the Company owned by the legal counsel, search firm or other adviser; and

(f) Any business or personal relationship of the legal counsel, search firm, other adviser or the person employing the adviser with an executive officer of the Company.

The Committee shall conduct the independence assessment with respect to any legal counsel, search firm or other adviser that provides advice to the Committee, other than: (1) in-house legal counsel; and (2) any legal counsel, search firm or other adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the legal counsel, search firm or other adviser, and about which the legal counsel, search firm or other adviser does not provide advice.

Nothing herein requires a legal counsel, search firm or other adviser to be independent, only that the Committee consider the enumerated independence factors before selecting or receiving advice from a legal counsel, search firm or other adviser. The Committee may select or receive advice from any legal counsel, search firm or other adviser it prefers, including ones that are not independent, after considering the six independence factors outlined above.

Nothing herein shall be construed: (1) to require the Committee to implement or act consistently with the advice or recommendations of the legal counsel, search firm or other adviser to the Committee; or (2) to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

7. Language Version

This Charter is written in both English and Chinese. In case of any discrepancy between the Chinese version and the English version, the English version shall prevail.

8. Others

This Charter is subject to subsequent revision and interpretation by the Board.