

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER
OF
NEONC TECHNOLOGIES HOLDINGS, INC.**

March 25, 2025

I. PURPOSE

The purpose of the Nominating and Governance Committee (the “Committee”) of the board of directors (the “Board”) of NeOnc Technologies Holdings, Inc. (the “Company”) is to assist the Board in overseeing the affairs of the Company to assure that it is in compliance with all applicable corporate governance requirements, including advising the Board regarding the structure, membership and composition of the Board and its committees, reviewing and assessing director independence, recommending candidates for election to the Board, and overseeing the annual Board evaluation process.

II. MEMBERSHIP

The Committee will consist of at least two independent directors in accordance with the applicable rules and regulations of the Securities and Exchange Commission (“SEC”) and The Nasdaq Stock Market LLC (“Nasdaq”). The members of the Committee will be appointed by and serve at the discretion of the Board.

III. NOMINATION/APPOINTMENT POLICY

The Committee believes that it is in the best interest of the Company and its stockholders to obtain highly qualified candidates to serve as members of the Board. The Committee will review with the Board the appropriate skills and attributes required of new and existing members of the Board in the context of the strategic direction of the Company and seek and recommend candidates for election and appointment with excellent decision-making ability, business experience, personal integrity and reputation, and other areas that are expected to contribute to an effective Board.

IV. RESPONSIBILITY

The Committee on an annual basis, or otherwise as necessary, will:

A. Review at least annually the qualifications of new and existing Board members, considering the level of independence of individual members in accordance with SEC and Nasdaq independence standards, together with such other factors as the Committee may deem appropriate, including overall skills and experience, affirmatively determine that the independent directors do not have any direct or indirect material relationship with the Company other than as a director.

B. Recommend the nominees for election to the Board at the annual meeting of stockholders.

C. Identify, select and make recommendations to the Board regarding candidates to fill any vacancy on the Board and/or any Board committee.

D. Evaluate the composition of the Board as a whole and each of its committees and recommend the number of members that shall serve on the Board.

E. Oversee the annual Board performance evaluation process, including the performance evaluation of each committee and individual members of the Board.

F. Assure that the process for the selection of directors and the process for stockholder nomination is fully disclosed to stockholders in the annual proxy statement, and ensure that a policy is in place for general communication between stockholders and the Board as required by SEC rules.

G. Review and report on corporate governance matters as directed by the Board.

H. Establish and review corporate governance guidelines, practices and policies, including evaluation of the Committee's performance and its charter on an annual basis, and recommend to the Board any changes.

I. Perform any other activities delegated to the Committee from time to time by the Board.

V. MEETINGS AND REPORTS

Meetings of the Committee shall be held in accordance with the bylaws of the Company. Notwithstanding the foregoing, the Committee will meet at least once annually to evaluate and make recommendations of qualified candidates for election to the Board at the annual meeting of stockholders. The Committee shall keep minutes of its meetings and provide a report of its activities and proceedings to the Board.

VI. Outside Advisors

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice and assistance of an executive search firm and such other consultants and advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation and oversee the work of such advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to such advisors.

The advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

VII. Structure and Operations

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet as often as may be deemed necessary or appropriate, in the judgment of

the chairperson, and at such times and places as the chairperson determines. The Committee shall meet in executive session without the presence of management of the Corporation, as appropriate. The Committee shall report regularly to the full Board with respect to its activities. 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 shall review this Charter at least annually and recommend any proposed changes to the Board for approval.