

**COMPENSATION COMMITTEE CHARTER
OF
NEONC TECHNOLOGIES HOLDINGS, INC.**

March 25, 2025

I. PURPOSE

The primary purpose of the Compensation Committee (the “Committee”) of NeOnc Technologies Holdings, Inc. (the “Company”) is to assist the board of directors (the “Board”) in carrying out its responsibilities relating to the compensation of the Company's directors and executive officers. The goals of the Committee are to provide fair compensation to executive officers based on their performance and provide incentives that attract and retain key executives. In addition, the Committee seeks to provide fair compensation to directors, taking into consideration compensation paid by comparable companies and the specific duties of each director.

II. RESPONSIBILITIES

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of NeOnc Technologies Holdings, Inc. (the “Company”) will be responsible for overseeing and, as appropriate, determining the annual salaries and other compensation of the Executive Officers (defined below) of the Company and the Company's general employee compensation and other policies, providing assistance and recommendations with respect to the compensation policies and practices of the Company, and assisting with the administration of the Company's compensation plans. The Committee will have the authority necessary to carry out its duties and responsibilities as set forth in this Charter and take any action reasonably related thereto, subject to any restrictions in the Company's certificate of incorporation or bylaws, as each may be amended from time to time, and applicable law.

In particular, the Committee will:

- On an annual basis, without the participation of the Chief Executive Officer during voting or deliberations, (i) review and approve the corporate goals and objectives with respect to compensation for the Chief Executive Officer, (ii) evaluate the Chief Executive Officer's performance in light of the established goals and objectives, and (iii) subject to any contractual commitments, set the Chief Executive Officer's compensation, including salary, bonus, incentive and equity compensation.
- On an annual basis, (i) review and approve the evaluation process and compensation structure for Company's executive officers (as defined under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) (“Executive Officers”) other than the Chief Executive Officer, (ii) review the Chief Executive Officer's evaluation of the performance, and his recommendations concerning the compensation, including salary, bonus, incentive and equity compensation, of the Executive Officers and (iii) subject to any contractual commitments, approve the compensation of the Executive Officers.

- Review and approve any employment agreement or severance or termination agreement or arrangement to be made with any Executive Officer.
- On an annual basis, and more frequently as matters are brought to the attention of the Committee, review and oversee Company's policies relating to the compensation of, and other matters relating to, its employees generally.
- As appropriate, approve the grants of stock options and other equity incentives to employees (under the Company's equity incentive plans or otherwise), make recommendations to the Board with respect to incentive compensation plans and equity-based plans and administer any incentive plans and bonus plans that include officers of Company.
- Assist the Board in developing and evaluating potential candidates for Executive Officer positions, including the Chief Executive Officer, and oversee the development of executive succession plans.
- Review and discuss the Compensation Discussion and Analysis (“CD&A”), if required to be included in the Company's proxy statement and annual report on Form 10-K, with management, and based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.
- To review and recommend to the Board for approval the frequency with which the Company will conduct say on pay votes, taking into account the results of the most recent stockholder advisory vote on frequency of say on pay votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the say on pay vote and the frequency of the say on pay vote to be included in the Company’s proxy statement.
- Oversee and monitor compliance with Securities and Exchange Commission (“SEC”) rules and regulations affecting employee compensation and benefits, and oversee all compensation-related disclosure requirements.
- Annually complete a self-evaluation and review this Charter and recommend any changes to the Board.
- Take such other actions and do such other things as may be referred to the Committee from time to time by the Board.

III. COMMITTEE COMPOSITION

The Committee shall have at least two members each of whom shall be appointed by the Board and shall qualify as “outside directors within the meaning of Internal Revenue Code Section 162(m) and as “non-employee” or “independent” directors in accordance with the applicable rules and regulations of the SEC and The NASDAQ Stock Market LLC. The Committee's chairperson shall be designated by the full Board or, if the Board does not do so, the Committee members shall elect a chairperson by vote of a majority of the full Committee.

IV. POLICIES AND PROCEDURES

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible in order to be able to best react to changing conditions, and to help ensure that the corporate accounting and reporting practices of Company meet or exceed all applicable legal and business standards. However, the Committee will:

- Determine whether to investigate any matter brought to its attention within the scope of its duties.
- Meet in an executive session at least annually, and more frequently as circumstances dictate.
- Be governed by majority vote of its members.
- Report the results of and any recommendations from each Committee meeting to the Board.

V. ADVISERS

The Committee has the authority, in its sole discretion, at Company expense, to select, obtain advice and seek assistance from internal and external legal, accounting and other advisors and to retain and terminate such advisors on such terms, including compensation, as the Committee may determine. In particular, the Committee:

- May in its sole discretion retain and terminate any compensation advisers, compensation consultants, legal counsel and other advisers (collectively, “Compensation Advisers”) as the Committee deems necessary to assist in carrying out its responsibilities.
- Shall be directly responsible for the appointment, compensation and oversight of the work of any Compensation Advisers retained by the Committee, with the reasonable compensation of such Compensation Advisers being borne by the Company.

The Committee may select or receive advice from a Compensation Adviser, including one that is not independent, only after taking into consideration the following factors:

- The Compensation Adviser’s or the Compensation Adviser’s firm’s provision of other services to the Company.
- Any business or personal relationships between the Compensation Adviser and members of the Committee.
- Any business or personal relationships between the Company’s executive officers and the Compensation Adviser or the Compensation Adviser’s firm.
- The Compensation Adviser’s ownership of the Company's stock.

- The amount of fees received from the Company by the Compensation Adviser’s firm, as a proportion of the firm’s revenue.
- Conflict of interest policies and procedures of the Compensation Adviser’s firm.

The Committee shall not be required to undertake an “independence” analysis for in-house legal counsel and for consultants, counsel or other advisers whose role is limited to (i) consulting on any broad-based employee benefit plans that do 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; and/or (ii) providing advice that either 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.

The Committee shall not be required to implement or act consistently with the advice or recommendations of any Compensation Adviser retained by the Committee or to affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.