

# SAGIMET BIOSCIENCES INC.

## AMENDED AND RESTATED COMPENSATION COMMITTEE CHARTER

Effective as of July 13, 2023

### I. General Statement of Purpose

The purpose of the Compensation Committee (the “Compensation Committee”) of the Board of Directors (the “Board”) of Sagimet Biosciences Inc. (the “Company”) is to discharge certain of the Board’s responsibilities relating to compensation of the Company’s non-employee directors and executive officers (the term “executive officer” shall be defined herein as it is in Rule 3b-7 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), oversee the Company’s overall compensation structure, policies and programs, and review the Company’s processes and procedures for the consideration and determination of non-employee director, executive officer and other senior management compensation. The primary objective of the Compensation Committee is to develop and implement compensation policies and plans that ensure the attraction and retention of key management personnel, the motivation of management to achieve the Company’s corporate goals and strategies, and the alignment of the interests of management with the long-term interests of the Company’s stockholders. The Compensation Committee may also review and discuss with management the Company’s key human resource management strategies and programs, including (i) diversity, equity and inclusion; (ii) employee health, safety and well-being and (iii) initiatives and programs related to corporate culture, employee engagement, and enterprise-wide talent development and succession planning.

### II. Composition

The number of individuals serving on the Compensation Committee shall be fixed by the Board from time to time but shall consist of no fewer than two members, each of whom shall satisfy the independence standards established pursuant to Rule 5605(a)(2) of the Nasdaq Stock Market Rules, subject to any applicable exceptions in the Nasdaq Stock Market Rules. In determining the members of the Compensation Committee, the Board will consider whether the members qualify as “non-employee directors” as defined in Rule 16b-3 under the Exchange Act.

The Board shall appoint the members of the Compensation Committee annually and may replace or remove them at any time, with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Compensation Committee. Vacancies, for whatever reason, may be filled only by the Board. The Board shall designate one member of the Compensation Committee to serve as chair of the Compensation Committee (the “Chair”).

### III. Meetings

The Compensation Committee shall meet at least once a year and as often as it deems appropriate, in person, by video or telephone conference or by other means of communication by which all participants can hear each other. A majority of the members of the Compensation Committee shall constitute a quorum for purposes of holding a meeting and the Compensation Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Compensation Committee may act by unanimous written consent (which may include

electronic consent) in accordance with the Company's certificate of incorporation and bylaws. The Chair of the Compensation Committee, in consultation with the other members and management, may set meeting agendas consistent with this Amended and Restated Compensation Committee Charter (the "Charter").

#### **IV. Compensation Committee Activities**

The Compensation Committee's purpose and responsibilities shall be to:

##### **A. Charter**

- Review and reassess the adequacy of this Charter annually and submit any proposed changes to the Board for approval.

##### **B. Processes and Procedures for Considering and Determining Director and Executive Officer Compensation**

- Review and reassess periodically (and where appropriate, make such recommendations to the Board as the Compensation Committee deems advisable with regard to) the Company's processes and procedures for considering and determining non-employee director and executive officer compensation, and review and discuss with management the description, if any, of such processes and procedures to be included in the Company's proxy statement or annual report on Form 10-K.

##### **C. Compensation Committee Report**

- Review and discuss with management the Compensation Discussion and Analysis, if any, to be included in the Company's proxy statement or annual report on Form 10-K ("CD&A").
- Based on its review and discussions with management, recommend to the Board that the CD&A, if and when required, be included in the Company's proxy statement or annual report on Form 10-K.
- Prepare the Compensation Committee Report, if and when required, to be included in the Company's proxy statement or annual report on Form 10-K in accordance with the rules and regulations of the Securities and Exchange Commission, the Nasdaq Stock Market rules, and any other rules and regulations applicable to the Company.

##### **D. Annual Evaluation of the Compensation Committee**

- At least annually, the Compensation Committee shall evaluate its own performance and report to the Board on such evaluation.

**E. Incentive-Compensation and Equity-Based Plans**

- Review and approve grants and awards (other than for the Chief Executive Officer (the “CEO”) and directors) under incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans.
- Review and make such recommendations to the Board as the Compensation Committee deems advisable with regard to incentive-based compensation plans and equity-based plans for the CEO and directors, in each case consistent with the terms of such plans.
- Review and recommend to the Board policies and procedures for the grant of equity-based awards.
- Act as administrator under the Company’s equity-based plans.
- Implement and oversee all incentive compensation and equity-based plans for employees and approve all forms of award agreements and/or sub-plans adopted thereunder.

**F. Matters Related to Compensation of the Company’s Chief Executive Officer**

- Evaluate the performance of the CEO in light of the goals and objectives that were set for the CEO and recommend to the Board the compensation of the CEO based on that evaluation.
- In formulating its recommendation regarding the long-term incentive component of the CEO’s compensation, consider the Company’s performance and stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards made by the Company to the CEO in past years.
- Review periodically the aggregate amount of compensation being paid or potentially payable to the CEO.

For the CEO, periodically review and recommend to the Board, (a) the form of employment agreement, any severance arrangement or change in control agreement or provisions; and (b) any special or supplemental benefits.

- Ensure that the CEO does not attend that portion of any meeting which consists of voting or deliberations regarding the CEO’s compensation.

**G. Matters Related to Compensation of the Executive Officers Other Than the Chief Executive Officer**

- Determine the compensation of all executive officers of the Company other than the CEO.
- Oversee an annual evaluation of all executive officers of the Company other than the CEO.
- Review periodically the aggregate amount of compensation being paid or potentially payable to executive officers of the Company other than the CEO.
- For the executive officers of the Company other than the CEO, periodically review and approve, (a) employment agreements, severance arrangements or change in control agreements or provisions; and (b) any special or supplemental benefits.

**H. Compensation Recovery Policy**

- The Compensation Committee has the authority to adopt and administer a compensation recovery policy including, without limitation, a policy designed to comply with any rules or regulations adopted by the Securities and Exchange Commission and Nasdaq pursuant to Section 10D of the Exchange Act.

**V. Additional Compensation Committee Authority**

The Compensation Committee is authorized, on behalf of the Board, to do any of the following:

**A. Matters Related to Compensation of the Company's Directors**

- Review and make such recommendations to the Board as it deems advisable regarding the compensation of the directors of the Company, including compensation under any equity-based plans.

**B. Matters Related to Compensation of Members of Senior Management**

- Provide oversight of management's decisions regarding the compensation of all members of senior management of the Company (other than the executive officers), including with respect to any incentive-compensation plans and equity-based plans.

**C. Matters Related to Compensation Consulting Firms or Other Outside Advisers**

- Retain or obtain the advice of compensation consultants, external legal counsel and/or other advisers.
- Have sole responsibility for the appointment, retention, compensation and oversight of the work of any compensation consultant, external legal counsel or other adviser (each, a “Consultant”) it retains (payment, as determined by the Compensation Committee, of reasonable compensation to any such Consultant to be funded by the Company).

The Compensation Committee shall not select or obtain advice from any consultant without first taking into consideration the factors relevant to such adviser’s independence specified in Rule 5605(a)(3) of Nasdaq Stock Market Rules and considering and addressing any conflict of interest between the Company and such consultant, which would require disclosure under Item 407(e)(3)(iii) of Regulation S-K (or any successor disclosure item).

**D. Employee Benefit Plans; Non-Executive Compensation Policies**

- The Compensation Committee shall periodically review the goals and objectives of the Company’s non-executive compensation plans and any employee contribution plans. The Compensation Committee shall also perform such duties and responsibilities, and have such authority, related to employee benefit plans specifically assigned to the Board under the terms of such employee benefit plans or applicable law or regulation. To the extent permitted by applicable law and the provisions of any employee benefit plan, the Compensation Committee may delegate any of its duties, responsibilities or authority in connection with any employee benefit plan to members of management as the Compensation Committee deems appropriate.

**E. Human Capital Management**

- The Compensation Committee shall assist the Board in its oversight of the Company’s strategies, programs and initiatives related to employee health, safety and well-being; engagement; pay equity; and diversity and inclusion.

**F. Oversight of Stock Ownership Guidelines Compliance**

- The Compensation Committee shall periodically review compliance of directors and executive officers with the Company’s stock ownership guidelines as may be in effect from time to time.

## **VI. General**

- The Compensation Committee shall review and approve the corporate goals and objectives to be considered in determining the compensation of the CEO and other executive officers.
- The Compensation Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities.
- The Compensation Committee shall make regular reports to the Board on matters for which it has responsibility.
- In carrying out its responsibilities, the Compensation Committee shall be entitled to rely on advice and information it receives from management and any experts, advisors and professionals with whom it may consult.
- The Compensation Committee shall have the authority to request that any executive officer or employee of the Company, the Company's outside legal counsel, the Company's independent auditor or any other professional retained by the Company meet with the Compensation Committee or its members or advisers.
- The Compensation Committee may perform such other functions the Board may request from time to time.