

**Genscript Biotech Corporation**  
**金斯瑞生物科技股份有限公司\***

**Nomination Committee – Terms of Reference**

(Amended and adopted by the Board on 22 March 2019)

**1. Constitution**

The board of directors (the “Board”) of Genscript Biotech Corporation (the “Company”) has resolved to establish a committee of the Board known as the Nomination Committee (the “Committee”).

**2. Membership**

- 2.1 The Committee shall consist of three directors of the Company. The chairman shall be the chairman of the Board or an independent non-executive director of the Company.
- 2.2 All members of the Committee (including the Chairman of the Committee) shall be appointed by the Board.
- 2.3 Notwithstanding anything to the contrary and for the avoidance of doubt, majority of members of the Committee shall be independent non-executive directors of the Company.
- 2.4 Subject to Clauses 2.1 and 2.3, if a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint any director of the Company (i.e. other than those already a member of the Committee) to serve as an alternate member.

**3. Secretary**

The Secretary of the Committee shall either be the Company Secretary or the designated person.

**4. Quorum**

The quorum necessary for the transaction of the business of the Committee shall be two members (including alternate member(s) that may be appointed pursuant to Clause 2.4) of the Committee. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.

**5. Decision Making**

All decisions of the Committee shall be made by majority vote.

**6. Frequency of Meetings**

Meetings shall be held not less than once a year and can either be in person or through other electronic means of communication.

**7. Notice of Meetings**

Meetings shall be summoned by the secretary of the Committee at the request of the Chairman of the Committee. An agenda and accompanying Committee papers shall be circulated to all members (including alternate member(s) that may be appointed pursuant to Clause 2.4 above) in a timely manner and at least 3 days before the intended date of a Committee meeting insofar as it is practicable. Such papers and related materials shall be in a form and quality as will enable the Committee to make an informed decision on the matters placed before it.

**8. Authority**

8.1 In the event that the Committee considers it necessary to seek independent professional advice in relation to the affairs of the Committee, they should first seek, unless the circumstances are such that it would be inappropriate for them to seek such approval, the approval of the Chairman of the Company. The Company will pay for any expenses reasonably incurred.

8.2 Members of the Committee will be entitled to request from the Company and its directors, employees, auditors and advisers all such information as they may reasonably require in order to be able to perform their duties as a member of the Committee and, upon receipt of a request for any such information from them, the Company will use its reasonable endeavours to procure that such information is provided to them promptly.

**9. Duties**

9.1 The Committee will take full account of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

9.2 The duties of the Committee shall be to:

- (a) review the structure, size, composition and diversity (including the gender, age, educational background or professional experience, skills, knowledge and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy;
- (b) identify individuals suitably qualified to become members of the Board and select or make recommendations to the Board on the selection of individuals nominated for directorships;
- (c) assess the independence of independent non-executive directors;
- (d) make recommendations to the Board on the appointment or reappointment of members of the Board and succession planning for members of the Board;

- (e) review the board diversity policy as appropriate to ensure its effectiveness and if necessary, recommend any revision suggestions to the Board for consideration and approval; and
  - (f) develop, review and implement, as appropriate, the policy, criteria and procedures for the identification, selection and nomination of candidates for director(s) to the Board for consideration and approval.
- 9.3 Without limiting the generality of the foregoing, the Committee shall recommend and nominate candidates to fill the positions of Chief Executive Officer (the “CEO”), Vice President of Finance (“VPF”) and Chief Operating Officer (the “COO”) of the Company.
- 9.4 For the positions of VPF and COO, the Committee may consider candidates recommended by the CEO, or any other candidates (provided that the CEO shall have the right to first agree to such other candidates).

#### **10. Reporting Procedures**

- 10.1 The secretary of the Committee will keep and circulate the minutes of meetings of the Committee to all members of the Board. Minutes of meetings of the Committee should record in sufficient detail the matters considered by the Committee and decisions reached, including any concerns raised by the Committee members or dissenting views expressed.
- 10.2 The Chairman of the Committee should attend annual general meetings to answer any shareholder’s questions. In the Chairman’s absence, his duly appointed delegate or failing this another member of the Committee should attend in his place.
- 10.3 Except where this would violate legal or regulatory requirements, the Committee shall promptly report back to the Board all decisions and recommendations.

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*This document is in English and Chinese. In case of any inconsistency, the English version shall prevail.*

*\* For identification purposes only.*