

# **Genscript Biotech Corporation**

## **金斯瑞生物科技股份有限公司 \***

### **Risk Management and ESG Committee - Terms of Reference**

#### **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 Risk Management and ESG Committee (the “**Committee**”).

#### **2. Membership**

- 2.1. The Committee shall consist of at least four members. The members of the Committee shall be appointed by the Board.
- 2.2. The Chairman of the Committee shall be a director appointed by the Board.
- 2.3. Subject to 2.1, if a regular member is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another 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 be the company secretary of the Company 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 2.3) 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 with reasonable notice given. An agenda and accompanying Committee papers shall be circulated to all members (including alternate member(s) that may be appointed pursuant to Clause 2.3 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**

The Committee is authorised by the Board to obtain outside independent professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers this necessary provided that where the obtaining of advice or the securing of attendance involves the payment of fees or other expenses, the Committee shall first obtain the agreement of the Chairman of the Company.

## **9. Duties**

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

9.2. The duties of the Committee shall be to:

- (a) review the Company's risk management policies and standards, internal control system and ESG policies and guidelines, as well as the fundamental concepts and scope of compliance management;
- (b) supervise and monitor the Company's risk management, internal control system and ESG strategies;
- (c) review and provide comment on the overall target and basic policy of the compliance and risk management;
- (d) review the settings and responsibilities of the Company's compliance and risk management, and to advise on the same;
- (e) evaluate major decisions affecting the Company's risk profile or exposure and give such directions as it considers appropriate and make recommendations to the Board;
- (f) evaluate major risk management activities such and make recommendations to the Board;
- (g) review and monitor the Company's policies and practices on compliance with

legal and regulatory requirements; and

- (h) consult with the Chairman and/or the Chief Executive Officer of the Company and, where deemed appropriate, senior management members about the Committee's duties relating to the Company's risk management, internal control and ESG.

## **10. Minutes and reporting to the Board**

- 10.1. The members of the Committee shall cause minutes to be made of all resolutions and proceedings of the Committee including the names of all those present and in attendance at meetings of the Committee. Minutes of Committee meetings shall record in sufficient detail the matters considered by the Committee members and decisions reached, including any concerns raised by the Committee members and dissenting views expressed.
- 10.2. Except where this would violate legal or regulatory requirements, the Committee shall promptly report back to the Board all decisions and recommendations.

\*\*\* END \*\*\*

### ***Adoption/amendments of the Terms of Reference:***

*May 2022                      Adoption approved by the Board*

*May 2023                      Change of committee name as approved by the Board*

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

*\* For identification purposes only.*