

Genscript Biotech Corporation

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 of the Committee**

- 2.1. The Committee shall consist of at least two 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 of the Committee 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. **Sub-Committee**

- 3.1. The Committee shall establish a Sub-committee on Data Security and Geopolitical Resilience (the “**Sub-Committee**”) to perform its duties under the supervision and monitor of the Committee in accordance with this terms of reference (the “**Terms of Reference**”).
- 3.2. The Sub-Committee shall consist of at least two members. The members of the Sub-Committee shall be appointed by the Board.
- 3.3. The Chairman of the Sub-Committee shall be appointed by the Board.
- 3.4. Subject to 3.1, if a regular member of the Sub-Committee is unable to act due to absence, illness or any other cause, the Chairman of the Committee may appoint another director or a member of the management of the Company to serve as an alternate member.

4. **Secretary**

The Secretary of the Committee and the Sub-Committee shall be the company secretary of the Company or the designated person.

5. **Quorum**

- 5.1. 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.

- 5.2. The quorum necessary for the transaction of the business of the Sub-Committee shall be two members (including alternate member(s) that may be appointed pursuant to Clause 3.4) of the Sub-Committee. A duly convened meeting of the Sub-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 Sub-Committee.

6. Decision Making

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

7. Frequency of Meetings

- 7.1. Meetings of the Committee shall be held not less than once a year and can either be in person or through other means of communication.
- 7.2. The Sub-Committee shall meet as often as it sees fit. The meetings of the Sub-Committee can either be in person or through other means of communication.

8. Notice of Meetings

Meetings shall be summoned by the Secretary of the Committee or the Sub-Committee at the request of the Chairman of the Committee or the Chairman of the Sub-Committee with reasonable notice given. An agenda and accompanying papers shall be circulated to all members of the Committee or the Sub-Committee (including alternate member(s) that may be appointed pursuant to Clause 2.3 or Clause 3.4 above) in a timely manner and at least 3 days before the intended date of a Committee meeting or a Sub-Committee meeting insofar as it is practicable. Such papers and related materials shall be in a form and quality as will enable the Committee or the Sub-Committee to make an informed decision on the matters placed before it.

9. Authority

The Committee and the Sub-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 and the Sub-Committee shall first obtain the agreement of the Chairman of the Board.

10. Duties

- 10.1. The Committee and the Sub-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**”).
- 10.2. The duties of the Committee shall be to:
- (a) formulate the Company’s risk management and ESG vision, strategies, policies and standards, objectives and guidelines;
 - (b) supervise and monitor the Company’s risk management activities, internal control system and ESG strategies;

- (c) review the Company’s ESG-related risks and opportunities (including, but not limited to climate change, equal treatment, diversity, equity and inclusion, labour conditions, human rights compliance, sustainability governance, internal sustainability control systems, culture, ethics and whistleblowing) and formulate related countermeasures and management objectives;
- (d) oversee the implementation of ESG-related matters of the Company and make recommendations to the Board;
- (e) review the Company’s ESG report and other ESG-related disclosures and make recommendations to the Board;
- (f) review the settings and responsibilities of the Company’s compliance and risk management, and to advise on the same;
- (g) 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;
- (h) evaluate major risk management activities and make recommendations to the Board;
- (i) review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements;
- (j) 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;
- (k) supervise and monitor the Sub-Committee’s performance of its duties pursuant to this Terms of Reference.

10.3. The duties of the Sub-Committee shall be to:

- (a) assist the Committee to oversee and review the effectiveness of the Company’s risk management in respect of the following risk categories: (i) geopolitical risks, (ii) data security and privacy risks, (iii) cyber security and information technology (IT) system risks, and (iv) cross-border intellectual property (IP) and technology transfer risks (collectively, the “**Specific Risks**”);
- (b) formulate, review and assess the effectiveness of the Company’s strategies, risk control and mitigation tools, approaches and methodologies relating to the Specific Risks, including but not limited to (i) investments in and remediation activities that enhance the Company’s infrastructure, ensure the Company’s compliance with applicable laws and regulations, and safeguard the Company operations, especially its business continuity, against any threats arising from the Specific Risks, and (ii) outreach initiatives to ensure that the public and relevant authorities properly understand the business, technology and social contributions made by the Company; and
- (c) report and make recommendations to the Committee and the Board on the Sub-Committee’s activities, and provide updated information and status of progress of the matters specified in this Clause 10.3 to the Committee and the Board.

11. Minutes and reporting to the Board

- 11.1. The members of the Committee or the Sub-Committee shall cause minutes to be made of all resolutions and proceedings of the Committee or the Sub-Committee including the names of all those present and in attendance at meetings of the Committee or the Sub-Committee. Minutes of Committee meetings or the Sub-Committee meetings shall record in sufficient detail the matters considered by the Committee members or the Sub-Committee members and decisions reached, including any concerns raised by the Committee members or the Sub-Committee members and dissenting views expressed.
- 11.2. 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:

<i>May 2022</i>	<i>Adoption approved by the Board</i>
<i>May 2023</i>	<i>Change of committee name as approved by the Board</i>
<i>March 2024</i>	<i>Change of scope of duties as approved by the Board</i>
<i>June 2024</i>	<i>Change of membership composition as approved by the Board</i>
<i>February 2025</i>	<i>Establishment of the Sub-Committee and change of the scope of duties as approved by the Board</i>

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