



INSILICO MEDICINE

**InSilico Medicine Cayman TopCo**

**英矽智能**

*(Incorporated in the Cayman Islands with limited liability)*

**Stock Code: 3696**

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**Terms of Reference for the  
Environmental, Social and Governance Committee of  
InSilico Medicine Cayman TopCo  
(the “Company”)**

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## Definitions

1. For the purposes of these terms of reference (the “**Terms**”):

**Board** means the board of directors of the Company.

**Directors** means the members of the Board.

**Group** means the Company and its subsidiaries and associated companies at the relevant time or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries and associated companies, the present subsidiaries and associated companies of the Company or the businesses operated by its present subsidiaries and associated companies or (as the case may be) its predecessor.

**Listing Rules** means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time).

**ESG Committee** means the environmental, social and governance committee established by the resolution of the Board in accordance with clause 3 of these Terms.

**Senior Management** means the chief executive officer, chief science officer, chief business officer, president, head of finance and any other officers of the Company appointed by the Board from time to time; and any other employees of the Company as may be determined by the Company’s Remuneration Committee as part of senior management.

**Shareholders** means the shareholders of the Company.

**ESG Working Group** means the daily operating office established according to ESG Committee’s work objectives. It consists of the management and relevant department personnel of the Company, and provides support to the ESG Committee.

2. The word “ESG”, as used in these Terms, shall be in relation to:

**Environmental** means the effect on the environment in the process of managing the Group’s operations, including but not limited to emission management, energy management, water resources management and response to climate change.

**Social** means the effect on all stakeholders such as our staff, customers, suppliers and communities in the process of managing the Group’s operations, including but not limited to protection of rights and interests of our staff, respect for human rights and diversification, high-quality customer services, responsible procurement, charitable donations and social & community contributions.

**Governance** means the improvement of the corporate governance within the Group, including but not limited to anti-corruption, anti-unfair competition and business ethics.

## **Constitution**

3. The ESG Committee was established by resolutions of the Board on December 15, 2025.

## **Membership**

4. The members of the ESG Committee shall be appointed by the Board from time to time from among the Directors and shall consist of not less than three members, a majority of whom shall be non-executive Directors and/or independent non-executive Directors. The quorum of a ESG Committee meeting shall be any two members of the ESG Committee, one of whom must be an independent non-executive Director.
5. The chairperson of the ESG Committee shall be appointed by the Board.

## **Secretary**

6. The secretary of the ESG Committee shall be the head of the ESG Working Group or his/her designated person to ensure that the ESG Committee receives the information and documents in a timely manner and considers the meeting topics in a sufficient and appropriate way.

## **Frequency and procedure of meetings**

7. Unless otherwise stated herein, the meetings are governed by the provisions contained in the Company's Articles of Association for regulating the meeting and proceedings of Directors.
8. Meetings shall be held not less than twice a year. The chairperson of the ESG Committee shall convene a meeting upon request by any member of the ESG Committee.
9. An agenda and accompanying board papers should be sent in full to all Directors in a timely manner and at least 3 days before the intended date of a meeting of the ESG Committee (or other agreed period).
10. Senior Management and the ESG Working Group are obliged to supply the ESG Committee with adequate information in a timely manner, in order to enable it to make informed decisions. The information supplied must be complete and reliable.

## **Authority**

11. The ESG Committee is authorised by the Board to discharge its duties within these Terms. It is authorised to seek any ESG information it requires from the Directors, Senior Management and/or all employees who are directed to co-operate with the ESG Committee.
12. The ESG Committee is authorised by the Board to obtain external independent professional advice and to secure the attendance of outsiders with relevant experience and expertise at the ESG Committee meetings, at the Company's expense, if it considers necessary.
13. The ESG Committee shall be exclusively responsible for establishing the selection criteria, selecting, appointing and setting the terms of reference for any external ESG consultant who advises the ESG Committee.

## **Duties**

14. The duties of the ESG Committee shall include:

- (a) to review, formulate and approve the Group's vision, goals, strategies and management policies regarding ESG issues, and make recommendations to the Board on the relevant ESG work.
- (b) to review and report to the Board on major international trends in corporate ESG, identify and assess the ESG related risks and opportunities that have a significant impact on the Group's operation.
- (c) to supervise, assess, review and report to the Board on:
  - actions taken by the Group to accomplish the vision and strategies on ESG, and the progress made against ESG goals;
  - the Group's performance against the appropriate international or national standard (if applicable) on ESG.
- (d) to monitor internal work in relation to ESG, and make work improvement suggestions.
- (e) to identify, assess and manage material ESG related issues, and update the assessment results to the Board on a regular basis.
- (f) to review annual ESG reports and make suggestions to the Board for approval, and propose specific actions or decisions for the Board's consideration to maintain the integrity of ESG reports.
- (g) to review the supervision and participation process of the Board of the Group on ESG issues, and provide improvement suggestions to the Board.

## **Reporting procedures**

- 15. Full minutes of the ESG Committee meetings shall be kept by the secretary of the ESG Committee, and such minutes shall be available for inspection at any reasonable time on reasonable notice by any Director.
- 16. Minutes of the ESG Committee meetings shall record in sufficient detail the matters considered and decisions reached, including any concerns raised by Directors and members or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the ESG Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 17. Without prejudice to the generality of the duties of the ESG Committee set out in these Terms, the ESG Committee shall report to the Board and keep the Board fully informed of its decisions and recommendations, unless there are legal or regulatory restrictions on it to do so.

## **Provision of terms of reference**

- 18. The ESG Committee shall make available these Terms on request and by inclusion on the Hong Kong Stock Exchange's website and the Company's website, thereby explaining its role and the authority delegated to it by the Board.