

Genscript Biotech Corporation

Strategy 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 Strategy Committee (the “**Committee**”).

2. Membership

2.1. The Committee shall consist of at least three 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 and make recommendations on the medium-to-long-term development strategies (including overall-strategies, human resources strategies, operation strategies, investment strategies and environmental, social and governance strategies) of the Company;
- (b) review and make recommendations on major investment, financing and capital operation plans that are subject to the Board’s approval according to the Articles and the Listing Rules;
- (c) review and make recommendations on major business reorganization, acquisition, merge and asset transfer which are subject to the approval of the Board;
- (d) review and make recommendations on the expansion to new markets, launch of new businesses and research and development of new products of the Company;
- (e) review the development trends of the environmental, social and governance (“**ESG**”) industry as well as evaluate and make recommendations on major ESG-related decisions;
- (f) review and make recommendations on other major issues affecting the Company’s development; and
- (g) review the implementation of the above items, and assess and make recommendation on major adjustments involved therein.

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 ***

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