



WuXi XDC Cayman Inc.

藥明合聯生物技術有限公司*
(the “Company”)

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2268)

Terms of Reference of the Strategy Committee
(Adopted by the Board on October 30, 2023)

1. Constitution

The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby constitutes and establishes a strategy committee (the “**Strategy Committee**”) with authority, responsibility, and specific duties as described below.

2. Membership

- 2.1 Members of the Strategy Committee shall be appointed by the Board from amongst the members of the Board and shall consist of not less than three members.
- 2.2 The chairman of the Strategy Committee shall be appointed by the Board or elected among the members of the Strategy Committee (the “**Chairman**”).
- 2.3 The Board or the Strategy Committee shall from time to time appoint any particular member of the Strategy Committee or any officer or employee of the Company and its subsidiaries (hereinafter collectively referred to as “**Group**”) as the secretary of the Strategy Committee. In the absence of the secretary of the Strategy Committee, Strategy Committee members present at a Strategy Committee meeting may elect among themselves or appoint another person as the secretary for that meeting.
- 2.4 The appointment of the members of the Strategy Committee may be revoked, replaced or additional members may be appointed to the Strategy Committee by separate resolutions passed by the Board and by the Strategy Committee. An appointment of Strategy Committee member shall be automatically revoked if such member ceases to be a member of the Board.

3. Procedural standing orders

- 3.1 The standing orders which from time to time apply to the terms of reference of the audit committee of the Board shall apply mutatis mutandis to these terms of reference of the Strategy Committee.

* For identification purpose only

4. Alternate Strategy Committee members

4.1 A Strategy Committee member may appoint any alternate.

5. Authority of the Strategy Committee

5.1 The Strategy Committee may exercise the following powers:

- (a) to seek any information it requires from any employee of the Group and any professional advisers, to require any of them to prepare and submit reports and to attend Strategy Committee meetings and to supply information and address the questions raised by the Strategy Committee;
- (b) to obtain outside legal or other independent professional advice at the expense of the Company on any matters within these terms of reference as it considers necessary and to secure the attendance of outsiders with relevant experience and expertise at its meetings, if it considers this necessary;
- (c) to have access to sufficient resources in order to perform its duties;
- (d) to review annually these terms of reference and their effectiveness in the discharge of its duties and to make recommendation to the Board any changes it considers necessary; and
- (e) to exercise such powers as the Strategy Committee may consider necessary and expedient so that its duties under section 6 below can be properly discharged.

5.2 The Company should provide the Strategy Committee sufficient resources to perform its duties.

6. Duties of the Strategy Committee

6.1 The duties of the Strategy Committee shall be:

- (a) to conduct research on and make recommendations to the Board on the Group's mid-term and long-term strategies and their feasibility;
- (b) to conduct research on and make recommendations to the Board on the Group's investment plans, major business decisions and investment earnings forecast;
- (c) to evaluate and monitor the implementation of the strategy, plans and measures adopted by the Strategy Committee; and
- (d) to perform such other duties as the Board may from time-to-time delegate to the Strategy Committee.

7. Annual general meeting

7.1 The chairman of the Strategy Committee or in his absence, another member of the Strategy Committee or failing this, his duly appointed delegate, shall attend the annual general meeting of the Company and be prepared to answer questions of the Company's shareholders at the annual general meeting on the Strategy Committee's activities and their responsibilities.

8. Continuing application of the articles of association of the Company

8.1 The articles of association of the Company regulating the meetings and proceedings of the Directors so far as the same are applicable and are not replaced by the provisions in these terms of reference shall apply to the meetings and proceedings of the Strategy Committee.

9. Powers of the Board

9.1 General: The Board may, subject to compliance with the articles of association of the Company and the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (if appropriate), amend, supplement and revoke these terms of reference and any resolution passed by the Strategy Committee provided that no amendments or supplements to and revocation of these terms of reference and the resolutions passed by the Strategy Committee shall invalidate any prior act and resolution of the Strategy Committee which would have been valid if such terms of reference or resolution had not been amended, supplemented or revoked.

– The end –

(Should there be any inconsistency between the English and the Chinese version of these terms of reference, the English version shall prevail.)