



**WuXi XDC Cayman Inc.**

**藥明合聯生物技術有限公司\***

**(the “Company”, together with its subsidiaries, the “Group”)**

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

**(Stock Code: 2268)**

**Terms of Reference of the  
Environmental, Social and Governance Committee  
(Adopted by the Board on October 30, 2023)**

**1. Constitution**

- 1.1 The board (the “**Board**”) of directors (the “**Directors**”) of the Company hereby constitutes and establishes an environmental, social and governance (“**ESG**”) committee (the “**ESG Committee**”) with authority, responsibility, and specific duties as described below.
- 1.2 The goal of the ESG Committee is to establish a sustainable enterprise, promote the continuous improvement of the Group’s ESG management and performance, enhance the recognition of capital market for the Group’s ESG work, and become an ESG leader in the biotech industry.

**2. Membership**

- 2.1 The ESG Committee shall be appointed by the Board and shall consist of no less than three (3) members, and one of whom shall be the chairman (the “**Chairman**”).
- 2.2 The quorum of a meeting of ESG Committee shall be two (2) members. A duly convened meeting of the ESG Committee at which a quorum is present shall be competent to exercise all of any of the authorities, powers and discretions vested in or exercisable by the ESG Committee. Members should attend the meetings either in person or through electronic means of communication, including but not limited to telephone or tele-conferencing.

\* *For identification purpose only*

### **3. Secretary**

3.1 The company secretary of the Company or his or her nominee shall be the secretary of the ESG Committee.

### **4. Authority**

4.1 The ESG Committee is authorized by the Board to act within these terms of reference. The ESG Committee is authorized to seek any information it requires from any employee of the Company, and all employees are directed to cooperate with any request made by the ESG Committee.

4.2 The ESG Committee is authorized by the Board, at the Company's expense but subject to prior discussion with the Board on costs, to obtain external legal or other independent professional advice if it considers necessary.

4.3 The ESG Committee shall be provided with sufficient resources to perform its duties.

### **5. Duties**

The duties of the ESG Committee include:

5.1 to guide and formulate the Group's ESG vision, objectives, strategies and structure to ensure that they are in line with the needs of the Group and comply with applicable laws, regulations, regulatory requirements and international standards;

5.2 to monitor the development and implementation of the Group's ESG vision, strategies and structure, including: to establish the Group's ESG management performance objectives, to review the progress of the objectives, and to provide suggestions on the actions to be taken to improve performance;

5.3 to guide and review the identification and ranking of important ESG issues of the Group;

5.4 to review the key ESG trends and related risks and opportunities, and assess the adequacy and effectiveness of the Group's ESG structure accordingly;

- 5.5 to monitor the channels and means of communication with the Group's stakeholders and ensure that relevant policies are in place to effectively promote the relationship between the Group and its stakeholders and protect the Group's reputation;
- 5.6 to review the Company's ESG report and other ESG related disclosures, and making recommendations to the Board in order to maintain the integrity of the ESG report and other ESG related disclosure; and
- 5.7 to consider all other matters as referred to the ESG Committee by the Board.

## **6. Notice of Meetings**

- 6.1 A meeting of the ESG Committee may be convened by any of its members through the company secretary of the Company.
- 6.2 For regular meetings and as far as practicable for all other meetings, an agenda and accompanying documents should be sent to all members of the ESG Committee in a timely manner and at least five (5) days before the intended date of meeting (or such other period as the members may agree).

## **7. Frequency and Proceedings of Meetings**

- 7.1 ESG Committee Meetings shall be held as and when appropriate, but at least once annually or at such frequency as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") or other regulatory requirements applicable to the Company from time to time.
- 7.2 The Chairman may convene additional meetings at his or her discretion.
- 7.3 The Chairman (or in his or her absence, a member designated by the Chairman) shall preside at all meetings of the ESG Committee. The Chairman shall be responsible for leading the ESG Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
- 7.4 As necessary or desirable, the Chairman may request that members of management and/or members of the Board be present at the meeting of the ESG Committee.

## **8. Reporting Procedures**

- 8.1 The ESG Committee shall report to the Board the findings and recommendations after each meeting of the ESG Committee, unless there are legal or regulatory restrictions on its ability to do so.
- 8.2 On an annual basis, the ESG Committee shall evaluate and assess the effectiveness of the ESG Committee and the adequacy of the ESG Committee Terms of Reference and if necessary, recommend any proposed changes to the Board.

## **9. Minutes**

- 9.1 Minutes of ESG Committee meetings should be kept by a duly appointed secretary of the meeting and should be open for inspection at any reasonable time on reasonable notice by any Director.
- 9.2 Minutes of meetings of the ESG Committee and the record of individual attendance at such meetings shall be prepared by the Company Secretary (or his/her delegate(s)). Those minutes should record in sufficient detail the matters considered and decisions reached, including any concerns raised by ESG Committee members or dissenting views expressed. Draft and final versions of minutes should be sent to all members of the ESG Committee for comment and records, respectively, in both cases as soon as practicable after the conclusion of any meeting of the ESG Committee. Minutes of meetings of the ESG Committee should be open for inspection at any reasonable time on reasonable notice by any member of the Board.

## **10. General**

- 10.1 These terms of reference shall be updated and revised as and when necessary in light of changes in circumstances and changes in regulatory requirements, including those under the Listing Rules.

– The end –

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