
HUTCHMED (China) Limited

Nomination Committee – Terms of Reference

Adopted by the board of directors on 15 April 2019

and amended by the board of directors on 11 December 2020 and 30 June 2021

1. Definitions

In these terms of reference:

“**Board**” means the board of directors of the Company;

“**Committee**” means the nomination committee of the Board; and

“**Company**” means HUTCHMED (China) Limited (formerly known as “Hutchison China MediTech Limited”).

2. Membership

2.1 Members of the Committee (the “Members”) shall be appointed by the Board.

2.2 Majority of the Members shall be independent non-executive Directors.

2.3 The Chairman of the Committee shall be the Chairman of the Board or an independent non-executive Director appointed by the Board.

3. Secretary

The Company Secretary or his/her nominee shall act as the secretary of the Committee.

4. Meetings

4.1 The Committee shall meet at least once a year.

4.2 Notice of meetings has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meetings is not required if adjournment is for less than 14 days.

4.3 The quorum of the Committee shall be any two Members.

4.4 Meetings could be held in person, by telephone or by video conference. Members may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

4.5 Resolutions of the Committee at any meeting shall be passed by a majority of votes of the Members present.

4.6 A resolution in writing signed by all the Members shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and held.

4.7 Minutes shall be kept by the secretary of the Committee. Draft and final versions of minutes shall be circulated to Members for their comment and records respectively, in both cases within a reasonable period of time after the meeting. Such minutes shall be open for Directors’ inspection.

5. Attendance at Meetings

- 5.1 At the invitation of the Committee, Directors, executives and other persons may attend all or part of any meetings.
- 5.2 Only Members are entitled to vote at the meetings.

6. Annual General Meeting

The Chairman of the Committee or another Member shall attend the Annual General Meeting of the Company to respond to shareholders' questions on the activities of the Committee and their responsibilities.

7. Responsibility, Powers and Discretion

The Committee shall have the following responsibilities, powers and discretion:

- 7.1 at least once annually to review the structure, size, diversity profile and skills matrix of the Board and the needs of the Board and make recommendation on any proposed changes to the Board to complement the Board to achieve the Group corporate strategy as well as promote shareholder value;
- 7.2 to identify suitable director candidates and select or make recommendation to the Board on the selection of individuals to be nominated as Directors;
- 7.3 to identify suitable candidates for senior management including but not limited to Chief Executive Officer, Chief Financial Officer, Chief Scientific Officer, Chief Medical Officer and Chief Operations Officer and select or make recommendation to the Board on the selection of individuals to be nominated as senior management;
- 7.4 to assess the independence of independent non-executive Directors having regard to the criteria under the applicable corporate governance code or stock exchange rules;
- 7.5 to make recommendation to the Board on the appointment or re-appointment of Directors and succession planning for Directors; and
- 7.6 to review the Director Nomination Policy and the Board Diversity Policy of the Company periodically and make recommendation on any proposed revisions to the Board.

8. Reporting Responsibilities

The Committee shall report to the Board as and when appropriate.

9. Authority

- 9.1 The Committee is authorised by the Board to seek any information they require from senior management of the Company in order to perform their duties.
- 9.2 The Committee is authorised by the Board where necessary to have access to independent professional advice and service.

Note: Arrangement to seek independent professional advice and service could be made through Company Secretary.

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

10. Publication of the Terms of Reference

The terms of reference are posted on the websites of the Company and other stock exchange websites as required. A copy of the terms of reference will be made available to any person without charge upon request.

Remark: “senior management” refers to the same persons referred to in the Company’s annual report.