
HUTCHMED (China) Limited

Technical Committee - Terms of Reference

Adopted by the board of directors on 17 March 2008
and amended by the board of directors on 13 March 2009 and 30 June 2021

1. Definitions

In these terms of reference:

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

“**Committee**” means the technical 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 shall be appointed by the Board, in consultation with the chairman of the Committee. The Committee shall be made up of at least three members, at least one of whom shall be an independent non-executive director.

2.2 Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend for all or part of any meeting, as and when appropriate.

2.3 The Board shall appoint the chairman of the Committee, who may be an independent non-executive director. In the absence of the chairman of the Committee, the remaining members present shall elect one of their number to chair the meeting.

3. Secretary

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

4. Quorum

The quorum necessary for the transaction of business shall be two. 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. Frequency of Meetings

The Committee shall meet at least once a year and at such other times as the chairman of the Committee shall require.

6. Notice of Meetings

6.1 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members.

6.2 Unless otherwise agreed, notice of each meeting (confirming the venue, time and date, together with an agenda of items to be discussed) shall be forwarded to each member of the Committee and any other person required to attend no later than 14 days before the date of the meeting. Irrespective of the length of notice 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 meeting is not required if the adjournment period is less than 14 days. Meeting papers shall be sent to Committee members and to other attendees, as appropriate, at the same time.

7. Minutes of Meetings

7.1 The secretary of the Committee shall minute the proceedings and resolutions of all Committee meetings, including recording the names of those present and in attendance.

7.2 Any declaration of interest by members and executives on items considered at the Committee meeting shall be minuted in the minutes accordingly.

7.3 Minutes of Committee meetings shall be circulated promptly within a reasonable time after the meetings to all members of the Committee and, once agreed, to all other members of the Board, unless a conflict of interest exists.

8. Resolutions

Resolutions of the Committee shall be passed by a majority of votes which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.

9. Annual General Meeting (“AGM”)

The chairman of the Committee shall attend the AGM of the Company prepared to respond to any shareholder questions on the activities of the Committee.

10. Duties

10.1 The purpose of the Committee shall be to advise the Board on scientific matters involving the discovery and development programs of the Company, including major internal projects, interaction with academic and other outside research organizations and the acquisition of technologies.

10.2 The Committee shall assist the Board and management to stay abreast of new developments and new technologies and anticipate emerging concepts and trends in pharmaceutical research and development to assure the Company makes well-informed choices in committing its scientific resources. In the discharge of its responsibilities, the Committee will:

- 10.2.1 review, evaluate and advise the Board regarding the long-term strategic goals and objectives and the quality and direction of the research and development programs of the Company.
- 10.2.2 review and advise the Board on the major technology positions and strategies of the Company relative to emerging technologies, emerging concepts of therapy and health care, and changing market requirements.
- 10.2.3 monitor and evaluate trends in research and development, and recommend to the Board emerging technologies for building the technological strength of the Company.
- 10.2.4 recommend approaches to acquiring and maintaining technology positions (including but not limited to contracts, grants, collaborative efforts, alliances and venture capital).
- 10.2.5 regularly review the pipeline.
- 10.2.6 assist the Board with its oversight responsibility for enterprise risk management in areas affecting the research and development of the Company.
- 10.2.7 review and approve the commitment of long-term research development expenditures.
- 10.3 The Committee shall also undertake such additional activities within the scope of its primary functions as the Committee may from time to time determine.

11. Reporting Responsibilities

- 11.1 The chairman of the Committee shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
- 11.2 The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.

12. Self-Appraisal

The Committee shall, at least once a year, review its own performance, constitution and terms of reference to ensure it is operating at maximum effectiveness, and recommend any changes it considers necessary to the Board for approval.

13. Authority

The Committee is authorised by the Board:

- 13.1 to seek any information it requires from any employee of the Company in order to perform its duties; and
- 13.2 to obtain, at the expense of the Company, outside legal or other professional advice on any matters within its terms of reference.

14. 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.