



WUXI APTEC CO., LTD.*
無錫藥明康德新藥開發股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2359)

**PROXY FORM FOR THE SOLICITATION OF VOTING RIGHTS BY INDEPENDENT
NON-EXECUTIVE DIRECTOR (“INDEPENDENT DIRECTOR’S PROXY FORM”)
FOR USE AT THE SECOND H SHARE CLASS MEETING
FOR 2019 TO BE HELD ON FRIDAY, SEPTEMBER 20, 2019**

I/We ^(Note 1) _____
of _____

being the holder(s) of _____ H share(s)^(Note 2) of WuXi AppTec Co., Ltd.* (the “**Company**”), hereby confirm as the appointing party that I/we have, prior to signing this Independent Director’s Proxy Form, read carefully the full text of the report on the public solicitation of voting rights by the independent non-executive director of the Company prepared by the soliciting party for the current solicitation of voting rights published on August 5, 2019, the notice convening the second H share class meeting for 2019 of the Company (the “**H Share Class Meeting**”) to be held on Friday, September 20, 2019 at Crowne Plaza Shanghai Pudong, 1000 Yanggao Road (N), Pilot Free Trade Zone, Shanghai, China after the conclusion of the first extraordinary general meeting for 2019 and the second A share class meeting for 2019, and other relevant documents, and have been sufficiently informed about details relating to the current solicitation of voting rights. I/we have the right to, at any time prior to on-site registration at the meeting, revoke my/our appointment of the soliciting party as proxy under this Independent Director’s Proxy Form or to amend the contents of this Independent Director’s Proxy Form in accordance with procedures specified in the report on the public solicitation of voting rights by the independent non-executive director.

Unless otherwise stated, capitalized terms used herein shall have the same meanings as defined in the Notice of Second H Share Class Meeting for 2019 dated August 5, 2019.

As the appointing party, I/we hereby appoint Mr. Xiaotong Zhang, the independent non-executive director, as my/our proxy to attend the H Share Class Meeting (and any adjournment thereof) and to exercise voting rights in respect of the following matters to be considered at the H Share Class Meeting in accordance with instructions stipulated in this Independent Director’s Proxy Form.

My/our voting directions for the matters in respect of which voting rights are being solicited are as follows, please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 3):

SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To approve the proposed adoption of the 2019 A Share Incentive Plan.			
2.	To approve the proposed grant of Restricted A Shares to the Connected Participants.			
3.	To approve the proposed adoption of the administrative measures for appraisal system of the 2019 Share Incentive Schemes.			
4.	To approve the authorization to the Board to handle matters pertaining to 2019 Share Incentive Schemes.			

* Please refer to the Notice of the Second H Class Meeting for 2019 dated August 5, 2019 for the full text of the aforesaid resolutions. You should also read the circular dispatched by the Company carefully before appointing any proxies.

Date: _____ 2019

Signature(s)^(Note 4): _____

Notes:

1. Full name(s) and address(es) (as shown in the register of members for H shares) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of H shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this Independent Director's Proxy Form will be deemed to relate to all the H shares registered in your name(s).
3. **Important:** if you wish to vote for any resolution, tick in the box marked "For". If you wish to vote against any resolution, tick in the box marked "Against". If you wish to abstain from voting on any resolution, tick in the box marked "Abstain". You may check only one of the three aforesaid boxes. The proxy in respect of any resolution for which more than one box or no box has been checked shall be deemed invalid. Your votes shall be used to compute the voting results of the resolutions concerned. Unless you have indicated otherwise in this form, your proxy will also be entitled to vote at his discretion on any resolution properly put to the H Share Class Meeting other than those referred to in the notice convening the H Share Class Meeting. In calculating the poll results, abstention will not be counted as voting for or against a resolution. Where any shareholder is, under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, required to abstain from voting on any particular resolution or restricted to vote only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.
4. This Independent Director's Proxy Form must be signed by the shareholder or his/her/its attorney duly authorized in writing. Where the shareholder is a legal person, the Independent Director's Proxy Form should be executed under its common seal or under the hand of its director or a legal representative or an attorney duly authorized to sign the same. If the Independent Director's Proxy Form is signed by an authorized person, the power of attorney or other documents of authorization must be notarized. **ANY ALTERATION MADE TO THIS INDEPENDENT DIRECTOR'S PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
5. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted by the Company to the exclusion of the votes any other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members for H shares of the Company.
6. In order to be valid, this Independent Director's Proxy Form together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's H Share Registrar, Tricor Investor Services Limited, at 54/F, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 24 hours before the holding of the H Share Class Meeting or any adjournment thereof.
7. Completion and delivery of this Independent Director's Proxy Form will not preclude you from attending and voting at the H Share Class Meeting if you so wish.
8. References to time and dates in this form of proxy are to Hong Kong time and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorized by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Investor Services Limited at the above address.

* *for identification purposes only*