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**WUXI APPTEC 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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an extraordinary general meeting (the “EGM”) of WuXi AppTec Co., Ltd.\* (無錫藥明康德新藥開發股份有限公司) (the “Company”) will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Monday, September 26, 2022 at 2:00 p.m. (or at any adjournment thereof) to consider and, if thought fit, pass the following resolutions. Unless otherwise defined, capitalised terms and used in this notice shall have the same meanings as those defined in the circular of the Company dated August 18, 2022 (the “Circular”).

**ORDINARY RESOLUTIONS**

1. To consider and approve the proposed adoption of the 2022 H Share Award and Trust Scheme.
2. To consider and approve the proposed grant of Awards to the Connected Selected Participants under the 2022 H Share Award and Trust Scheme.
3. To consider and authorize the Board and/or the Delegatee to handle matters pertaining to the 2022 H Share Award and Trust Scheme with full authority, including:
  - (i) to determine the terms and conditions of the grant of Awards, approve the form and content of the Award Letter, select Eligible Employees to become Selected Participants, and grant Awards to Selected Participants from time to time;
  - (ii) to determine the maximum number of H Shares to be acquired by the Trustee which shall not exceed 10% (including 10%) above the total number of H Shares acquired by the trustee of the 2021 Scheme in accordance with the instructions of the Company for the purpose of satisfying the awards granted thereunder;
  - (iii) to determine the Grant Date and Vesting Date of Award Shares;

- (iv) to administer, amend and adjust the 2022 Scheme, including but not limited to adjusting the Scheme Limit, adjusting the number of outstanding Award Shares or accelerate the Vesting Dates of any Awards (if such amendments require the approval of the Shareholders' meeting and/or relevant regulatory authorities pursuant to the relevant laws, regulations or requirements of the relevant regulatory authorities, the Board shall obtain the corresponding authorization for such amendments);
- (v) to decide on the selection, engagement and change of bank(s), accountant(s), lawyer(s), consultant(s) and other professional parties for the purpose of the 2022 Scheme;
- (vi) to sign, execute, amend and terminate all agreements and other relevant documents in connection with the 2022 Scheme, fulfill all relevant procedures in relation to the 2022 Scheme, and adopt other methods to implement the terms of the 2022 Scheme;
- (vii) to determine and adjust the standards and conditions of the vesting of the Awards as well as the Vesting Periods, evaluate and manage the performance indicators, and to determine whether Awards granted to the Selected Participants can be vested, and to delegate such authorization to the Executive Committee;
- (viii) to determine the execution, amendment and termination of the 2022 Scheme, including the forfeiture of Awards and continued vesting of Award Shares upon the changes in circumstances pertaining to the Selected Participants;
- (ix) to construe and interpret the 2022 Scheme Rules and to resolve any issues and disputes arising from or in connection with the 2022 Scheme;
- (x) to exercise any other authorizations in relation to matters necessary to the implementation of the 2022 Scheme granted by the Shareholders' meeting from time to time;

- (xi) (i) to enter into the Trust Deed on behalf of the Company with the Trustee, pursuant to which the Trustee will provide trust services for the 2022 Scheme; (ii) to enter into the plan management agreement on behalf of the Company with Computershare Hong Kong Investor Services Limited, pursuant to which Computershare Hong Kong Investor Services Limited will provide plan management services in respect of the 2022 Scheme; and (iii) to set up a cash securities account under the name of the Company so as to facilitate the provision of trading services and trading platform for the Selected Participants of the 2022 Scheme by Computershare Hong Kong Investor Services Limited;
- (xii) to, during the validity period of such authorization, delegate its authority to administer the 2022 Scheme to the Executive Committee formed by individuals including, as at the Latest Practicable Date, the Chairman and Chief Executive Officer Dr. Ge Li, the Vice Chairman and Global Chief Investment Officer Mr. Edward Hu, the co-Chief Executive Officer Dr. Steve Qing Yang, the co-Chief Executive Officer Dr. Minzhang Chen, the vice president Dr. Shuhui Chen, the vice president Mr. Zhaohui Zhang, the vice president Dr. Ning Zhao, member of the senior management of the Company Dr. Jingchao Dong and the persons-in-charge of the human resources department, the finance department and the legal department, to individually or collectively handle all matters in relation to the 2022 Scheme, including but not limited to:
- (a) matters in relation to the 2022 Scheme as set out in paragraphs (i) to (xi) above;
- (b) on behalf of the Company, execute all documents in relation to the operations of and other matters of the 2022 Scheme, or providing instructions to the Trustee in relation to its operations, the execution of relevant documents in relation to the setting up of the accounts, operations of the accounts, and the setting up and operations of the cash securities account with Computershare Hong Kong Investor Services Limited under the name of the Company, the release of Award Shares for the purpose of the vesting of the Awards, or the sale of Award Shares on-market at the prevailing market price and pay the proceeds arising from such sale to Selected Participants, or directing and procuring the Trustee to release the Award Shares to the Selected Participants by transferring the Award Shares to the Selected Participants as determined by them from time to time, and confirming, allowing and approving all matters precedent arising from or in relation to the Trust Deed and the plan management agreement; and

- (c) on behalf of the Company, approve, execute, refine, deliver, negotiate, agree on and agree to all such agreements, contracts, documents, regulations, matters and things (as the case may be) as it deems reasonable, necessary, desirable, appropriate or expedient, in order to implement and/or implement all transactions conducted accordingly, and make any reasonable alterations, amendments, changes, modifications and/or supplements as it deems necessary, desirable, appropriate or expedient. If there is a requirement to affix a company seal on any such agreement, contract or document, it has the right to sign the agreement, contract or document and affix the company seal in accordance with the Articles of Association in that case.

The aforementioned authorization to the Board and/or the Delegatee shall be valid for the Award Period.

### **SPECIAL RESOLUTIONS**

- 4. To consider and approve the proposed change of registered capital of the Company.
- 5. To consider and approve the proposed amendments to the Articles of Association, details of which are set out in the Circular:

**“THAT:**

- (a) the proposed amendments to the Articles of Association be and are hereby approved and confirmed; and
- (b) the Board be and is hereby authorised to further authorise the chairman of the Board or other persons as further authorized by him to handle relevant filing and registration procedures with competent authorities in relation to the proposed amendments to the Articles of Association.”

Details of the above resolutions proposed at the EGM are contained in the Circular, which is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn).

By order of the Board  
**WuXi AppTec Co., Ltd. \***  
**Dr. Ge Li**  
Chairman

Hong Kong, August 18, 2022

*As of the date of this notice, the Board comprises Dr. Ge Li, Mr. Edward Hu, Dr. Steve Qing Yang, Dr. Minzhang Chen, Mr. Zhaohui Zhang and Dr. Ning Zhao as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Dr. Jiangnan Cai, Ms. Yan Liu, Dr. Hetong Lou, Mr. Xiaotong Zhang and Mr. Dai Feng as independent non-executive Directors.*

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant Form of Proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the Form of Proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the meeting or the adjourned meeting (as the case may be) (i.e. not later than 2:00 p.m.) on Sunday, September 25, 2022 (Hong Kong time)). Completion and return of the Form of Proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Wednesday, September 21, 2022 to Monday, September 26, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, September 20, 2022. In order to be eligible to attend and vote at the EGM, the Bondholders shall exercise the conversion rights attaching to the Bonds no later than 3:30 p.m. on Thursday, August 25, 2022.
5. References to time and dates in this notice are to Hong Kong time and dates.

\* *For identification purpose only*

6. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the EGM:
  - (a) Attendees who choose to attend physically should, in advance, pay attention to and observe the regulations and requirements of Shanghai during the pandemic control period in relation to, among other things, health conditions declaration, isolation and observation. Attendees should also ensure their body temperatures are normal and they have no symptoms such as respiratory tract discomfort.
  - (b) Compulsory body temperature checks will be conducted for every attendee.
  - (c) Every attendee must wear a surgical face mask and observe other self-protection measures throughout the EGM.
  - (d) Examine the Travel Code and COVID-19 RT-PCR test report of the attendees if needed.
  - (e) Attendees who cannot fulfill the then applicable regulations and requirements in relation to pandemic control will not be able to access the venue of the EGM. They can exercise their right to vote at the EGM by proxy.
7. In addition, the Company encourages the Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the meeting in person, by completing and returning the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.
8. Subject to the development of COVID-19 and with reference to the pandemic control measures as applicable from time to time, the Company may implement further changes to the arrangement of the EGM (including but not limited to conducting the EGM via electronic means), and may issue further announcement(s) in this regard as and when appropriate.