



**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)

Number of H Shares to which this form of proxy relates <sup>(Note 1)</sup>	
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**FORM OF PROXY FOR THE SECOND H SHARE CLASS MEETING OF 2019  
TO BE HELD ON FRIDAY, SEPTEMBER 20, 2019**

I/We <sup>(Note 2)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of H shares (the “H Shares”) in the issued share capital of WuXi AppTec Co., Ltd.\* (無錫藥明康德新藥開發股份有限公司) (the “Company”) hereby appoint the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the second H Share Class Meeting of 2019 of the Company (the “H Share Class Meeting”) to be held at Crowne Plaza Shanghai Pudong, 1000 Yanggao Road (N), Pilot Free Trade Zone, Shanghai, China on Friday, September 20, 2019 after the conclusion of the first extraordinary general meeting for 2019 and the second A share class meeting for 2019.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(Note 4)</sup>.

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

Date: \_\_\_\_\_ 2019

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

Notes:

1. Please insert the number of H Shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the H Shares of the Company registered in your name(s). If more than one proxy is appointed, the number of H Shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any H shareholder of the Company entitled to attend and vote at the H Share Class Meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be an H shareholder of the Company. Every H shareholder present in person or by proxy shall be entitled to one vote for each H Share held by him.

4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “ABSTAIN”.** If no direction is given, your proxy will vote or abstain at his discretion. In calculating the poll results, abstention will not be counted as voting for or against a resolution at the H Share Class Meeting. 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.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the 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 of the Company.
7. In order to be valid, this form of proxy, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, 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 Thursday, September 19, 2019 (Hong Kong time)).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the H Share Class Meeting if you so wish.
9. References to time and dates in this form of proxy are to Hong Kong time and dates.

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#### **PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the H Share Class Meeting of the Company (the ‘Purposes’). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us 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. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.

\* *for identification purposes only*