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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 THE ANNUAL GENERAL MEETING OF 2023**

Notice is hereby given that the Annual General Meeting (the “**2023 AGM**”) 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 Wednesday, June 12, 2024 at 2:00 p.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms and used herein shall have the same meanings as defined in the Company’s circular dated May 10, 2024 (the “**Circular**”).

**ORDINARY RESOLUTIONS**

1. To consider and approve the work report of the Board of Directors for the year 2023.
2. To consider and approve the work report of the Supervisory Committee for the year 2023.
3. To consider and approve the financial report for the year 2023.
4. To consider and approve the proposed 2023 Profit Distribution Plan.
5. To consider and approve the proposed provision of external guarantees for subsidiaries of the Company.
6. To consider and approve the proposed re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合伙)) and Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行), respectively, as PRC financial report and internal control report auditors of the Company and as offshore financial report auditors of the Company for the year 2024 and to authorize the Board to fix their remuneration.
7. To consider and approve the proposed foreign exchange hedging limit.

8. To consider and approve the proposed amendments to the Connected Transactions Management Policy.
9. To consider and approve the proposed amendments to the External Guarantees and Provision of Financial Assistance Policy.
10. To consider and approve the proposed amendments to the Management Measures on Raised Funds.
11. To consider and approve the proposed amendments to the Work Policies of the Independent Directors.
12. To consider and approve the proposed adoption of the 2024 H Share Award and Trust Scheme.
13. To consider and authorize the Board and/or the Delegatee to handle matters pertaining to the 2024 H Share Award and Trust Scheme with full authority, including but not limited to:
  - (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, and to determine the particulars of the grant of Awards to the Connected Selected Participants, including the list of Connected Selected Participants and the specific number of Award Shares underlying such Awards to be granted to the Connected Selected Participants in accordance with the 2024 Scheme Rules;
  - (ii) to determine the maximum number of H Shares to be acquired by the Scheme Trustee, in any event such quantity shall not render the Company unable to maintain the public float as required under the Listing Rules as modified by the waiver granted by the Stock Exchange upon the Listing;
  - (iii) to determine the Grant Date and Vesting Date of Award Shares;
  - (iv) to administer, amend and adjust the 2024 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 or as stipulated in the 2024 Scheme, 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 2024 Scheme;
- (vi) to sign, execute, amend and terminate all agreements and other relevant documents in connection with the 2024 Scheme, fulfill all relevant procedures in relation to the 2024 Scheme, and adopt other methods to implement the terms of the 2024 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 2024 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 2024 Scheme Rules and to resolve any issues and disputes arising from or in connection with the 2024 Scheme;
- (x) to exercise any other authorizations in relation to matters necessary to the implementation of the 2024 Scheme granted by the Shareholders' meeting from time to time;
- (xi) under the name of the Company:
  - (a) to enter into the Trust Deed with the Scheme Trustee, pursuant to which the Scheme Trustee will provide trust services for the 2024 Scheme;
  - (b) to enter into the plan management agreement 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 2024 Scheme; and

- (c) to set up a cash securities account so as to facilitate the provision of trading services and trading platform for the Selected Participants of the 2024 Scheme by Computershare Hong Kong Investor Services Limited;
- (xii) to authorize the Board and for the Board to further authorize the Executive Committee, during the validity period of such authorization, to individually or collectively handle all matters in relation to the 2024 Scheme with full authority, including but not limited to:
- (a) matters in relation to the 2024 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 2024 Scheme, or providing instructions to the Scheme 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 Scheme 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 preceding matters 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;

(xiii) in the event that the 2024 Scheme is terminated and the Company decides to repurchase H Shares directly from the Scheme Trustee in accordance with the 2024 Scheme Rules (the “**Direct Repurchase of H Shares from the Scheme Trustee**”), to authorize the Board and further authorize by the Board the Executive Committee as well as its specific authorized person(s) (collectively, the “**Authorized Persons**”) with full authority to handle matters pertaining to any direct repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares and reduction of the registered capital. The scope of the abovementioned authorization includes but is not limited to:

- (a) to appoint a securities broker on behalf of the Company to open an account with the Central Clearing and Settlement System (“CCASS”) of Hong Kong Securities Clearing Company Limited for the purpose of the Direct Repurchase of H Shares from the Scheme Trustee and execute any and all of the related documents. The aforementioned securities broker or Authorized Persons shall act as the representative of this account for the purposes of trading, withdrawing funds and securities, and executing all documents in relation to the Direct Repurchase of H Shares from the Scheme Trustee;
- (b) to withdraw the repurchased H Shares and funds (if any) on behalf of the Company from CCASS through the aforementioned securities broker or Authorized Persons;
- (c) to handle the cancellation of H shares and the update of the register of H Shareholders with Tricor Investor Services Limited, and confirm that the Authorized Persons shall have full authorization in the matter of the Direct Repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares, including but not limited to executing any and all of the related documents;
- (d) to authorize Tricor Investor Services Limited to cancel the share certificates of the repurchased H Shares mentioned above and update the register of H Shareholders accordingly;
- (e) in the event of changes in the policies of regulatory authorities regarding the Direct Repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares, or changes in market conditions, or changes in the method of handling repurchased H Shares after negotiation with the Scheme Trustee, except for matters that require the decision of the Board or Shareholders’ general meeting as stipulated by relevant laws, regulations, normative

documents and the Articles of Association, the Authorized Persons shall have the right to make corresponding adjustments to the specific details of the Direct Repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares (including but not limited to the method, timing, price and quantity of H Shares to be repurchased and cancelled) and any other related matters;

- (f) to implement, amend, authorize, execute and complete all necessary documents, agreements and contracts in relation to the Direct Repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares and reduction of registered capital;
- (g) to fulfill all necessary obligations, including information disclosure, reporting to regulatory authorities and filings required by relevant domestic and foreign laws and regulations and the listing rules of the stock exchanges where the Shares are listed for the purpose of the Direct Repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares and reduction of registered capital;
- (h) subject to the cancellation of the relevant H Shares and reduction of the registered capital after the Direct Repurchase of H Shares from the Scheme Trustee, to handle the amendments to the Articles of Association, the change of registered capital and the reporting to relevant departments or authorities; and
- (i) to handle any other matters that are not listed above but are necessary for the Direct Repurchase of H Shares from the Scheme Trustee and cancellation of such H Shares and reduction of the registered capital.

Except for authorized matters that require approval by the Board's resolution as specified by laws, regulations, rules of the CSRC, normative documents, the 2024 Scheme or the Articles of Association, the Executive Committee may directly exercise other authorized matters on behalf of the Board.

The aforementioned authorization to the Board and/or the Delegatee set out in paragraphs (i) to (xii) above shall be valid for the duration of the 2024 Scheme. The aforementioned authorization to the Board and the Authorized Persons set out in paragraph (xiii) above shall be valid during the period from the date of approval at the 2023 AGM up to the completion of the handling of the aforementioned matters.

## SPECIAL RESOLUTIONS

14. To consider and approve the proposed change of registered capital of the Company and the Proposed Amendments to the Articles of Association.
15. To consider and approve the proposed amendments to the Rules of Procedure for Shareholders' Meetings.
16. To consider and approve the proposed amendments to the Rules of Procedure for Board Meetings.
17. To consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to issue A Shares and/or H Shares:

**“THAT:**

- (a) Generally and unconditionally authorizing the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A Shares and/or H Shares or similar rights separately or simultaneously, and to determine the terms and conditions for allotment, issuance and disposal of new shares or issue similar rights, including but not limited to:
  - (i) Class and number of new Shares to be issued;
  - (ii) Pricing mechanism and/or issue price of the new Shares to be issued (including price range);
  - (iii) The starting and closing dates of such issue;
  - (iv) The class and number of the new shares to be issued to existing Shareholders; and/or
  - (v) To make or authorize the share offer, agreements, share options, conversion rights or other rights (including the relevant rights under the share incentive plans of the Company, unless otherwise required by applicable laws and regulations) that may require the exercise of such rights (the “**General Mandate**”).

- (b) The number of the A Shares or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors or the Chairman and its authorized persons separately or simultaneously in accordance with the General Mandate referred to in paragraph (a) above shall not exceed 20% of the number of the A shares and/or H shares of such class in issue of the Company at the time when this resolution is passed at the 2023 AGM.
- (c) Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the mandate specified in the paragraph (g) of this resolution, determined to allot, issue and deal with the A shares and/or H shares or similar rights, and the Company also has, during the effective period of the mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board of Directors of the Company or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.
- (d) Authorizing the Board of Directors or the Chairman and its authorized persons to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws as amended from time to time (including but not limited to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the applicable laws and regulations of the regulatory authorities of the places where the shares of the Company are listed) to exercise the General Mandate.
- (e) Authorizing the Board of Directors or the Chairman and its authorized persons to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the above-mentioned General Mandate, handle the necessary procedures and take other necessary actions.
- (f) Authorizing the Board of Directors or the Chairman and its authorized persons to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association of the Company in accordance with the



way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.

- (g) The effective period of the General Mandate shall be from the passing of this resolution to the following date, whichever is earlier:
  - (i) from the date when this resolution is passed at the 2023 AGM until the expiry of 12 months since then;
  - (ii) the date of conclusion of the 2024 annual general meeting of the Company; or
  - (iii) at the time of passing a special resolution by the Shareholders at the general meeting to revoke or vary the mandate under this resolution.”

18. To consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to repurchase A Shares and/or H Shares:

**“THAT:**

- (a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A shares listed on the Shanghai Stock Exchange and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- (b) The aggregate nominal amount of A Shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the number of A Shares and/or H Shares in issue of the Company as at the date of the passing of this resolution at the 2023 AGM, the 2024 Second A Share Class Meeting and the 2024 Second H Share Class Meeting of the Company;

- (c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
- (i) The passing of a special resolution with the same terms as this resolution at both the 2024 Second H Share Class Meeting and the 2024 Second A Share Class Meeting of the Company;
  - (ii) The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
  - (iii) The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- (d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
- (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
  - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
  - (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
  - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;

- (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
  - (vi) Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures in the PRC and abroad; and
  - (vii) Execute and handle other documents and matters related to the repurchase of shares.
- (e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the 2023 AGM and the passing of those resolutions having the same terms with this resolution at the 2024 Second A Share Class Meeting and the 2024 Second H Share Class Meeting, respectively, until whichever is the earliest of:
- (i) Upon conclusion of the 2024 annual general meeting of the Company;
  - (ii) The expiration of a period of twelve months following the passing of this resolution at the 2023 AGM and the passing of those resolutions having the same terms with this resolution at the 2024 Second A Share Class Meeting and the 2024 Second H Share Class Meeting, respectively;
  - (iii) The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at an H Share Class Meeting and an A Share Class Meeting, respectively.”

Details of the above resolutions proposed at the 2023 AGM are contained in the Circular, which is available on the websites of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wuxiapptec.com.cn](http://www.wuxiapptec.com.cn)).

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

Hong Kong, May 10, 2024

*As of the date of this notice, the Board comprises Dr. Ge Li, Dr. Minzhang Chen, Mr. Edward Hu, Dr. Steve Qing Yang and Mr. Zhaohui Zhang as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Ms. Christine Shaohua Lu-Wong, Dr. Wei Yu, Dr. Xin Zhang, Ms. Zhiling Zhan and Mr. Dai Feng as independent non-executive Directors.*

\* For identification purpose only

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 Hong Kong 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 Tuesday, June 11, 2024 (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, June 5, 2024 to Wednesday, June 12, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2023 AGM, 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, June 4, 2024.

5. For determining the entitlement to the proposed final dividend under the 2023 Profit Distribution Plan (subject to approval by the shareholders at the 2023 AGM), the register of members of the Company will be closed from Wednesday, June 19, 2024 to Tuesday, June 25, 2024, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 the above address for registration not later than 4:30 p.m. on Tuesday, June 18, 2024.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. In addition, the Company encourages the Shareholders to exercise their right to vote at the 2023 AGM by appointing the chairman of the 2023 AGM as their proxy to vote on the relevant resolutions at the 2023 AGM instead of attending the meeting in person, by completing and returning the enclosed form of proxy for use at the 2023 AGM in accordance with the instructions printed thereon.