



**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)

Number of H shares to which this form of proxy relates <i>(Note 1)</i>	
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**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING  
TO BE HELD ON THURSDAY, MAY 13, 2021**

I/We \_\_\_\_\_  
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 *(Note 3)* or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company for the year 2021 to be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China, on Thursday, May 13, 2021 at 2:00 p.m.. (and at any adjournment thereof) as hereunder indicated in respect of the resolutions set out in the notice of the AGM dated April 9, 2021 (the "Notice"). Unless otherwise defined, capitalized terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated April 9, 2021.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast *(Note 4)*.

ORDINARY RESOLUTIONS <sup>#</sup>		FOR	AGAINST	ABSTAIN
1.	To consider and approve the report of the Board of Directors for the year 2020.			
2.	To consider and approve the report of the Supervisory Committee for the year 2020.			
3.	To consider and approve the financial report for the year 2020.			
4.	To consider and approve the proposed provision of external guarantees for subsidiaries of the Company.			
5.	To consider and approve the proposed authorization to the Investment Department of the Company to dispose of listed and trading shares of listed companies held by the Company.			
6.	To consider and approve the proposed amendments to the work policies of the independent Directors.			
7.	To approve the proposed re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) 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 2021 and to authorize the Board to fix their remuneration.			
8.	To consider and approve the proposed foreign exchange hedging limit.			
9.	To consider and approve the adjustment to the independent Directors' annual allowance.			
10.	To consider and approve the Application for Shares, the Amended and Restated Wuxi XDC Articles, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the Potential Continuing Related Parties Transactions.			
SPECIAL RESOLUTIONS <sup>#</sup>		FOR	AGAINST	ABSTAIN
11.	Subject to the passing of resolution no. 16 below, to consider and approve the proposed 2020 Profit Distribution Plan.			
12.	To consider and approve the proposed increase of registered capital.			
13.	To consider and approve the proposed amendments to the Articles of Association.			
14.	To consider and approve the proposed granting of general mandate to issue A Shares and/or H Shares.			
15.	To consider and approve the proposed granting of general mandates to repurchase A Shares and/or H shares.			
16.	Subject to the passing of resolution no. 11 above, to consider and approve the proposed issuance of the Additional Conversion Shares under the Convertible Bonds-Related Specific Mandate; and to authorize Dr. Ge Li (李革), Mr. Edward Hu (胡正國) and/or Mr. Ellis Bih-Hsin CHU (朱璧辛) to handle matters relating to the conversion of the Bonds into H Shares.			

Date: \_\_\_\_\_ 2021

Signature(s) *(Note 5)* \_\_\_\_\_

*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 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 AGM is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a H shareholder of the Company. Every H shareholder present in person or by proxy shall be entitled to one vote for each 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 AGM. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
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 INITIALLED 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 Wednesday, May 12, 2021 (Hong Kong time)).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM 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 AGM 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 authorised 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*

# *The full text of the resolutions is set out in the Notice*