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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 SECOND H SHARE CLASS MEETING FOR 2019**

**Notice is hereby given** that the second H Share Class Meeting for 2019 (the “**H Share Class Meeting**”) 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 Friday on September 20, 2019 after the conclusion of the first extraordinary general meeting for 2019 (“**EGM**”) and the second A Share Class Meeting for 2019 for the following purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalised terms and used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated August 5, 2019.

**SPECIAL RESOLUTIONS**

1. to consider and approve the proposed adoption of the 2019 A Share Incentive Plan;
2. to consider and approve the proposed grant of Restricted A Shares to the Connected Participants;
3. to consider and approve the list of grantees under the Initial Grant of the 2019 A Share Incentive Plan;
4. to consider and approve the proposed adoption of the administrative measures for appraisal system of the 2019 Share Incentive Schemes; and
5. (I) to consider authorize the Board to handle matters pertaining to 2019 Share Incentive Schemes, including:
  - (a) to determine the date of grant of Restricted A Shares, Share Options and Share Appreciation Rights;
  - (b) to adjust the number of Restricted A Shares and the relevant number of Shares involved in Share Options and Share Appreciation Rights accordingly in the event of capitalization issue, bonus issue, sub-division or consolidation of the share capital, rights issue, dividend payment or other events in accordance with the manners stipulated under the 2019 Share Incentive Schemes;

- (c) to adjust the Grant Price/Exercise Price accordingly in the event of capitalization issue, bonus issue, sub-division or consolidation of the share capital, rights issue and dividend payment or other events in accordance with the manners stipulated under the 2019 Share Incentive Schemes;
- (d) to grant the Restricted A Shares, Share Options and Share Appreciation Rights to the Incentive Participant(s) who has (have) satisfied the required conditions and to handle all matters relating to the grant of the Restricted A Shares, Share Options and Share Appreciation Rights, including the execution of related agreement(s) with the Incentive Participant(s);
- (e) to review and determine the eligibility and conditions for unlocking the Restricted A Shares and exercising the Share Options or Share Appreciation Rights for the Incentive Participants and to authorize the remuneration and assessment committee of the Board to exercise such power;
- (f) to determine whether the Incentive Participant(s) has (have) satisfied the conditions for unlocking the Restricted A Shares and exercising the Share Options or Share Appreciation Rights;
- (g) to handle all necessary matters relating to the unlocking and exercising, including but not limited to, tendering applications to the stock exchange to unlock/exercise and tendering applications to the depository and clearing corporation to handle the relevant depository and clearing matters;
- (h) to handle matters in relation to locking up Restricted A Shares which have not been unlocked and Share Options and Share Appreciation Rights which have not been exercised;
- (i) to determine matters relating to the change and termination of Restricted A Shares, Share Options and Share Appreciation Rights under the 2019 Share Incentive Schemes, including but not limited to, disqualifying the eligibility of Incentive Participants from unlocking/exercising, repurchasing unlocked Restricted A Shares of Incentive Participants and cancelling unexercised Share Options of Incentive Participants, handling inheritance matters relating to Restricted A Shares that have not been unlocked and Share Options that have not been exercised held by any deceased Incentive Participant;
- (j) to manage the Company's 2019 Share Incentive Schemes, and to revise and formulate from time to time the management and implementation requirements of the relevant plans to the extent consistent with the provisions of the 2019 Share Incentive Schemes. However, if the laws, regulations or relevant regulatory authorities require such amendments to be approved by the shareholders' meeting or/and the relevant regulatory body, such proposed the amendments by the Board must be approved accordingly;

- (k) to execute other matters relating to the 2019 Share Incentive Schemes which are necessary, with exception to the rights exercised by shareholders' general meetings expressly provided by relevant documents;
- (l) to approach the relevant government or regulatory authorities for any approval, registration, filing, authorization and consent; to sign, implement, amend or complete all documents to be submitted to the relevant government, authorities, organizations or persons; and to do all other things that are necessary, fit and proper in relation to the 2019 Share Incentive Schemes; and
- (II) to approve the validity period of the authorization given to the Board be the same as the validity period of the 2019 Share Incentive Schemes.

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

Hong Kong, August 5, 2019

*As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Mr. Xiaozhong Liu, 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, Mr. Dai Feng, Dr. Hetong Lou and Mr. Xiaotong Zhang 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 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)). 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, August 21, 2019 to Friday, September 20, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Share Class Meeting, 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 Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, August 20, 2019.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. Please note that if you have completed and returned both form of proxy and the independent director’s proxy form, but have given inconsistent voting instructions on the resolutions concerned between the form of proxy and the independent director’s proxy form, your voting instructions given in the independent director’s proxy form will be counted as your vote for or against Special Resolutions numbered 1-2 and 4-5 set out above.