



**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 ANNUAL GENERAL MEETING  
TO BE HELD ON FRIDAY, MAY 15, 2020**

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 annual general meeting (the “AGM”) of the Company for the year 2020 to be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China, on Friday, May 15, 2020 at 2:00 p.m. (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
1.	To approve the report of the Board of Directors for the year 2019.			
2.	To approve the report of the Supervisory Committee for the year 2019.			
3.	To approve the annual report, annual report summary and annual results announcements for the year 2019.			
4.	To approve the financial report for the year 2019.			
5.	To approve the proposed provision of external guarantees for subsidiaries of the Company.			
6.	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 2020 and to authorize the Board to fix their remuneration.			
7.	To approve the proposed foreign exchange hedging limit.			
8.	To approve the proposed Directors’ remuneration.			
9.	To approve the proposed Supervisors’ remuneration.			
10.	To approve the proposal in relation to the compliance with conditions for the proposed non-public issuance of A Shares.			
11.	To approve the remedial measures regarding dilution on returns for the current period due to the proposed non-public issuance of A Shares.			
12.	To approve the Shareholders’ dividend and return plan (2020-2022).			
13.	To approve re-election or election of executive Directors and non-executive Directors for the second session of the Board	<b>Resolutions below are voted by way of cumulative voting system (Number of votes)</b> <sup>(Notes 6 and 7)</sup>		
	13.1 To re-elect Dr. Ge Li as an executive Director			
	13.2 To re-elect Mr. Edward Hu as an executive Director			
	13.3 To re-elect Mr. Zhaohui Zhang as an executive Director			
	13.4 To re-elect Dr. Ning Zhao as an executive Director			
	13.5 To re-elect Mr. Xiaomeng Tong as a non-executive Director			
	13.6 To re-elect Dr. Yibing Wu as a non-executive Director			
	13.7 To elect Dr. Steve Qing Yang as an executive Director			

ORDINARY RESOLUTIONS		FOR	AGAINST	ABSTAIN
14.	To approve re-election of independent non-executive Directors for the second session of the Board	<b>Resolutions below are voted by way of cumulative voting system (Number of votes)</b> <i>(Notes 6 and 7)</i>		
	14.1 To re-elect Dr. Jiangnan Cai as an independent non-executive Director			
	14.2 To re-elect Ms. Yan Liu as an independent non-executive Director			
	14.3 To re-elect Mr. Dai Feng as an independent non-executive Director			
	14.4 To re-elect Dr. Hetong Lou as an independent non-executive Director			
	14.5 To re-elect Mr. Xiaotong Zhang as an independent non-executive Director			
15.	To approve the re-election of Shareholder representative Supervisors for the second session of the Supervisory Committee	<b>Resolutions below are voted by way of cumulative voting system (Number of votes)</b> <i>(Notes 6 and 7)</i>		
	15.1 to re-elect Mr. Harry Liang He as a Shareholder representative Supervisor			
	15.2 to re-elect Mr. Jichao Wang as a Shareholder representative Supervisor			

SPECIAL RESOLUTIONS		FOR	AGAINST	ABSTAIN
16.	To approve the proposed 2019 Profit Distribution Plan.			
17.	To approve the proposed increase of registered capital.			
18.	To approve the proposed amendments to the Articles of Association.			
19.	To approve the proposed amendments to the rules of procedure for Shareholders' meetings.			
20.	To approve the proposed amendments to the rules of procedure for Board meetings.			
21.	To approve the proposed granting of general mandate to issue A Shares and/or H Shares.			
22.	To approve the proposed granting of general mandates to repurchase A Shares and/or H shares.			
23.	To approve the proposed non-public issuance of A Shares under general mandate. (to be voted item by item)			
	23.1 Class and par value of shares to be issued			
	23.2 Method and time of issuance			
	23.3 Target subscribers and method of subscription			
	23.4 Issue price and pricing principles			
	23.5 Number of A Shares to be issued			
	23.6 Lock-up period			
	23.7 Place of listing			
	23.8 Arrangement for the retained undistributed profits prior to the Proposed Non-public Issuance of A Shares			
	23.9 Validity period of the resolutions in relation to the Proposed Non-public Issuance of A Shares			
	23.10 Amount and use of proceeds			
24.	To approve the feasibility report.			
25.	To approve the report on the use of proceeds from previous fund raising.			
26.	To approve the authorization to the Board, the Chairman and/or authorized persons of the Chairman in relation to the proposed non-public issuance of A Shares.			
27.	To approve the proposed issuance of H Shares under specific mandate.			

Date: \_\_\_\_\_ 2020

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 no direction is given, your proxy will vote or abstain at his discretion. 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 INITIALED BY THE PERSON WHO SIGNS IT.**
6. Resolutions Nos. 13, 14 and 15 are voted by way of cumulative voting system pursuant to the Articles of Association. Cumulative voting system represents that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders’ voting rights may be used in a concentrated manner. The above voting shall be made as follows:
  - (i) The total number of valid votes casted by each shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;
  - (ii) Each shareholder may cast all his votes on single candidate for director or supervisor or spread his votes on different candidates for director or supervisor; and
  - (iii) Votes for single candidate of director or supervisor may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors or supervisors shall not exceed the entitled total number of the valid voting rights in election of directors or supervisors.
7. **IMPORTANT: Please indicate the number of votes in the space provided as to how you wish your votes to be cast. Please fill in the voting intention on resolution when filling the “ways of cumulative voting” as indicated below:**
  - (i) **In relation to Resolutions Nos. 13, 14 and 15, each Share held by a Shareholder will have the same number of voting rights which equals to the number of Directors or Supervisors to be elected. For instance, if a Shareholder holds 1 million Shares and 7 executive Directors and non-executive Directors will be elected at this election, the aggregate number of votes which the Shareholder will have is 7 million (i.e. 1 million Shares x 7 = 7 million Shares) regarding Resolution No. 13; as 5 independent non-executive Directors will be elected at this election, the aggregate number of votes which the Shareholder will have is 5 million (i.e. 1 million Shares x 5 = 5 million Shares) regarding Resolution No. 14; as 2 Supervisors will be elected at this election, the aggregate number of votes which the Shareholder will have is 2 million (i.e. 1 million Shares x 2 = 2 million Shares) regarding Resolution No. 15.**
  - (ii) **Please fill in the sections entitled “Number of votes” with the number of votes the Shareholder intends to cast on each candidate of Director or Supervisor. Please note that the Shareholder may cast its/his/her votes which equal to the number of Shares held by the Shareholder on every candidate of Director or Supervisor; the Shareholder may also cast all its/his/her votes which represent the total number of Shares held by the Shareholder multiplied by the total number of Directors or Supervisors to be elected on one candidate; or cast its/his/her votes which represent the total or part of number of Shares held by the Shareholder multiplied by the total number of Directors or Supervisors to be elected on certain candidates. For example, if a Shareholder holds 1 million Shares, the number of its/his/her votes regarding Resolution No. 13 is 7 million. The Shareholder may choose to cast the 7 million votes equally amongst the 7 candidates of Directors, or to cast all its/his/her votes on one single candidate, or to cast on candidate A with 4 million votes, to cast on candidate B with 2 million votes, to cast the remaining 1 million votes on candidate C, and not cast any vote on other candidates.**
  - (iii) **When the total votes, represented by the Shares held by the Shareholder multiplied by the number of Directors or Supervisors to be elected, are used up after voting for a number of candidates, the Shareholder will no longer have votes for other candidates of Directors or Supervisors. i.e. the total number of its/his/her votes cast on candidates of Directors or Supervisors shall not exceed the aggregate number of votes to which the Shareholder is entitled.**
  - (iv) **Please take special note that if the total votes cast by the Shareholder for some candidates of Directors or Supervisors exceed the number of votes to which the Shareholder is entitled, all the votes cast will be void. If the total votes cast by the Shareholder for some candidates of Directors or Supervisors are less than the number of votes to which the Shareholder is entitled, the votes are valid and the remaining votes will be regarded as abstention votes. For example, if a Shareholder holds 1 million Shares, the number of votes which the Shareholder will have regarding Resolution No. 13 is 7 million: (a) if the Shareholder fills in “Number of votes” under a particular candidate with “7 million Shares”, the Shareholder has used up all the votes to which it/he/she is entitled, which results in the Shareholder having no votes for the remaining 6 candidates. Should the Shareholder fill in the other columns under Resolution No. 13 with any number of Shares (other than “0”), all the votes on Resolution No. 13 will be void; or (b) if the Shareholder fills in “Number of votes” under candidate A with “2 million Shares” and fill in “Number of votes” under candidate B with “1 million Shares”, the 3 million votes cast by the Shareholder are valid and the remaining 4 million votes will be regarded as abstention votes.**

- (v) The seniority of candidates shall be determined by the number of votes provided that the number of directors and supervisors elected shall not be more than the number of vacancies. Candidates who have obtained more than half of the total cumulative effective votes of voting shareholders shall be elected. If the number of candidates who have obtained more than half of the total cumulative effective votes of voting shareholders exceeds the number of vacancies and two or more of such candidates obtaining the same number of votes, the candidates shall be elected based on their seniority over others. Candidates who have obtained the same number of votes shall only be elected through re-election with their seniority determined by the total number of votes. Where the number of elected Directors or Supervisors in the first round of cumulative voting is less than the number of Directors or Supervisors proposed to be elected, new rounds of voting are required to be held for election of those Directors or Supervisors who do not have enough votes.
- (vi) When holding a new round of voting for Director or Supervisor election in accordance with (v) above, the number of cumulative votes of Shareholders shall be recounted based on the number of candidates to be elected in each round of election.

Shareholders shall only vote in accordance with the limitation of number of votes in each group of resolutions. Shareholders may cast their votes at their own discretions for one candidate or for more than one candidate in any combination. The number of votes in respect of Resolutions Nos. 13, 14 and 15 shall be counted individually. The number of votes to which you are entitled for electing executive and non-executive Directors shall only be cast in favour of candidates for executive and non-executive Directors and shall not be cast in favour of independent non-executive Directors nor Supervisors; the number of votes to which you are entitled for electing independent non-executive Directors shall only be cast in favour of candidates for independent non-executive Directors and shall not be cast in favour of executive and non-executive Directors nor Supervisors; the number of votes to which you are entitled for electing Supervisors shall only be cast in favour of candidates for Supervisors and shall not be cast in favour of executive and non-executive Directors nor independent non-executive Directors.

8. 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.
9. 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, May 14, 2020 (Hong Kong time)).
10. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- \*11. 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