

WUXI APPTEC CO., LTD.
STRATEGY COMMITTEE OF THE BOARD OF DIRECTORS
TERMS OF REFERENCE

**Initially Approved at the 1st meeting of the
1st session of the Board of Directors of WuXi AppTec Co., Ltd.
on February 17, 2017**

and

**Amended pursuant to approval of the 2nd meeting of the
1st session of the Board of Directors of WuXi AppTec Co., Ltd.
on March 2, 2017**

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WuXi AppTec Co., Ltd.

Terms of Reference Strategy Committee of the Board of Directors

Chapter 1 General

Clause 1 To fulfil the strategic development needs, enhance the core competitiveness, determine the development plan, improve the investment decision-making process, strengthen scientific decision making, improve the efficiency and standard of major investment decision making and optimize the corporate governance of WuXi AppTec Co., Ltd. (the “Company”), the Company has established the strategy committee under the board of directors (the “Board”) and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, Rules of Committees under the Board of Directors (1) — Guidelines of the Rules of Strategy Committee under the Board of Directors, the Articles of Association of WuXi AppTec Co., Ltd. (the “Articles”) and Rules of the Board of Directors of WuXi AppTec Co., Ltd.

Clause 2 The Strategy Committee is a specialized body set up by the Board and is mainly responsible for studying and making recommendations on long-term development strategy and major investment decisions of the Company.

Chapter 2 Composition

Clause 3 The Strategy Committee shall be composed of five directors, which must include the chairman of the Company.

Clause 4 The members of the Strategy Committee shall be nominated by the chairman of the Company and shall be elected by the Board.

Clause 5 The Strategy Committee shall have a chairman (the convener) who shall be the chairman of the Company. The chairman of Strategy Committee shall be responsible for the work and convene the meeting of the committee.

Clause 6 The term of office of the members of the Strategy Committee shall coincide with that of the members of the current Board and may be re-elected upon expiry of their term of office. A member shall cease to act as member of the committee if he/she is no longer a director of the Company. The vacancy shall be filled up by the Board in accordance these terms of reference.

Clause 7 A member of the committee may tender his/her resignation to the Board before expiry of his/her term of office. The resignation letter shall include statements on the reason of resignation and any matters that need to be brought to the attention of the Board.

Clause 8 In the event that the number of members of the committee falls below the minimum required, the Board shall fill up the vacancy in accordance with these terms of reference.

Clause 9 The office of the Board shall be responsible for the daily communication and arrangement of meetings of the Strategy Committee.

Chapter 3 Duties and Responsibilities

Clause 10 The main duties and responsibilities of the Strategy Committee are:

- (1) to study and make recommendations on long-term development strategies of the Company;
- (2) to study and make recommendations on major investment and financing plans that are subject to the Board's approval according to the Articles and the Management Rules on External Investment;
- (3) to study and make recommendations on major capital operation (including but not limited to the increase or decrease of registered capital and the issue of bonds or other securities of the Company, any merger, division, dissolution or change of corporate form of the Company or any of its wholly-owned or non-wholly owned subsidiaries, and profit distribution plans and loss recovery plans of the Company), asset operation projects, annual financial budgets and final financial accounts of the Company that are subject to the Board's approval according to the Articles;
- (4) to study and make recommendations on the establishment or changes of fund-raising investment projects regarding issue of securities of the Company or any of its wholly-owned and non-wholly owned subsidiaries;
- (5) to study and make recommendations on other major issues affecting the Company's development;
- (6) to review the implementation of the above items, and study, assess and make recommendations on major adjustments involved therein and report to the Board for consideration;
- (7) to deal with other matters authorized by the Board.

Clause 11 The Strategy Committee shall be accountable to the Board. The Strategy Committee shall perform its duties by convening meetings to discuss the relevant matters, which serves as a preliminary review before decision making by the Board. Proposals of the Strategy Committee shall be submitted to the Board for consideration.

Clause 12 The Strategy Committee may engage an intermediary institution to provide professional opinions at the expense of the Company.

Clause 13 The committee shall convene meetings to discuss proposals collected and submit the results to the Board for review.

Chapter 4 Rules of Meeting

Clause 14 The chairman of the Strategy Committee may convene meeting if he/she considers necessary or upon request by more than half of the members by giving three days' notice to members of the Strategy Committee. In case of emergency or special circumstances, the requirement of notice may be waived upon approval of the chairman and the notice of meeting may be sent at any time and the chairman of the Strategy Committee shall make an explanation at the meeting. The chairman shall convene and preside over the meetings of the committee. Where the chairman fails to perform his/her duties, he/she shall appoint another member to perform the duties on his/her behalf. Where the chairman fails to perform his/her duties or to appoint another member to perform the duties on his/her behalf, any of the members shall inform the Board and the Board shall appoint a member to perform the duties of the chairman of the committee.

Clause 15 The quorum of the Strategy Committee meetings shall be not less than two thirds of the members. Each member shall be entitled to one vote. Resolutions of the meeting must be approved by a majority of all the members.

Clause 16 Members of the Strategy Committee may attend meetings of the committee and exercise voting rights either in person or by proxy.

Clause 17 The Strategy Committee shall vote by a show of hands or by a poll. Meetings may also be convened by voting through communication.

Clause 18 The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Strategy Committee shall comply with relevant laws and regulations, the Articles and these terms of reference.

Clause 19 The Strategy Committee shall keep minutes of the meetings. Members present at the meetings shall sign the minutes of the meetings, which shall be kept by the secretary of the Board of the Company.

Clause 20 Minutes of the Strategy Committee meetings shall include at least the following information: the date and venue of the meeting and name of the convener; names of attendees, with special notes added for proxies; the agenda of the meeting; highlights of members' speeches; the way of voting on each item or proposal and voting results; other matters that should be explained or stated in meeting minutes.

Clause 21 The resolutions passed and the results of voting at the meeting of the Strategy Committee shall be reported in writing to the Board of the Company.

Clause 22 Members attending and observing the meeting shall have an obligation to keep all matters discussed in such meetings confidential and shall not disclose relevant information without authorization.

Clause 23 The procedures for convening a meeting, the method of voting and the resolutions passed at a meeting of the Strategy Committee shall comply with relevant laws and regulations, the Articles and these terms of reference.

Chapter 5 Miscellaneous

Clause 24 These terms of reference shall come into effect upon approval by the Board.

Clause 25 Any matters not covered by these terms of reference shall be dealt with in accordance with the relevant laws and regulations of the State and the Articles. If these terms of reference contravene any laws and regulations promulgated by the State and the Articles, relevant laws and regulations promulgated by the State and the Articles shall prevail, and these terms of references shall be amended accordingly and submitted to the Board for approval.

Clause 26 The interpretation of these terms of reference shall be vested in the Board.