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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 ANNUAL GENERAL MEETING OF 2019**

Notice is hereby given that the Annual General Meeting (the “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 Friday, May 15, 2020 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, capitalised terms and used herein shall have the same meanings as defined in the Company’s circular (the “Circular”) dated March 31, 2020.

**ORDINARY RESOLUTIONS**

1. to consider and approve the report of the Board of Directors for the year 2019;
2. to consider and approve the report of the Supervisory Committee for the year 2019;
3. to consider and approve the annual report, annual report summary and annual results announcements for the year 2019;
4. to consider and approve the financial report for the year 2019;
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 2020 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 Directors' remuneration;
9. to consider and approve the proposed Supervisors' remuneration;
10. to consider and approve the proposal in relation to the compliance with conditions for the proposed non-public issuance of A Shares;
11. to consider and approve the remedial measures regarding dilution on returns for the current period due to the proposed non-public issuance of A Shares;
12. to consider and approve the Shareholders' dividend and return plan (2020-2022);
13. to consider and approve the proposal in respect of the re-elections or election of executive Directors and non-executive Directors for the second session of the Board (cumulative voting system is adopted for these resolutions):
  - 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
14. to consider and approve the proposal in respect of the re-elections of independent non-executive Directors for the second session of the Board (cumulative voting system is adopted for these resolutions):
  - 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 consider and approve the proposal in respect of the re-election of Shareholder representative Supervisors for the second session of the Supervisory Committee (cumulative voting system is adopted for these resolutions):

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**

16. to consider and approve the proposed 2019 Profit Distribution Plan;

17. to consider and approve the proposed increase of registered capital;

18. to consider and approve the proposed amendments to the Articles of Association;

19. to consider and approve the proposed amendments to the rules of procedure for Shareholders' meetings;

20. to consider and approve the proposed amendments to the rules of procedure for Board meetings;

21. 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 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 general meeting of the Company.

- (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 (including but not limited to the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange) 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 AGM until the expiry of 12 months since then;
  - (ii) the date of conclusion of the 2020 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.”

22. 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 of the Company in issue as at the date of the passing of this resolution at the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company, respectively;
- (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 H Share Class Meeting and 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 at home 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 AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:
- (i) Upon conclusion of the 2020 annual general meeting of the Company;

- (ii) The expiration of a period of twelve months following the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and 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 the H Share Class Meeting and the A Share Class Meeting, respectively.”

23. to consider and approve the proposed non-public issuance of A Shares under general mandate;

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 consider and approve the feasibility report;

25. to consider and approve the report on the use of proceeds from previous fund raising; and

26. to consider and 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; and

27. to consider and approve the proposed issuance of H Shares under specific mandate.



Pursuant to Article 114 of the Articles of Association, cumulative voting system should be adopted for election of more than two of Directors and Supervisors at Shareholders' general meetings. Cumulative voting system will be adopted for the Resolutions Nos. 13, 14 and 15. 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.

Details of the above resolutions proposed at the 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, March 31, 2020

*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, May 14, 2020 (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, April 15, 2020 to Friday, May 15, 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General 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, April 14, 2020.
5. For determining the entitlement to the proposed final dividend and Capitalization of Reserve under the 2019 Profit Distribution Plan (subject to approval by the shareholders at the Annual General Meeting, the A Class Share Meeting and the H Class Share Meeting), the Register of Members of the Company will be closed from Thursday, May 28, 2020 to Wednesday, June 3, 2020, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and Capitalization of Reserve, 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 Wednesday, May 27, 2020.
6. References to time and dates in this notice are to Hong Kong time and dates.