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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020;**
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020;**
- (3) FINANCIAL REPORT FOR THE YEAR 2020;**
- (4) PROPOSED 2020 PROFIT DISTRIBUTION PLAN;**
- (5) PROPOSED GRANTING OF THE CONVERTIBLE BONDS-RELATED SPECIFIC MANDATE TO ISSUE ADDITIONAL CONVERSION SHARES;**
- (6) PROPOSED ADJUSTMENT TO THE ANNUAL ALLOWANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;**
- (7) PROPOSED RELATED PARTIES TRANSACTIONS;**
- (8) PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES;**
- (9) PROPOSED AUTHORIZATION TO THE INVESTMENT DEPARTMENT OF THE COMPANY TO DISPOSE OF LISTED AND TRADING SHARES OF LISTED COMPANIES HELD BY THE COMPANY;**
- (10) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2021;**
- (11) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES;**
- (12) PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE A SHARES AND/OR H SHARES;**
- (13) PROPOSED INCREASE OF REGISTERED CAPITAL;**
- (14) PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION;**
- (15) PROPOSED FOREIGN EXCHANGE HEDGING LIMIT;**
- (16) PROPOSED AMENDMENTS TO THE WORK POLICIES OF THE INDEPENDENT DIRECTORS; AND**
- (17) NOTICE OF 2020 AGM AND 2021 FIRST H SHARE CLASS MEETING**

The notice convening the 2020 AGM and the notice convening the H Share Class Meeting 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. are set out in this circular.

Whether or not you are able to attend the 2020 AGM and/or the H Share Class Meeting, please complete and sign the enclosed form of proxy for use at the 2020 AGM and/or the H Share Class Meeting in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the 2020 AGM and/or the H Share Class Meeting (i.e. not later than 2:00 p.m. on Wednesday, May 12, 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2020 AGM and/or the H Share Class Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn).

References to time and dates in this circular are to Hong Kong time and dates.

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EXPECTED TIMETABLE

The expected timetable for the 2020 Capitalization of Reserve and 2020 Profit Distribution, which are subject to Shareholders' approval of the 2020 Profit Distribution Plan at the 2020 AGM, the A Share Class Meeting and the H Share Class Meeting, as set forth below is indicative only and has been prepared on the assumption that all conditions of the 2020 Capitalization of Reserve and 2020 Profit Distribution will be fulfilled. Any consequential changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Last day of dealings in H Shares on a cum-entitlement basis Thursday, May 27, 2021

First day of dealings in H Shares on an ex-entitlement basis Friday, May 28, 2021

Latest time for lodging transfer documents of H Shares for
entitlement to the 2020 Capitalization of Reserve and 2020
Profit Distribution. 4:30 p.m., Monday, May 31, 2021

Book closure period for determining H Shareholders' entitlement
to the 2020 Capitalization of Reserve and 2020 Profit
Distribution^(Note 2) Tuesday, June 1, 2021 to
Monday, June 7, 2021^(Note 3)

Record date for determining H Shareholders' entitlement to the
2020 Capitalization of Reserve and 2020 Profit Distribution Monday, June 7, 2021

Register of H Shareholders of the Company reopens Tuesday, June 8, 2021

Notes:

1. The Company will issue a separate announcement regarding the date of despatch of the certificates for the 2020 Capitalization Shares and the cheques for the 2020 Profit Distribution, and the date of the commencement of dealings in the 2020 Capitalization Shares.
2. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.
3. Both days inclusive.

DEFINITIONS

“2018 A Share Incentive Plan”	the share incentive scheme adopted by the Company on August 22, 2018, the principal terms of which are summarized in the Prospectus in “Appendix VI — Statutory and General Information — 2. Further Information about our Business — B. Share Incentive Schemes — (A) 2018 WuXi AppTec A Share Incentive Scheme”
“2019 A Share Incentive Plan”	2019 Restricted A Shares and Stock Option Incentive Plan of the Company adopted on September 22, 2019, the details of which are disclosed in the circular of the Company dated August 5, 2019
“2019 AGM”	the annual general meeting of the Company held on Friday, May 15, 2020, at which the Shareholders approved, among others, the payment of the 2019 Profit Distribution and the 2019 Capitalization of Reserve
“2019 Capitalization of Reserve”	the issuance of 4 2019 Capitalization Shares for every 10 Shares by way of capitalization of reserve under the 2019 Profit Distribution Plan
“2019 Capitalization Shares”	the new Shares to be allotted and issued under the 2019 Capitalization of Reserve by the Company
“2019 Profit Distribution”	the proposed distribution of cash dividend of RMB3.37 for every 10 Shares (inclusive of tax) under the 2019 Profit Distribution Plan
“2019 Profit Distribution Plan”	the profit distribution plan of the Company for the year ended December 31, 2019 including which includes the 2019 Capitalization of Reserve and the 2019 Profit Distribution

DEFINITIONS

“2020 AGM”	the annual general meeting of the Company 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., to consider and, if appropriate, approve the resolutions contained in the notice of the meeting which are set out on pages AGM-1 to AGM-8 of this circular, or any adjournment thereof
“2020 Capitalization of Reserve”	the issuance of 2 2020 Capitalization Shares for every 10 Shares by way of capitalization of reserve under the 2020 Profit Distribution Plan
“2020 Capitalization Shares”	the new Shares to be allotted and issued under the 2020 Capitalization of Reserve by the Company
“2020 New Capitalization A Shares”	the new A Shares to be allotted and issued under the 2020 Capitalization of Reserve
“2020 New Capitalization H Shares”	the new H Shares to be allotted and issued under the 2020 Capitalization of Reserve
“2020 Profit Distribution”	the proposed distribution of cash dividend of RMB3.63 for every 10 Shares (inclusive of tax) under the 2020 Profit Distribution Plan
“2020 Profit Distribution Plan”	the profit distribution plan of the Company for the year ended December 31, 2020 which includes the 2020 Capitalization of Reserve and the 2020 Profit Distribution
“Additional Conversion Shares”	the additional H Share(s) to be issued upon conversion of the Bonds pursuant to the Trust Deed and the Terms and Conditions at the Further Adjusted Conversion Price
“A Shareholder(s)”	the holder(s) of A Shares
“A Share(s)”	ordinary share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“A Share Class Meeting”	the first A Share class meeting of the Company in 2021

DEFINITIONS

“Articles of Association”	the articles of association of the Company currently in force
“Bonds”	the US\$300 million zero coupon convertible bonds due 2024 convertible at the option of the holder thereof into fully paid ordinary H Shares of the Company of par value RMB1.00 each at the adjusted Conversion Price of HK\$79.85 per H Share
“Board” or “Board of Directors”	the board of Directors of the Company
“CCASS”	Central Clearing and Settlement System
“Changshu R&D Integrated Project”	Changshu WuXi AppTec new drug production and research and development integrated project (Phase I) (常熟藥明康德新藥生產和研發一體化項目(一期))
“Changzhou STA”	Changzhou STA Pharmaceutical Co., Ltd.* (常州合全藥業有限公司)
“Class Meetings”	the A Share Class Meeting and H Share Class Meeting
“Company”	WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), a joint stock limited company incorporated under the laws of the PRC
“Conversion Price”	the price per Conversion Share (subject to adjustments) at which the Bonds may be converted into H Shares
“Convertible Bonds-Related Specific Mandate”	the specific mandate proposed to be granted to the Board by the Shareholders at the 2020 AGM and the Class Meetings in relation to the issuance of the Additional Conversion Shares
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Founding Individuals”	Dr. Ge Li, Mr. Xiaozhong Liu, Mr. Zhaohui Zhang and Dr. Ning Zhao
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Shares
“H Share Class Meeting”	the first H Share class meeting of the Company of 2021 to be held on Thursday, May 13, 2021 after the conclusion of the AGM and the A Share Class Meeting to consider and, if appropriate, approve the resolutions contained in the notice of meeting which are set out on pages HCM-1 to HCM-5 of this circular, or any adjournment thereof
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“General Mandate”	an unconditional and general mandate proposed to be granted to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the total number of issued A Shares and/or H Shares as at the date of passing of the proposed special resolution contained in item 14 of the notice of the 2020 AGM

DEFINITIONS

“Issue Date”	means the issue date of the Bonds, being September 17, 2019
“Latest Practicable Date”	Tuesday, March 30, 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated December 3, 2018
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors as set out in item 15 of the notice of the AGM and item 2 of the notice of the H Share Class Meeting
“Restricted A Share(s)”	the restricted A Shares granted by the Company under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan
“RMB”	Renminbi, the lawful currency of the PRC
“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
“STA”	Shanghai SynTheAll Pharmaceutical Co., Ltd.* (上海合全藥業股份有限公司), a limited liability company incorporated under the laws of the PRC
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both A Share(s) and H Share(s)

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“STA Pharmaceutical”	STA Pharmaceutical Hong Kong Investment Limited (合全藥業香港投資有限公司), a limited liability company incorporated under the laws of Hong Kong
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“Terms and Conditions”	the terms and conditions of the Bonds
“Trust Deed”	the trust deed constituting the Bonds entered into between the Company and the Trustee on or around the Issue Date
“Trustee”	The Hongkong and Shanghai Banking Corporation Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“WuXi Bio”	WuXi Biologics (Cayman) Inc. (藥明生物技術有限公司) (stock code: 2269), a company incorporated under the laws of Cayman Islands with limited liability on February 27, 2014, the shares of which were listed on the Main Board of the Hong Kong Stock Exchange since June 13, 2017

In this circular, unless the context otherwise requires, any reference to the singular includes the plural and vice versa and any reference to a gender includes a reference to the other gender and the neuter. Further, certain amounts and percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain paragraphs and tables in this circular may not be an arithmetic aggregation of the figures preceding them.

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Ge Li (Chairman)
Mr. Edward Hu
Dr. Steve Qing Yang
Mr. Zhaohui Zhang
Dr. Ning Zhao

Non-executive Directors:

Mr. Xiaomeng Tong
Dr. Yibing Wu

Independent Non-executive Directors:

Dr. Jiangnan Cai
Ms. Yan Liu
Mr. Dai Feng
Dr. Hetong Lou
Mr. Xiaotong Zhang

Registered Office:

Mashan No. 5 Bridge
Binhu District, WuXi
Jiangsu Province
PRC

*Headquarters and Principal Place
of Business in the PRC:*

288 Fute Zhong Road
Waigaoqiao Free Trade Zone
Shanghai
PRC

*Principal Place of Business
in Hong Kong:*

Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong

April 9, 2021

To the Shareholders

Dear Sir/Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020;
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020;
- (3) FINANCIAL REPORT FOR THE YEAR 2020;
- (4) PROPOSED 2020 PROFIT DISTRIBUTION PLAN;
- (5) PROPOSED GRANTING OF THE CONVERTIBLE BONDS-RELATED SPECIFIC MANDATE TO ISSUE ADDITIONAL CONVERSION SHARES;
- (6) PROPOSED ADJUSTMENT TO THE ANNUAL ALLOWANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS;
- (7) PROPOSED RELATED PARTIES TRANSACTIONS;
- (8) PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES;
- (9) PROPOSED AUTHORIZATION TO THE INVESTMENT DEPARTMENT OF THE COMPANY TO DISPOSE OF LISTED AND TRADING SHARES OF LISTED COMPANIES HELD BY THE COMPANY;
- (10) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2021;
- (11) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES;
- (12) PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE A SHARES AND/OR H SHARES;
- (13) PROPOSED INCREASE OF REGISTERED CAPITAL;
- (14) PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION;
- (15) PROPOSED FOREIGN EXCHANGE HEDGING LIMIT;
- (16) PROPOSED AMENDMENTS TO THE WORK POLICIES OF THE INDEPENDENT DIRECTORS; AND
- (17) NOTICE OF 2020 AGM AND 2021 FIRST H SHARE CLASS MEETING

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the H Shareholders with information in respect of certain resolutions to be proposed at the 2020 AGM and the H Share Class Meeting to be held on Thursday, May 13, 2021, and to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the 2020 AGM and the H Share Class Meeting. For the details of the proposed resolutions at the 2020 AGM and the H Share Class Meeting, please also refer to the notices of the 2020 AGM and the H Share Class Meeting enclosed with this circular.

2. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the work report of the Board for the year 2020, the text of which is set out in Appendix I to this circular.

3. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the work report of the Supervisory Committee for the year 2020, the text of which is set out in Appendix II to this circular.

4. FINANCIAL REPORT FOR THE YEAR 2020

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the Company's audited financial report for the year 2020 (the "**Financial Report 2020**"), the text of which is set out in Appendix III to this circular.

5. PROPOSED 2020 PROFIT DISTRIBUTION PLAN

Special resolutions will be proposed at the 2020 AGM, the A Share Class Meeting and the H Share Class Meeting to consider and approve the proposed 2020 Profit Distribution Plan.

The Board proposed the issue of the 2020 Capitalization Shares on the basis of 2 2020 Capitalization Shares for every existing 10 Shares by way of capitalization of reserve, representing a total increase of 490,103,143 Shares comprising 63,131,456 2020 New Capitalization H Shares and 426,971,687 2020 New Capitalization A Shares based on the Company's total issued share capital of 2,450,515,720 Shares (comprising 315,657,283 H Shares and 2,134,858,437 A Shares) as at the Latest Practicable Date, subject to any change of number of Shares until the record date for determining Shareholders' entitlement to the 2020 Capitalization of Reserve. The 2020 New Capitalization H Shares will be issued on a pro-rated basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. No fractional Shares will be issued and distributed

LETTER FROM THE BOARD

pursuant to the 2020 Capitalization of Reserve, but will be aggregated and sold for the benefit of the Company. Based on the current total share capital of 2,450,515,720 Shares, upon the completion of the 2020 Capitalization of Reserve, the total share capital of the Company will be approximately 2,940,618,863 Shares, provided that the actual number of Shares shall be subject to the disclosure in an announcement to be separately issued upon the completion of the statutory procedures by the Company.

The Board also proposed to make a cash dividend of RMB3.63 (inclusive of tax) for every 10 Shares (representing an aggregate amount of RMB889,537,206.36 (inclusive of tax) based on the total issued Shares of the Company as of the Latest Practicable Date). The cash dividend will also be paid on a pro-rated basis for Shareholders who hold Shares in odd lot (i.e. RMB0.363 per ordinary Share). The exchange rate to be used to convert the cash dividend from RMB to HK\$ will be the average of the medium rate of RMB to HK\$ announced by the People's Bank of China for five working days (the “**Medium Rate**”) prior to and including May 13, 2021, the date on which the 2020 Profit Distribution is to be declared at the 2020 AGM and Class Meetings. For illustration purpose, the Medium Rate on the Latest Practicable Date is RMB0.84154 to HK\$1. Hence, H Shareholders will receive HK\$4.3135 for every 10 H Shares held by them. The 2020 Capitalization of Reserve is subject to the following conditions:

- (i) approval of the Shareholders by way of special resolutions at the 2020 AGM, H Share Class Meeting and A Share Class Meeting to be held on May 13, 2021;
- (ii) the Hong Kong Stock Exchange granting the listing of, and permission to deal in, the 2020 Capitalization Shares;
- (iii) compliance with the relevant legal procedures and requirements under the Company Law of the PRC to effect the 2020 Capitalization of Reserve; and
- (iv) approval of the Convertible Bonds-Related Specific Mandate by the Shareholders by way of special resolution at the 2020 AGM, H Share Class Meeting and A Share Class Meeting to be held on May 13, 2021 (please refer to the section headed “6. Proposed Granting of the Convertible Bonds-Related Specific Mandate to Issue Additional Conversion Shares” below for further details on the Convertible Bonds-Related Specific Mandate,

LETTER FROM THE BOARD

In the event of change in the total issued share capital of the Company before the record date for determining Shareholders' entitlement to the 2020 Capitalization of Reserve and 2020 Profit Distribution, dividends will be distributed according to the original dividend amount per share and the total distribution amount and the total number of new Shares to be issued out of reserve to all Shareholders will be adjusted accordingly.

Subject to the arrangements under the Northbound Trading or Southbound Trading (defined below) as disclosed in details below, the 2020 Profit Distribution will be declared according to the Articles of Association. Dividend on A Shares will be paid in Renminbi and dividend on H Shares will be paid in Hong Kong dollars.

Status of 2020 Capitalization Shares

The 2020 Capitalization Shares will, subject to the Articles of Association, rank *pari passu* in all respects with the Shares in issue on the date of the issue of the 2020 Capitalization Shares. Holders of the 2020 Capitalization Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the 2020 Capitalization Shares are allotted and issued. The 2020 Capitalization of Reserve should not result in any change to the rights of the Shares. For the avoidance of doubt, the holder of the 2020 Capitalization Shares will not be entitled to the cash dividend under the proposed 2020 Profit Distribution Plan.

Overseas H Shareholders

As at the Latest Practicable Date, according to the latest register of members available to the Company, none of the H Shareholders as recorded on the register of members of the Company had an address which is outside Hong Kong.

Upon the proposed 2020 Profit Distribution Plan becoming unconditional, the Company will consider if there are any overseas H Shareholders located in other jurisdictions, and if there are such overseas H Shareholders, then the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies for the relevant overseas H Shareholders to be eligible to take part in the 2020 Capitalization of Reserve and 2020 Profit Distribution pursuant to the Listing Rules.

LETTER FROM THE BOARD

Effect to the Shareholding upon Completion of the 2020 Capitalization of Reserve

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of allotment and issue of 2020 Capitalization Shares (assuming that no other Shares are allotted or issued and no existing Shares are repurchased or cancelled prior to the record dates in respect of holders of H Shares and A Shares by reference to their entitlements to the 2020 Capitalization of Reserve and the 2020 Profit Distribution, upon satisfaction of the conditions set out above):

	As at the Latest Practicable Date		Immediately upon completion of the Capitalization of Reserve	
	Number of Shares	Approximate percentage of total issued Shares	Number of Shares	Approximate percentage of total issued Shares
H Shares	315,657,283	12.88	378,788,739	12.88
A Shares	2,134,858,437	87.12	2,561,830,124	87.12
Total	<u>2,450,515,720</u>	<u>100.00%</u>	<u>2,940,618,863</u>	<u>100.00%</u>

Tax Arrangements in respect of the 2020 Capitalization of Reserve and the 2020 Profit Distribution

In accordance with the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》) which came into effect on January 1, 2008 and last amend on April 23, 2019 and the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) which was last amended and came into effect on December 29, 2018, and the “Notice on Issues in Relation to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Overseas Non-resident Enterprise Holders of H Shares” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on November 6, 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise Shareholders at a tax rate of 10%, when the Company distributes annual dividend to non-resident enterprise Shareholders whose names appear on the H Shares register of members. As such, any H Shares registered in the name of non-individual Shareholder, including shares registered in the name of HKSCC Nominees Limited, and other nominees, trustees, or other organizations and groups, shall be deemed to be H Shares held by non-resident enterprise Shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends

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payable thereon. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

In accordance with the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020 號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on May 13, 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. Therefore, the Company will not be required to withhold and pay any individual income tax on behalf of overseas individual Shareholders when the Company distributes the dividend to overseas individual Shareholders whose names appear on the H Share register of members.

Profit Distribution to Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the A Shareholders of the Company.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

LETTER FROM THE BOARD

Shanghai-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知 (財稅[2014]81 號) 》), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Shenzhen-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知 (財稅[2016]127 號) 》), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

According to the relevant provisions of the State Administration of Taxation of the PRC, the 2020 Capitalization of Reserve shall not be subject to any tax nor any withholding tax.

Shareholders are suggested to consult their tax consultants regarding the tax impacts in the PRC, Hong Kong and other countries (regions) for holding and selling the Shares.

Eligibility for 2020 Capitalization Shares of Shareholders trading through Southbound Trading and Northbound Trading

As at the Latest Practicable Date, the H Shares are eligible for Southbound Trading and the A Shares are eligible for Northbound Trading. Subject to compliance with the relevant laws or regulations in the PRC, 2020 New Capitalization H Shares will be allotted to the H Shareholders in the PRC who are holding the H Shares through the Southbound Trading and 2020 New Capitalization A Shares will be allotted to the A Shareholders in Hong Kong who are holding the A Shares through Northbound Trading.

LETTER FROM THE BOARD

Application for Listing

Application will be made by the Company to the Listing Committee for the approval for the listing of, and permission to deal in, the 2020 New Capitalization H Shares. The 2020 New Capitalization A Shares will be listed on the Shanghai Stock Exchange. Subject to the satisfaction of the conditions as set out in this circular (including but not limited to the granting of the aforesaid listing approval by the Hong Kong Stock Exchange), the 2020 New Capitalization H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Company for the 2020 New Capitalization H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Aside from the Hong Kong Stock Exchange, the 2020 New Capitalization H Shares will not be listed at or dealt in any other stock exchanges, and the Company is not currently seeking for or proposing to seek for the listing at or dealing in any other stock exchanges for the 2020 New Capitalization H Shares.

Subject to the 2020 Capitalization of Reserve becoming unconditional, the certificates for the 2020 New Capitalization H Shares and the cheques for the 2020 Profit Distribution will be despatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint shareholding, the certificates for the 2020 New Capitalization H Shares and the cheques for the 2020 Profit Distribution will be posted to the first named person on the H Shareholder's register in respect of such joint shareholding. The 2020 New Capitalization H Shares are expected to commence dealing on the Hong Kong Stock Exchange no later than Tuesday, July 13, 2021.

Closure of Register of Members

In order to determine the list of H Shareholders who are entitled to the 2020 Capitalization of Reserve and 2020 Profit Distribution, the Company's register of H Shareholders will be closed from Tuesday, June 1, 2021 to Monday, June 7, 2021, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's register of H Shareholders on Monday, June 7, 2021 are entitled to receive the 2020 New Capitalization H Shares and 2020 Profit Distribution. In order to receive the 2020 New Capitalization H Shares and 2020 Profit Distribution, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar, Tricor Investor Services Limited, at or before 4:30 p.m. on Monday, May 31, 2021 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

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Odd Lot Arrangement

In order to facilitate the trading of odd lots (if any) of the H Shares as a result of the 2020 Capitalization of Reserve, the Company has appointed Global Mastermind Securities Limited as an agent to provide matching service, on a best effort basis, to those H Shareholders who wish to acquire odd lots of the H Shares to make up a full board lot, or to dispose of their holding of odd lots of the H Shares during the period from 9:00 a.m. on Wednesday, June 9, 2021 to 4:00 p.m. on Wednesday, June 30, 2021, both days inclusive, based on the expected timetable. H Shareholders who wish to take advantage of this service should, directly or through their brokers contact Ms. Cora Lau of Global Mastermind Securities Limited at Unit 1201-02, 12/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong at telephone number (852) 2763 3928 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. H Shareholders should note that successful matching of the sale and purchase of odd lots of the H Shares is not guaranteed. H Shareholders who are in doubt about this service are recommended to consult their professional advisors.

Statement to be made on Acquisition of Shares

The Company shall ensure that all its listing document(s) and share certificates include the statements stipulated below and shall instruct and cause its share registrars not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (i) the acquirer of Shares agrees with the Company and each of its Shareholders, and the Company agrees with each Shareholder, to observe and comply with the Company Law of the PRC, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Articles of Association;
- (ii) the acquirer of Shares agrees with the Company, each of its Shareholders, Directors, Supervisors, managers and officers, and the Company acting for itself and for each Director, Supervisor, manager and officer agrees with each Shareholder, to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law of the PRC or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association. Any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;

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- (iii) the acquirer of Shares agrees with the Company and its Shareholders that the Shares are freely transferable by the holder of such Shares; and
- (iv) the acquirer of Shares authorizes the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to Shareholders stipulated in the Articles of Association.

Warning of Risks of Dealing in the H Shares

H Shareholders should note that the existing H Shares are expected to be dealt in on an ex-entitlement basis for entitlement to the 2020 Capitalization of Reserve and the 2020 Profit Distribution from Friday, May 28, 2021. If the conditions of the 2020 Capitalization of Reserve and 2020 Profit Distribution (as set out above under the section headed “5. Proposed 2020 Profit Distribution Plan”) are not fulfilled, the 2020 Capitalization of Reserve and 2020 Profit Distribution will not proceed. If in doubt, investors are recommended to consult their professional advisers.

Reasons for the 2020 Capitalization of Reserve and the 2020 Profit Distribution

Based on the positive expectations on the future development of the Company, and with reference to the operating results and the overall financial status of the Company, the Board proposed the 2020 Capitalization of Reserve and the 2020 Profit Distribution so as to share the fruitful result of the Company’s business performance with the Shareholders.

In addition, to encourage the Shareholders to continue to support the Company’s future development, the Board believes that the 2020 Capitalization of Reserve will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held by them in the Company without incurring any significant costs to them. Although the 2020 Capitalization of Reserve is not expected to increase the Shareholders’ proportionate equity interests in the Company, the 2020 Capitalization of Reserve will increase the number of Shares to be held by the Shareholders, which will afford the Shareholders with more flexibility in managing their own investment portfolios such as giving them more convenience in disposing of a portion of the Shares for cash return. The 2020 Capitalization of Reserve will also result in the increase of number of Shares in issue, and the number of Shares held by H Shareholders, which will motivate the trading of Shares by the H Shareholders, and thus will enhance the trading activities and liquidity of the Shares in the market.

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Further Issue of Securities

The Company does not anticipate there is any public or private issue or placing of securities of the Company other than (i) H Shares which are being issued simultaneously with the issue of the 2020 Capitalization Shares; (ii) any A Shares or options which may be issued pursuant to the Restricted A Shares and Stock Option Incentive Plan of 2019; (iii) any H Shares which may be issued pursuant to the conversion of the Bonds (including the Additional Conversion Shares); and (iv) any A Shares which may be issued pursuant to any employee share incentive scheme of the Company.

6. PROPOSED GRANTING OF THE CONVERTIBLE BONDS-RELATED SPECIFIC MANDATE TO ISSUE ADDITIONAL CONVERSION SHARES

(1) Background

References are made to the announcements of the Company dated September 3, 2019, September 4, 2019, September 5, 2019, September 17, 2019 and June 3, 2020 in relation to, among other things, the issue of the Bonds and the adjustment to the conversion price of the Bonds.

Pursuant to the terms and conditions of the Bonds, the Conversion Price is subject to adjustment for, among other things, profit distributions and capitalization of reserves made by the Company. As disclosed in the announcement of the Company dated June 3, 2020, the Conversion Price of the Bonds was adjusted from HK\$111.80 per H Share, being the initial Conversion Price to HK\$79.85 per H Share as a result of the approval of the payment of the 2019 Profit Distribution and the 2019 Capitalization of Reserve by the Shareholders at the 2019 AGM which took effect from June 4, 2020.

Subject to the approval of the Shareholders by way of special resolutions at the 2020 AGM, the A Share Class Meeting and the H Share Class Meeting, it is expected that, under the proposed 2020 Profit Distribution Plan (the details of which are set out in the section headed “5. Proposed 2020 Profit Distribution Plan” above), (i) the 2020 Capitalization Shares will be issued on the basis of 2 2020 Capitalization Shares for every existing 10 Shares by way of capitalization of reserve, representing a total increase of 490,103,143 Shares comprising 63,131,456 2020 New Capitalization H Shares and 426,971,687 2020 New Capitalization A Shares based on the Company’s total share capital of 2,450,515,720 Shares (comprising 315,657,283 H Shares and 2,134,858,437 A Shares) as at the Latest Practicable Date, subject to any change of number of Shares until the record date for determining Shareholders’ entitlement to the 2020 Capitalization of Reserve; and (ii) a cash dividend of RMB3.63 (inclusive of tax) will be made for every 10 Shares (representing an aggregate amount of RMB889,537,206.36 (inclusive of tax) based on the total issued Shares of the Company as at the Latest Practicable Date).

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In light of the above, and certain minor rounding adjustments to the Conversion Price of the Bonds over the course of 2020 which were not required to be reflected immediately and have been carried over pursuant to the terms and conditions of the Bonds, the Conversion Price of the Bonds will, pursuant to the terms and conditions thereto, be further adjusted from HK\$79.85 per H Share to HK\$66.17 per H Share (the “**Further Adjusted Conversion Price**”) upon the approval by the Shareholders of and the taking effect of the payment of the 2020 Profit Distribution and the 2020 Capitalization of Reserve. Save as disclosed above, all other terms of the Bonds are expected to remain unchanged.

(2) Proposed granting of the Convertible Bonds-Related Specific Mandate to issue the Additional Conversion Shares

As at the Latest Practicable Date, the principal amount of the Bonds which are outstanding is US\$211,100,000. Assuming full conversion of the outstanding Bonds at the Further Adjusted Conversion Price, the H Shares that may be convertible and issuable under the outstanding Bonds will increase from approximately 20,736,972 H Shares to approximately 25,024,139 H Shares, representing (i) approximately 7.93% of the total issued H share capital of the Company as at the Latest Practicable Date and approximately 6.20% of the enlarged total issued H share capital of the Company resulting from the full conversion of the outstanding Bonds and the completion of the 2020 Capitalization of Reserve. The additional 4,287,167 H Shares issuable in the event of a full conversion of the outstanding Bonds after the Further Adjusted Conversion Price becoming effective (the “**Additional Conversion Shares**”) will be allotted and issued by the Company under the Convertible Bonds-Related Specific Mandate to be sought at the 2020 AGM and the Class Meetings.

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Subject to the approval of the special resolutions at the 2020 AGM, the A Share Class Meeting and the H Share Class Meeting in connection with the Convertible Bonds-Related Specific Mandate, the Board shall be authorized by the Shareholders to further authorize the Chairman and chief executive officer of the Company Dr. Ge Li, the vice-chairman and global chief investment officer of the Company Mr. Edward Hu and/or the Company's chief financial officer Mr. Ellis Bih-Hsin CHU (朱璧辛) to handle matters relating to the conversion of the Bonds into H Shares.

(3) Condition to the Convertible Bonds-Related Specific Mandate

The Convertible Bonds-Related Specific Mandate is subject to the approval of the Shareholders by way of special resolutions of the 2020 Profit Distribution Plan at the 2020 AGM, H Share Class Meeting and A Share Class Meeting to be held on May 13, 2021 (please refer to the section headed "5. Proposed 2020 Profit Distribution Plan" above for further details on the 2020 Profit Distribution Plan).

(4) Validity period of the resolutions

The resolutions relating to the Convertible Bonds-Related Specific Mandate set out in the notices of 2020 AGM and the Class Meetings will be valid from the date of passing of the relevant resolutions at the 2020 AGM and the Class Meetings to the date of the 2021 annual general meeting of the Company.

(5) Application for Listing

An application will be made by the Company to the Hong Kong Stock Exchange for the approval for the listing of, and permission to deal in the Additional Conversion Shares.

(6) Use of Proceeds

The net proceeds raised from the Bonds, after the deduction of fees, commissions and expenses payable, being approximately US\$294 million (or approximately RMB2,079.5 million based on an exchange rate on the Issue Date, being September 17, 2019), has been fully utilized by the Company as at the Latest Practicable Date for, among others, (i) mergers and acquisitions, and business expansion, and (ii) working capital and general corporate purposes.

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(7) Effect of the full conversion of the outstanding Bonds on the shareholding structure

The following table illustrates the effect of the full conversion of the outstanding Bonds on the shareholding structure of the Company (assuming no other Shares are allotted or issued and no existing Shares are repurchased or cancelled prior to the record dates in respect of H Shareholders and A Shareholders by reference to their entitlements to the 2020 Capitalization of Reserve and the 2020 Profit Distribution, upon satisfaction of the conditions thereto):

	As at the Latest Practicable Date		Immediately after the full conversion of the outstanding Bonds at the adjusted Conversion Price of HK\$79.85		Immediately after the completion of the 2020 Capitalization of Reserve and the full conversion of the outstanding Bonds at the Further Adjusted Conversion Price of HK\$66.17	
	Number of Shares	Approximate percentage of total issued Shares	Number of Shares	Approximate percentage of total issued Shares	Number of Shares	Approximate percentage of total issued Shares
H Shares	315,657,283	12.88%	336,394,255	13.61%	403,812,878	13.61%
A Shares	2,134,858,437	87.12%	2,134,858,437	86.39%	2,561,830,124	86.39%
Total	2,450,515,720	100.00%	2,471,252,692	100.00%	2,965,643,002	100.00%

As shown in the above table, the issuance of the Additional Conversion Shares upon the full conversion of the outstanding Bonds at the Further Adjusted Conversion Price of HK\$66.17 pursuant to the exercise of the Conversion Bonds-Related Specific Mandate will not result in any further dilution effect on the shareholding structure of the Company, when compared against the shareholding structure of the Company immediately after the full conversion of the outstanding Bonds at the initial adjusted conversion price of HK\$79.85 assuming the 2020 Capitalization of Reserve does not take place.

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(8) Activities of the Company during the past twelve months

The 2020 Placing

The completion of the placing by the Company of 68,205,400 H Shares (the “**2020 Placing**”) at a price of HK\$108.0 each took place on August 5, 2020. The net proceeds raised from the 2020 Placing were approximately HK\$7.29 billion. There was no change in the intended use of the net proceeds as previously disclosed in the relevant announcement of the Company dated July 29, 2020 and the Company will gradually utilize the residual amount of the net proceeds in accordance with such intended purposes depending on actual business needs.

The table below sets out the planned applications of the net proceeds from the 2020 Placing and the actual usage up to February 28, 2021:

Use of proceeds		Planned allocation of net proceeds (RMB million)	Utilized amount (as at February 28, 2021) (RMB million)	Actual and expected timeline for utilizing the remaining balance of net proceeds from the 2020 Placing
Mergers and acquisitions including, but not limited to, expansion of the Group’s presence in the US, Europe and Asia Pacific	35.0%	2,295.5	195.3	December 31, 2023
Expansion of the Group’s overseas operation	20.0%	1,311.7	185.7	December 31, 2023
Construction of Changshu R&D Integrated Project	15.0%	983.8	152.8	December 31, 2023
Repaying bank loans and other borrowings	10.0%	655.9	655.9	Have been fully utilized by December 31, 2020
Replenish the working capital of the Company	20.0%	1,311.7	1,214.9	December 31, 2021
Total ^(Note)	100.0%	6,558.5	2,404.5	

Note: Figures shown as totals in this table may not be an arithmetic aggregation of the figures preceding them due to rounding adjustments.

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The Non-public Issuance of A shares

The completion of the non-public issuance of A Shares by the Company of 62,690,290 A Shares (the “**Non-public Issuance of A Shares**”) at a price of RMB104.13 each took place on September 23, 2020. The net proceeds raised from the Non-public Issuance of A Shares were approximately RMB6,461.25 million.

The table below sets out the planned applications of the net proceeds from the Non-public Issuance of A Shares and the actual usage up to February 28, 2021:

Use of proceeds		Planned allocation of net proceeds (RMB million)	Utilized amount (as at February 28, 2021) (RMB million)	Actual and expected timeline for utilizing the remaining balance of net proceeds from the Non-public Issuance of A Shares
Phase I new drug development services and drug manufacturing project of Wuxi SynTheAll Pharmaceutical Co., Ltd.*	11.4%	736.28	350.54	August 31, 2022
Global research and development centre and ancillary facilities project of Shanghai SynTheAll Pharmaceutical Co., Ltd. *	7.6%	491.76	286.19	August 31, 2021
New drug manufacturing and research and development centre project of Changzhou SynTheAll Pharmaceutical Co., Ltd. *	10.2%	660.64	413.43	December 31, 2021
New drug manufacturing and research and development consolidation project of Changzhou SynTheAll Pharmaceutical Co., Ltd. *	27.7%	1,789.26	315.88	August 31, 2022
Small molecule new drug manufacturing skill platform technical capability upgrade project of Shanghai STA Pharmaceutical R&D Co., Ltd. *	4.6%	300.00	66.24	September 30, 2022

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Use of proceeds		Planned allocation of net proceeds (RMB million)	Utilized amount (as at February 28, 2021) (RMB million)	Actual and expected timeline for utilizing the remaining balance of net proceeds from the Non-public Issuance of A Shares
Research and development platform technical capability upgrade project of WuXi AppTec (Shanghai) Co., Ltd. *	9.3%	600.00	76.56	September 30, 2022
Replenish the working capital of the Company	29.1%	1,883.31	1,879.28	N/A
Total ^(Note)	100.0%	6,461.25	3,388.12	

Note: Figures shown as totals in this table may not be an arithmetic aggregation of the figures preceding them due to rounding adjustments.

7. PROPOSED ADJUSTMENT TO THE ANNUAL ALLOWANCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the adjustment to the annual allowance of the independent non-executive Directors.

As the independent non-executive Directors have proactively, diligently and responsibly performed their duties during their past tenures of service, provided constructive guiding opinion for the standardized operations and strategic development of the Company, and made significant contribution, having taken into account the level of allowance in the industry, regional economic development, together with the actual operational circumstances of the Company, the profits of the Company and the workload and professionalism of the independent non-executive Directors, the Board proposed to, upon the recommendation of the Remuneration and Appraisal Committee of the Company, adjust the annual allowance of independent non-executive Directors.

At present, the annual allowance for independent non-executive Directors is RMB300,000 (before tax). An ordinary resolution will be proposed at the 2020 AGM to consider and approve the increase of the annual allowance of the independent non-executive Directors to RMB400,000 (before tax). If such independent non-executive Director worked less than one year, his or her remuneration shall be calculated on a pro-rata and daily basis. The Company shall reimburse the independent non-executive Directors all necessary and actual expenses in relation to the participation of Board meeting, the general meeting of shareholders and the exercise of their

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functions and powers in accordance with the relevant provisions of the Company Law of the PRC and the Articles of Association. The Remuneration and Appraisal Committee of the Company is further authorized to organize assessment and decide on remuneration issues.

8. PROPOSED RELATED PARTIES TRANSACTIONS

Overview of the proposed related parties transactions

The Application for Shares

It is proposed that STA Pharmaceutical, a wholly-owned subsidiary of STA and an indirect non-wholly-owned subsidiary of the Company, will, together with WuXi Bio, make capital contributions (the “**Capital Contribution**”) to WuXi XDC (Cayman) Inc. (“**WuXi XDC**”). WuXi XDC shall first repurchase 1 ordinary share in its share capital held by WuXi Bio at a consideration of US\$1.00. Concurrently, STA Pharmaceutical will enter into an application for shares with WuXi XDC to subscribe for and WuXi XDC will issue 2 ordinary shares, which represents 40% of the issued share capital of WuXi XDC at a consideration of US\$80,000,000 (the “**Application for Shares**”), while WuXi Bio will enter into an application for shares with WuXi XDC to subscribe for and WuXi XDC will issue 3 ordinary shares, which represents 60% of the issued share capital of WuXi XDC at a consideration of US\$120,000,000. The capital contribution ratio and the consideration of the capital contribution have been determined after arm’s length negotiations between STA Pharmaceutical and WuXi Bio with reference to, among other things, (i) the consideration of the ADC Acquisition (as defined below) and the acquisition of the Target Assets (as defined below) pursuant to the Asset Transfer Agreement (as defined below); (ii) the capital expenditure required to expand the ADC R&D capability and GMP manufacturing capability and scale of WuXi XDC; and (iii) the daily operational capital required by WuXi XDC. The consideration to be paid by STA Pharmaceutical will be funded by the Group’s internal financial resources.

Following the completion of the abovementioned capital contribution, the shareholders of WuXi XDC shall approve the adoption of the amended and restated articles of association of WuXi XDC (the “**Amended and Restated WuXi XDC Articles**”), pursuant to which STA Pharmaceutical and WuXi Bio shall be entitled to appoint two and three directors to the board of WuXi XDC, respectively.

The Asset Transfer Agreement

Upon completion of the Capital Contribution, WuXi XDC will set up a wholly-owned subsidiary to be incorporated under the laws of Hong Kong (the “**Hong Kong Subsidiary**”), which shall acquire all the issued share capital of WuXi Biologics Conjugation Co., Ltd.* (無錫藥明偶聯

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生物技術有限公司) (“**WuXi Conjugation**”) currently held by WuXi Bio, following the completion of which, WuXi Conjugation will set up a wholly-owned subsidiary in Shanghai (the “**Shanghai Subsidiary**”) to acquire the Antibody — Drug Conjugate (“**ADC**”) business of WuXi Bio currently held through its wholly-owned subsidiary WuXi Biologics (Shanghai) Co., Ltd.* (上海藥明生物技術有限公司), at an aggregate consideration of RMB420 million (the “**ADC Acquisition**”). The consideration of the ADC Acquisition is determined with reference to the valuation of all the issued share capital of WuXi Conjugation as at December 31, 2020, being RMB404,413,100, using the income approach and the market approach, as well as the valuation of the relevant assets of the ADC business of WuXi Bio as at December 31, 2020, being RMB15,586,900 using the cost approach.

WuXi XDC will also, through a wholly-owned subsidiary to be set up by WuXi Conjugation in Changzhou (the “**Changzhou Subsidiary**”), enter into an asset transfer agreement with Changzhou STA, to acquire the payload and linker R&D business and the GMP manufacturing business of Changzhou STA (which include customer resources, assets relating to the payload and linker R&D business and personnel (the “**Target Assets**”) at a consideration of RMB280 million (the “**Asset Transfer Agreement**”). The consideration of the Asset Transfer Agreement has been determined with reference to the valuation of the Target Assets as at December 31, 2020, being RMB280 million, using the income approach.

Potential continuing related parties transactions

Following the completion of the Capital Contribution, the ADC Acquisition, the Asset Transfer Agreement and the transactions contemplated thereunder, STA may, depending on actual needs, enter into separate agreements to (i) provide WuXi XDC with R&D and GMP manufacturing services for payload and linker and polypeptide drugs and oligonucleotide drugs (the annual cap for such services during 2021 is not expected to exceed RMB150 million, assuming the completion of the aforementioned transactions takes place by the end of 2021); and (ii) provide property leasing and composite services to WuXi Conjugation (the annual cap for such services during 2021 is not expected to exceed RMB10 million, assuming the completion of the aforementioned transactions takes place by the end of 2021) (collectively, the “**Potential Continuing Related Parties Transactions**”). The annual caps of the Potential Continuing Related Parties Transactions have been determined based on marked-based pricing principles with reference to the expected needs of the payload and linker R&D and GMP services, the R&D and GMP manufacturing services for polypeptide drugs and oligonucleotide drugs as well as property leasing and composite services that are planned to commence in the future.

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Information on the Group

The Company is a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange.

The Group provides comprehensive and integrated research and manufacturing services throughout the discovery, development and manufacturing spectrum for small molecule drugs. The Group also provides development and manufacturing services for cell and gene therapies as well as testing services for medical devices.

Information on STA

STA is a company incorporated in the PRC. STA is an indirect non-wholly owned subsidiary of the Company, which is held as to 97.90% by WuXi AppTec (Shanghai) Co., Ltd. (a wholly-owned subsidiary of the Company).

Information on STA Pharmaceutical

STA Pharmaceutical is a company incorporated under the laws of Hong Kong with limited liability, and is a wholly-owned subsidiary of STA. STA Pharmaceutical is principally engaged in investment holding.

Information on Changzhou STA

Changzhou STA is a company incorporated in the PRC and a wholly-owned subsidiary of STA. Changzhou STA is principally engaged in the R&D, improvement and production services of small molecule drugs.

Information on the other parties to the related parties transactions

Information on WuXi Bio

WuXi Bio is an exempted company incorporated in the Cayman Islands with limited liability. WuXi Bio and its subsidiaries are principally engaged in the provision of end-to-end solutions and services for biologics discovery, development and manufacturing to customers involving in the biologics industry in both the PRC and other overseas countries. WuXi Bio has no controlling shareholder.

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As disclosed in the 2020 interim report of the Company, subsequent to the completion of the placing of 60,000,000 existing shares of WuXi Bio held by WuXi Biologics Holdings Limited on May 25, 2020, (i) the shareholding held by WuXi Biologics Holdings Limited in WuXi Bio decreased from approximately 31.49% to 26.89% of the total issued share capital of the WuXi Bio; and (ii) WuXi Biologics Holdings Limited ceased to be a controlling shareholder of WuXi Bio. Since Dr. Ge Li, together with the other Founding Individuals who are also Directors, control 58.42% of the voting power of WuXi Biologics Holdings Limited, they are deemed to be interested in the shares of WuXi Bio held by WuXi Biologics Holdings Limited. As a result, WuXi Bio is no longer a 30%-controlled company (as defined under the Listing Rules) of Dr. Ge Li and the other Founding Individuals. Accordingly, WuXi Bio is no longer an associate of Dr. Ge Li and the other Founding Individuals and hence no longer a connected person of the Company under Chapter 14A of the Listing Rules.

Information on WuXi XDC

WuXi XDC is a company incorporated in the Cayman Islands. WuXi XDC is principally engaged in investment holding, while its subsidiaries are principally engaged in the R&D, manufacturing and commercialization of ADC, payload and linker. As at the Latest Practicable Date, it is a wholly-owned subsidiary of WuXi Bio. Immediately following the completion of the Capital Contribution, WuXi XDC will be held as to 40% and 60% by STA Pharmaceutical and WuXi Bio, respectively.

Information on WuXi Conjugation

WuXi Conjugation is a company with limited liability incorporated in the PRC. WuXi Conjugation is principally engaged in the development, manufacturing and commercialization of ADC. As at the Latest Practicable Date, WuXi Conjugation is a wholly-owned subsidiary of WuXi Bio. Immediately following the completion of the ADC Acquisition, WuXi Conjugation will be indirectly held as to 40% and 60% by STA Pharmaceuticals and WuXi Bio, respectively.

Reasons for and benefits of the related parties transactions

The reasons for the abovementioned transactions are to integrate the professional capabilities of STA and Wuxi Bio in segments of drug research and development and GMP production of micro-molecules, biologics and bioconjugate. Starting with contracted research and development and manufacturing of ADC, we will establish an “end-to-end” Contract Development and Manufacturing Organization (CDMO) company specializing in drug conjugate. WuXi XDC will provide “one-stop” services to better satisfy the growing demand of global customers for research and development and manufacturing services related to such new drug molecules and also simplify the CMC process and supply chain management of ADC from development to commercialization

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and thus, shorten the drug launching process of our business partners so as to help patients earlier. As the parent company of a shareholder holding 40% equity interests in WuXi XDC, and through WuXi Conjugation adhering to the Company's strategy of expanding services "along with the development of drugs", it is expected that clients who originally cooperate with only STA or WuXi Bio can be developed into clients that utilize the "end-to-end" services provided by WuXi XDC, thereby increasing the average revenue generated from each client, which would in turn enable the Company to obtain investment gains through WuXi XDC.. The Company may also receive income from providing WuXi XDC with research and development and manufacturing services of small molecule chemical drugs, polypeptide drugs and oligonucleotide drugs.

The terms of the Capital Contribution and the Application for Shares, the Amended and Restated WuXi XDC Articles, the ADC Acquisition, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the expected annual caps of the Potential Continuing Related Parties Transactions, were agreed after arm's length negotiations among the parties thereto. The Directors (including the independent non-executive Directors) are of the view that the terms of the Capital Contribution and the Application for Shares, the Amended and Restated WuXi XDC Articles, the ADC Acquisition, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the expected annual caps of the Potential Related Parties Transactions, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Implications under the Shanghai Listing Rules

Since Dr. Ge Li, Mr. Edward Hu and Dr. Yibing Wu, who are Directors, also serve as the directors of WuXi Bio, and WuXi Bio was controlled by the Founding Individuals within a 12-month period, WuXi Bio is a related party of the Company under the Shanghai Listing Rules. Given WuXi XDC, WuXi Conjugation and the Changzhou Subsidiary (to be set up) are controlled corporations of WuXi Bio, WuXi XDC, WuXi Conjugation and the Changzhou Subsidiary are also related parties of the Company under the Shanghai Listing Rules. As such, 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 are related party transactions of the Company under the Shanghai Listing Rules. Pursuant to the Shanghai Listing Rules, transaction amounts under all types of related party transactions entered into in the ordinary and usual course of business of the Company and entered into between the Company and the same related party within a 12-month period should be aggregated (save for those which have complied with the relevant approval and/or disclosure procedures), and the transaction amounts under the same type of related party transactions entered into between the Company and different related parties within a 12-month period should be aggregated (save for those which have complied with the relevant approval and/or disclosure procedures), and if the total aggregated transaction amount exceeds 5% of the audited net asset

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attributable to the owners of the Company as at the end of the most recent financial year, such related party transactions should be presented to a general meeting for independent shareholders' approval. As the aggregate transaction amount of 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 exceeds 5% of the audited net asset attributable to the owners of the Company as at the end of the most recent financial year, and the aggregate transaction amount of the Application for Shares and the Amended and Restated WuXi XDC Articles as well as the transactions contemplated thereunder, together with joint investment transactions entered into with different related parties within a 12-month period, exceed 5% of the audited net asset attribution to the owners of the Company as at the end of the most recent financial year, 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, are subject to Shareholders' approval requirement under the Shanghai Listing Rules.

Implications under the Hong Kong Listing Rules

As (i) WuXi Bio, WuXi XDC and WuXi Conjugation are not connected persons of the Company under the Hong Kong Listing Rules and the applicable percentage ratios in respect of the Application for Shares and the transactions contemplated thereunder, as well as the expected annual caps of the Potential Continuing Related Parties Transactions are less than 5%; and (ii) the ADC Acquisition and the Asset Transfer Agreement are to be entered into through WuXi XDC which is not a subsidiary of the Company and a part of the Group since WuXi XDC will only be held as to 40% by the Company, and STA Pharmaceutical can only nominate two out of five directors to the board of WuXi XDC; and (iii) the applicable percentage ratios in respect of the Asset Transfer Agreement are less than 5%, the Application for Shares, the Amended and Restated WuXi XDC Articles, the ADC Acquisition, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the Potential Continuing Related Parties Transactions, do not constitute connected transactions or discloseable transactions of the Company under Chapter 14A and Chapter 14 of the Hong Kong Listing rules, respectively.

Nevertheless, given such related party transactions are subject to independent Shareholders' approval pursuant to the Shanghai Listing Rules as abovementioned, an ordinary resolution will be proposed at the 2020 AGM for the Shareholders to consider and, if thought fit, 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.

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(i) Dr. Ge Li, Mr. Edward Hu and Dr. Yibing Wu, being Directors and also the directors of WuXi Bio; (ii) Dr. Steve Qing Yang, being a Director and also a director of WuXi XDC; and (iii) Dr. Ning Zhao and Mr. Zhaohui Zhang, being Directors who exercised control over WuXi Bio within the period of the past 12 months, have abstained from voting on the relevant Board resolutions approving 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. Save as aforementioned, none of the other Directors has a material interest in 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. Therefore, no other Director has abstained from voting on such Board resolutions.

General

WuXi XDC is still subject to construction and refinement in aspects such as manpower allocation and operational management. Whether WuXi XDC can successfully attain all its expected targets is therefore uncertain. In addition, the future business development of WuXi XDC is subject to the impact of factors such as industry policies, market environment and operational management. As such, the expected revenue of WuXi XDC is uncertain.

9. PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the maximum amount of financial guarantees to be provided by the Company for certain subsidiaries of the Company, details of which are set out in Appendix IV to this circular.

10. PROPOSED AUTHORIZATION TO THE INVESTMENT DEPARTMENT OF THE COMPANY TO DISPOSE OF LISTED AND TRADING SHARES OF LISTED COMPANIES HELD BY THE COMPANY

In order to better support the Company's business development, the Board has authorized the Investment Department of the Company to, in light of circumstances of the securities market, dispose of listed and trading shares of onshore and offshore listed companies at appropriate timing. The aggregate transaction amount of the abovementioned disposals shall not exceed 15% of the audited net assets attributable to the owners of the Company for the most recent financial year. The Board has further authorized the Investment Department of the Company to, subject to the abovementioned cap, determine the particulars of the disposal plan (including but not limited to the shares to be disposed of, the disposal price, the number of shares to be disposed of and the mode of disposal). Such proposed authorization shall be valid from the date of authorization at the 2020 AGM until the date of conclusion of the 2021 annual general meeting of the Company.

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An ordinary resolution will be proposed at the 2020 AGM for the Shareholders to consider and, if thought fit, approve the abovementioned proposed authorization to the Investment Department of the Company to dispose of listed and trading shares of listed companies held by the Company.

11. PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the 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)) as PRC financial report and internal control report auditors of the Company for the year 2021. Another ordinary resolution will be proposed at the 2020 AGM to consider and approve the appointment of Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行) as offshore financial report auditors of the Company for the year 2021. The remuneration for the PRC and offshore auditors for the year 2021 shall be determined based on the actual work conducted.

The remuneration paid to Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) for providing domestic financial report and internal control auditing services for the Company for the year 2020 amounted to RMB4,823,000.00 (exclusive of tax), and the remuneration paid to Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行) for providing international financial report auditing services for the Company for the year 2020 amounted to RMB1,810,000.00 (exclusive of tax).

It will also be proposed at the 2020 AGM that the Board be authorized to determine the remuneration of the PRC and offshore auditors for the year 2021 based on the actual work conducted.

12. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, a special resolution will be proposed at the 2020 AGM to approve the granting of the General Mandate to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the respective total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution.

Further details of the special resolution to be passed with respect to the grant of General Mandate to issue A Shares and/or H Shares are set out in Appendix V to this circular.

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13. PROPOSED GRANTING OF REPURCHASE MANDATE TO REPURCHASE A SHARES AND/OR H SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, a special resolution will be proposed at the 2020 AGM, the A Share Class Meeting and the H Share Class Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase A Shares and/or H Shares on the Shanghai Stock Exchange and the Hong Kong Stock Exchange of not exceeding 10% of the total number of issued A Shares or H Shares of the Company as at the date of passing of the proposed special resolution.

The Directors wish to state that they have no immediate plan to repurchase any A Shares or H Shares pursuant to the Repurchase Mandate save for potential repurchase of Restricted A Shares issued under the Company's employee incentive schemes from time to time. Pursuant to Rule 10.06(5) of the Hong Kong Listing Rules, the listing of all H Shares which are repurchased by the Company (whether on exchange or otherwise) shall be automatically cancelled upon repurchase. The Company will ensure that the documents of title of the repurchased H Shares are cancelled and destroyed as soon as practicable following settlement of any such repurchase.

Further details of the special resolution to be passed with respect to the grant of the Repurchase Mandate to repurchase A Shares and/or H Shares are set out in Appendix VI to this circular. An explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate is set out in Appendix VII to this circular.

14. PROPOSED INCREASE OF REGISTERED CAPITAL

Reference is made to the relevant announcements of the Company dated September 25, 2020 and March 30, 2021 in relation to, among other things, the proposed increase of registered capital of the Company.

Following the completion of the 2020 Placing of 68,205,400 H Shares at the placing price of HK\$108.0 per placing share pursuant to the terms and conditions of the placing agreement on August 5, 2020, the total number of Shares of the Company has changed from 2,311,577,143 Shares to 2,379,782,543 Shares, and the registered capital of the Company has changed from RMB2,311,577,143 to RMB2,379,782,543.

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Following the completion of the repurchase and cancellation of part of the Restricted A Shares granted under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan on August 19, 2020, the total number of Shares of the Company has changed from 2,379,782,543 Shares to 2,378,884,579 Shares, and the registered capital of the Company has changed from RMB2,379,782,543 to RMB2,378,884,579.

Following the exercise of the Share Options granted under the reserved grant of the 2018 A Share Incentive Plan and the completion of the registration of the new A Shares issued by the Company to the Incentive Participant on September 17, 2020, the total number of Shares of the Company has changed from 2,378,884,579 Shares to 2,378,947,299 Shares, and the registered capital of the Company has changed from RMB2,378,884,579 to RMB2,378,947,299.

Following the completion of the registration for 383,240 Restricted A Shares granted under the 2019 A Share Incentive Plan on September 17, 2020, the total number of Shares of the Company has changed from 2,378,947,299 Shares to 2,379,330,539 Shares, and the registered capital of the Company has changed from RMB2,378,947,299 to RMB2,379,330,539.

Following the completion of the proposed non-public issuance of 62,690,290 A Shares at the issue price of RMB104.13 per A Share and the registration of the new A Shares issued by the Company on September 23, 2020, the total number of Shares of the Company has changed from 2,379,330,539 Shares to 2,442,020,829 Shares, and the registered capital of the Company has changed from RMB2,379,330,539 to RMB2,442,020,829.

Due to the departure of 42 incentive participants under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan, a total of 336,008 Restricted A Shares were repurchased and cancelled and the relevant procedures were completed on December 17, 2020. Accordingly, the total issued share capital of the Company changed from 2,442,020,829 Shares to 2,441,684,821 Shares, and the registered capital of the Company has changed from RMB2,442,020,829 to RMB2,441,684,821.

On January 27, 2021, the Company received RMB4,541,320 from an incentive participant of the 2018 A Share Incentive Plan to subscribed for 98,000 A Shares pursuant to his share options the conditions for the first exercisable period of which have been fulfilled. After the completion of the registration of the 98,000 shares issued pursuant to the exercise of such share options, the total issued share capital of the Company was changed to 2,448,531,419 Shares, and the registered capital of the Company has changed to RMB2,448,531,419.

On January 22, 2021, Mr. Ellis Bih-Hsin CHU (朱璧辛) approved and agreed in writing the conversion of the Bonds into H Shares by the relevant bondholders, namely Jefferies International Limited and Goldman Sachs International; on February 2, 2021, February 8, 2021, February 9,

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2021, February 19, 2021, February 25, 2021, March 2, 2021, March 8, 2021 and March 11, 2021, respectively, Mr. Edward Hu approved and agreed in writing the conversion of the Bonds into H Shares by the relevant bondholders, namely, Credit Suisse Hong Kong Limited, JP Morgan Securities LLC, Goldman Sachs International, Bank of America Merrill Lynch, Morgan Stanley and Co International PLC, Nomura International PLC, Jefferies International Limited, Credit Suisse Securities (Europe) Ltd-Prime Brokerage. The date of allotment of the converted H Shares were January 28, 2021, February 8, 2021, February 18, 2021, February 26, 2021, March 4, 2021, March 9, 2021, March 15, 2021 and March 17, 2021, respectively. Accordingly, the total issued share capital of the Company changed to 2,450,515,720 Shares, and the registered capital of the Company has changed to RMB2,450,515,720.

As a result of the above changes in the registered capital of the Company, the Board proposes to change the Company's registered capital from RMB2,311,577,143 divided into 2,311,577,143 Shares to RMB2,450,515,720 divided into 2,450,515,720 Shares. A special resolution will be proposed at the 2020 AGM to consider and approve such proposed increase of registered capital of the Company.

15. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the relevant announcements of the Company dated September 25, 2020 and March 30, 2021 in relation to, among other things, the proposed amendments to the Articles of Association. In light of the proposed change in the registered capital of the Company, the Guidelines on the Fulfillment of Duties by Independent Directors of Listed Companies which was amended in July 2020, and the actual conditions as to the fulfillment of duties by the independent non-executive Directors of the Company, the Board proposed to make relevant amendments to the Articles of Association. The full text of the proposed amendments to the Articles of Association, which were prepared in the Chinese language, is set out below. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

Original Articles	Amended Articles
Article 6 The registered capital of the Company is RMB2,311,577,143.	Article 6 The registered capital of the Company is RMB 2,311,577,143 <u>2,450,515,720</u> .
Article 23 ... The shareholding of the Company is: 2,311,577,143 ordinary shares, including 2,072,858,159 shares held by shareholders of domestically listed domestic shares; 238,718,984 shares held by H-share shareholders.	Article 23 ... The shareholding of the Company is: 2,311,577,143 <u>2,450,515,720</u> ordinary shares, including 2,072,858,159 <u>2,134,858,437</u> shares held by shareholders of domestically listed domestic shares; 238,718,984 <u>315,657,283</u> shares held by H-share shareholders.

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Original Articles	Amended Articles
<p>Article 151 If any independent director resigns so that the number of independent directors or the membership of the Board falls short of the minimum number specified in the Articles of Association or the quorum, such resignation shall not become effective until the vacancy is filled up by a succeeding director. If the independent directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform HKEX immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent directors to meet the requirements of Hong Kong Listing Rules.</p>	<p>Article 151 If any independent director resigns so that the number of independent directors or the membership of the Board falls short of the minimum number specified in the Articles of Association or the quorum, such resignation shall not become effective until the vacancy is filled up by a succeeding director <u>(except where the independent director resigns due to loss of independence and is legally dismissed)</u>. If the independent directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform HKEX immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent directors to meet the requirements of Hong Kong Listing Rules.</p>
<p>Article 152 An independent director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects, and shall work in the office of the Company for at least 10 workdays every year.</p>	<p>Article 152 An independent director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects, and shall work in the office of the Company for at least 10 workdays every year.</p>

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Original Articles	Amended Articles
<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <ul style="list-style-type: none"> (I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall first be approved by independent directors and then discussed by the Board; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment; (II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company; (III) to propose to convene an extraordinary general meeting; (IV) to propose to convene a Board meeting; (V) to openly collect voting rights from shareholders before a general meeting is held; (VI) to independently appoint an external auditing organ and advisory organ to audit and advise on specific matters of the Company if necessary; (VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association. <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)—(V) above and shall seek the consent of all the independent directors before exercising the powers under (VI) above. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p>	<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <ul style="list-style-type: none"> (I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall first be approved by independent directors and then discussed by the Board; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment; (II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company; (III) to propose to convene an extraordinary general meeting; (IV) to propose to convene a Board meeting; (V) to openly collect voting rights from shareholders before a general meeting is held; (VI) to independently appoint an <u>external auditing intermediary organ to express professional opinions and advisory organ</u> to audit and advise on specific matters of the Company if necessary; (VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, self-regulatory rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association. <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)—(V)<u>(VII)</u> above and shall seek the consent of all the independent directors before exercising the powers under (VI) above <u>except for the powers exercisable solely by an independent director in accordance with relevant regulations</u>. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p>

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Original Articles	Amended Articles
<p>Article 154 Independent directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(VIII) workout of plan for conversion of capital reserve into share capital;</p> <p>(IX) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(X) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(XI) appointment and dismissal of the accounting firm;</p> <p>(XII) acquisition by the Company's management;</p> <p>(XIII) material asset restructuring of the Company;</p> <p>(XIV) share repurchase by the Company by means of centralized bidding;</p> <p>(XV) internal control evaluation report of the Company;</p> <p>(XVI) plan for change of undertakings made by the Company to related parties;</p> <p>(XVII) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p>	<p>Article 154 Independent directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(VIII) <u>over-raised funds used to permanently supplement working capital and repay bank loans;</u></p> <p>(VIII) workout of plan for conversion of capital reserve into share capital;</p> <p>(IX) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(X) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(XI) appointment and dismissal of the accounting firm;</p> <p>(XII) acquisition by the Company's management;</p> <p>(XIII) material asset restructuring of the Company;</p> <p>(XIV) share repurchase by the Company by means of centralized bidding;</p> <p>(XV) internal control evaluation report of the Company;</p> <p>(XVI) plan for change of undertakings made by the Company to related parties;</p> <p>(XVII) the impact of the issuance of the <u>Company's preferred shares on rights attaching to the class shareholders;</u></p>

LETTER FROM THE BOARD

Original Articles	Amended Articles
<p>(XVIII) other matters which independent directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;</p> <p>(XIX) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association or ascertained by the securities regulatory authority of the State Council.</p>	<p>(XIX) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p> <p>(XVIII) <u>voluntary delisting of the Company;</u></p> <p>(XXI) other matters which independent directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;</p> <p>(XIX) <u>other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, self-regulatory rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association or ascertained by the securities regulatory authority of the State Council.</u></p> <p><u>Before the independent directors express their independent opinions on matters relating to the Company's voluntary delisting, they should fully consult the medium and minority shareholders on whether the matter is beneficial to the Company's long-term development and the interests of the shareholders as a whole. The independent directors' opinions formed on this basis should be announced together with the notice of the shareholders' meeting.</u></p>

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The Company proposed that the Board be authorized to further authorize the Chairman or other persons as further authorized by him to handle relevant filing and registration procedures with competent authorities in relation to the proposed amendments to the Articles of Association.

A special resolution will be proposed at the 2020 AGM to consider and approve the proposed amendments to the Articles of Association and the relevant authorization as aforementioned.

16. PROPOSED FOREIGN EXCHANGE HEDGING LIMIT

An ordinary resolution will be proposed at the 2020 AGM to consider and approve the granting of limit on engaging in foreign exchange hedging, details of which are set out in Appendix VIII to this circular.

17. PROPOSED AMENDMENTS TO THE WORK POLICIES OF THE INDEPENDENT DIRECTORS

In light of the revisions to the “The Guidelines for the Performance of Duties by Independent Directors of Listed Companies” in July 2020, and in order to further refine the independent Directors’ powers and responsibilities, as well as the convenience and practicality in performing their duties, and pursuant to how the independent Directors have performed their duties in practice, an ordinary resolution will be proposed at the 2020 AGM to consider and approve the proposed amendments to the Company’s work policies of the independent Directors.

The full text of the proposed amendments to the Company’s work policies of the independent Directors, which were prepared in the Chinese language, is set out in Appendix IX to this circular. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

18. THE 2020 AGM AND THE 2021 FIRST H SHARE CLASS MEETING

The 2020 AGM will 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., for the Shareholders to consider and, if thought fit, approve the aforesaid resolutions. The abovementioned resolutions will be proposed by way of ordinary and special resolutions at the 2020 AGM to be approved by the Shareholders. The voting in relation to such resolutions will be conducted by way of poll.

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The Class Meetings will 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., for the Shareholders to consider and, if thought fit, approve the (i) 2020 Profit Distribution Plan; (ii) the Repurchase Mandate; and (iii) the Convertible Bonds-Related Specific Mandate. The abovementioned resolutions will be proposed by way of special resolutions at the H Share Class Meeting to be approved by the H Shareholders. The voting in relation to such resolutions will be conducted by way of poll.

The notices of the 2020 AGM and the H Share Class Meeting are set out on pages AGM-1 to AGM-8 and HCM-1 to HCM-5 of this circular, respectively.

Shareholders with a material interest in 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, and their associates, will be required to abstain from voting on the resolution in relation to 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. Save as aforementioned, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the 2020 AGM and the H Share Class Meeting, and therefore no Shareholder is required to abstain from voting at the 2020 AGM and the H Share Class Meeting for such resolutions.

An announcement on the poll results will be published by the Company after the 2020 AGM and the H Share Class Meeting in the manner prescribed under the Listing Rules.

Two forms of proxy for use at the 2020 AGM and the H Share Class Meeting are enclosed with this circular and such forms of proxy are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn). To be valid, for the H Shareholders, the forms of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the 2020 AGM and the H Share Class Meeting (i.e. not later than 2:00 p.m. on Wednesday, May 12, 2021 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the forms of proxy will not preclude you from attending and voting at the 2020 AGM and/or and the H Share Class Meeting if you so wish.

LETTER FROM THE BOARD

19. RECOMMENDATION

The Directors consider that all of the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions at the 2020 AGM and the H Share Class Meeting.

Yours faithfully,
For and on behalf of the Board
Dr. Ge Li
Chairman

WUXI APPTec CO., LTD.**Work Report of the Board of Directors for the Year 2020**

WuXi AppTec Co., Ltd. (the “**Company**”) provides comprehensive and integrated new drug research and development and production services for the global biomedical industry. By enabling global pharmaceutical, biotechnology, and medical device companies, the Company is committed to advancing the development of new drugs that lead to groundbreaking treatments for patients. Shouldering the mission of research and committed to serving customers, the Company can help customers improve the efficiency of research and development through cost-effective and efficient research and development services, which cover chemical drug research and development and production, cell and gene therapy research and development and production, medical device testing and other fields.

The Company’s operation status in 2020, the works of the Board of Directors in 2020 and the work plan for 2021 are reported below:

I. THE COMPANY’S OPERATION STATUS IN 2020

In 2020, during the COVID-19 pandemic period, the Company took full advantage of its global network and full-industry chain to facilitate global coordination and business consistency, and supported the new drug development of its customers, gaining wide recognition from customers. During the reporting period, the Company gradually resumed normal operation from the COVID-19 pandemic and showed strong growth since the second quarter in 2020. As compared with 2019, the total operating income, operating profit, total profit, net profit attributable to the shareholders of the Company, and net profit attributable to the shareholders of the Company after non-IFRS adjustment recorded a year-on-year increase of approximately 28.46%, 44.79%, 44.18%, 59.62% and 48.10%, respectively, and basic earnings per share recorded a year-on-year increase of approximately 56.79%.

During the reporting period, the Company had more than 1,300 new customers and more than 4,200 active customers. Thanks to the continuous increase in the business volume of the existing customers and the continuous development of new customers, the Company’s business in each sector has maintained a good momentum of development. The Company realized the operating income of RMB16,535.4315 million, representing a year-on-year growth of 28.46%. The revenue from laboratory services in China was RMB8,545.8241 million, with a year-on-year growth of 32.02%. The revenue from the CDMO services was RMB5,282.0536 million, with a year-on-year growth of 40.78%. The revenue from laboratory services in the United States was RMB1,516.5967 million, with a year-on-year decrease of 2.96%. The revenue from clinical research and other CRO services was RMB1,168.8522 million, with a year-on-year growth of 9.98%.

II. Review of the main works of the Board of Directors in 2020

(I) Conscientiously performing the obligations of the Board of Directors, and giving full play to the decision-making power of the board on major issues

The Board of Directors of the Company earnestly performed its obligations, legally examined the key issues in the operation and development of the Company and prudently made decisions in accordance with the Company Law of the People's Republic of China ("**the Company Law**"), the Securities Law of the People's Republic of China, the Governance Guidelines for Listed Companies and other relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed, and the internal rules and management systems of the Company, including the articles of association of WuXi AppTec Co., Ltd. ("**the Articles of Association**").

In 2020, the Board of Directors held 14 meetings and considered 89 proposals, detailed as follows:

No.	Name of Meeting	Date of Meeting	Agenda
1.	The 38th Meeting of the First Session of the Board of Directors	February 15, 2020	1. Proposal on Investment and Connected Transactions
2.	The 39th Meeting of the First Session of the Board of Directors and the Annual Board Meeting for 2019	March 24, 2020	1. Proposal on Work Report of the Board of Directors for 2019 2. Proposal on Work Report of the President (Chief Executive Office) for 2019 3. Proposal on Annual Report, Report Summary and Results Announcement for 2019 4. Proposal on Final Account Report of the Company for 2019 5. Proposal on Profit Distribution and Conversion of Capital Reserve into Share Capital of the Company for 2019

No.	Name of Meeting	Date of Meeting	Agenda
			6. Proposal on Special Report of the Company on Deposit and Actual Use of Funds Raised in 2019 7. Proposal on the External Guarantee Quota of the Company in 2020 8. Proposal on the Re-appointment of Domestic and Overseas Accounting Firms in 2020 9. Proposal on Asset Write-off 10. Proposal on the Verification of the Amount of Foreign Exchange Hedging Business Carried Out by the Company in 2020 11. Proposal on the Use of Idle Raised Funds for Meeting Cash Management Limit 12. Proposal on the Use of Own Funds for Meeting Cash Management Limit 13. Proposal on the Budget for the Continuing Connected Transactions in 2020 14. Proposal on the Internal Control Report of the Company for 2019 15. Proposal on the Authorization to the Investment Department of the Company for the Disposal of Outstanding Shares 16. Proposal on the Review of the Report of Enterprise Social Responsibility of 2019

No.	Name of Meeting	Date of Meeting	Agenda
			<p>17. Proposal on Setting Up and Election of the Environmental, Social and Governance Committee of WuXi AppTec Co., Ltd.</p> <p>18. Proposal on Formulating Rules of Procedures for the Environmental, Social and Governance Committee of WuXi AppTec Co., Ltd.</p> <p>19. Proposal on the Change of Registered Capital of the Company</p> <p>20. Proposal on Revising Articles of Association and Making Industrial and Commercial Change Registration</p> <p>21. Proposal on Revising Rules of Procedures of General Meeting of WuXi AppTec Co., Ltd.</p> <p>22. Proposal on Revising Rules of Procedures of Board of Directors of WuXi AppTec Co., Ltd.</p> <p>23. Proposal on the Election of the Second Session of the Board of Directors</p> <p>24. Proposal on Remunerations for Directors of the Company</p> <p>25. Proposal on the Appointment of the Senior Management of the Company</p> <p>26. Proposal on Remunerations for Senior Management of the Company</p> <p>27. Proposal on the Change of Joint Company Secretary</p>

No.	Name of Meeting	Date of Meeting	Agenda
			<p>28. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors for Additional Issue of A Shares and/or H Shares</p> <p>29. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors for Repurchase of A Shares and/or H Shares</p> <p>30. Proposal on Fulfilment of Conditions for Non-public Issuance of A Shares</p> <p>31. Proposal on the Plan for the Non-Public Issuance of A Shares</p> <p>32. Proposal on the Proposed Plan for the Non-Public Issuance of A Shares</p> <p>33. Proposal on the Feasibility Report on Use of Proceeds from Non-public Issuance of A Shares</p> <p>34. Proposal on the Report on Use of Proceeds from Previous Fund Raising</p> <p>35. Proposal on Remedial Measures Regarding Dilution on Returns for the Current Period due to Non-Public Issuance of A Shares</p> <p>36. Proposal on the Shareholder Return Plan for the Next 3 Years (2020-2022) of the Company</p> <p>37. Proposal on Requesting the General Meeting to Authorize the Board of Directors, the Chairman and/or Authorized Persons of the Chairman to Handle Matters Related to Non-Public Issuance of A Shares of the Company at Their Sole Discretion</p>

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<p>38. Proposal on Issuing Additional H Shares of the Company</p> <p>39. Proposal on Holding the Annual General Meeting for 2019, the First A Share Class Meeting for 2020 and the First H Share Class Meeting for 2020 of WuXi AppTec Co., Ltd.</p>
3.	The 40th Meeting of the First Session of the Board of Directors	April 29, 2020	1. Proposal on the First Quarterly Report for 2020 of the Company
4.	The 41st Meeting of the First Session of the Board of Directors	May 6, 2020	1. Proposal on Issues relating to the Unlocking for the First Unlocking Period of Restricted Shares Initially Granted under the Restricted Shares and Stock Option Incentive Plan of 2018 of the Company
5.	The first Meeting of the Second Session of the Board of Directors	May 21, 2020	<p>1. Proposal on the Election of President of the Second Session of the Board of Directors</p> <p>2. Proposal on the Appointment of Manager (President and Chief Executive Officer) of the Company</p> <p>3. Proposal on the Appointment of Vice President and Amendment to the Articles of Association of WuXi AppTec Co., Ltd.</p> <p>4. Proposal on the Election of Vice President of the Second Session of the Board of Directors</p> <p>5. Proposal on the Appointment of Chief Global Investment Officer of the Company</p>

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<p>6. Proposal on the Appointment of Co-chief Executive Officers of the Company</p> <p>7. Proposal on the Appointment of Vice President of the Company</p> <p>8. Proposal on the Appointment of Chief Financial Officer of the Company</p> <p>9. Proposal on the Appointment of Secretary to the Board of Directors of the Company</p> <p>10. Proposal on the Appointment of Securities Affairs Representative of the Company</p> <p>11. Proposal on the Election of Members of Special Committees of the Second Session of the Board of Directors of the Company</p> <p>12. Proposal on the Amendment to the Procedures for Shareholders of WuXi AppTec Co., Ltd. to Nominate Individuals for the Election of Directors</p>
6.	The Second Meeting of the Second Session of the Board of Directors	June 10, 2020	<p>1. Proposal on the Adjustment of the Exercising Price and Number of Options under the Stock Appreciation Incentive Plan for 2019</p> <p>2. Proposal on the Fulfillment of Conditions of the First Exercising Period of the Stock Appreciation Incentive Plan for 2019</p>

No.	Name of Meeting	Date of Meeting	Agenda
			<p>3. Proposal on Adjusting the Amount of Reserved Interests under the Restricted Shares and Stock Option Incentive Plan of 2019</p> <p>4. Proposal on Granting Reserved Interests to Incentive Targets</p> <p>5. Proposal on Adjusting the Repurchasing Price and Number of Restricted Shares and the Exercising Price and Number of Options of Reserved Interests Initially Granted and Reserved under the Restricted Shares and Stock Option Incentive Plan of 2018 of the Company</p> <p>6. Proposal on the Repurchase and Cancellation of Part of Restricted Shares under the Restricted Shares and Stock Option Incentive Plan of 2018</p> <p>7. Proposal on Adjusting the Repurchase Price and Number of Restricted Shares and the Exercising Price and Number of Options Initially Granted under the Restricted Shares and Stock Option Incentive Plan of 2019</p> <p>8. Proposal on the Repurchase and Cancellation of Part of Restricted Shares and Cancellation of Part of Options Initially under the Restricted Shares and Stock Option Incentive Plan of 2019</p> <p>9. Proposal on the Change of Accounting Treatment of JW (Cayman) Therapeutics Co., Ltd.</p>

No.	Name of Meeting	Date of Meeting	Agenda
7.	The Third Meeting of the Second Session of the Board of Directors	July 21, 2020	<ol style="list-style-type: none"> 1. Proposal on the Fulfillment of Conditions of the First Exercising Period of Options for the Reserved Interests Granted under the Restricted Shares and Stock Option Incentive Plan of 2018 2. Proposal on Deliberating the H Share Award and Trust Scheme for 2020 of WuXi AppTec Co., Ltd. (Draft) 3. Proposal on Granting Awards to Connected Persons under the H Share Award and Trust Scheme for 2020 4. Proposal on Requesting the General Meeting of the Company to Authorize the Board of Directors to Handle Matters Pertaining to the H Share Award and Trust Scheme for 2020 5. Proposal on the Change of Registered Capital of the Company 6. Proposal on Revising Articles of Association and Making Industrial and Commercial Change Registration 7. Proposal on Revising Rules of Procedures of General Meeting of WuXi AppTec Co., Ltd. 8. Proposal on Revising Rules of Procedures of the Board of Directors of WuXi AppTec Co., Ltd. 9. Proposal on Holding the First Extraordinary General Meeting for 2020 of WuXi AppTec Co., Ltd.

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
8.	The 4th Meeting of the Second Session of the Board of Directors	August 13, 2020	<ol style="list-style-type: none"> 1. Proposal on Interim Report, Report Summary and Interim Results Announcement of the Company for 2020 2. Proposal on Interim Special Report on Deposit and Actual Use of Funds Raised in 2020
9.	The 5th Meeting of the Second Session of the Board of Directors	September 25, 2020	<ol style="list-style-type: none"> 1. Proposal on Replacing Self-raised Funds Pre-invested with Raised Funds 2. Proposal on the Adjustment of Use of Idle Raised Funds for Meeting Cash Management Limit 3. Proposal on the Adjustment of Use of Idle Own Funds for Meeting Cash Management Limit 4. Proposal on Increasing Capital Contribution to Subsidiaries Using Raised Funds and Own Funds 5. Proposal on the Change of Registered Capital of the Company 6. Proposal on Revising Articles of Association and Making Industrial and Commercial Change Registration
10.	The 6th Meeting of the Second Session of the Board of Directors	October 19, 2020	<ol style="list-style-type: none"> 1. Proposal on Subscription for Private Equity Fund and Connected Transactions 2. Proposal on the Repurchase and Cancellation of Part of Restricted Shares under the Restricted Shares and Stock Option Incentive Plan of 2018
			<ol style="list-style-type: none"> 3. Proposal on the Repurchase and Cancellation of Part of Restricted Shares and Cancellation of Part of Options under the Restricted Shares and Stock Option Incentive Plan of 2019

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
11.	The 7th Meeting of the Second Session of the Board of Directors	October 29, 2020	1. Proposal on the Third Quarterly Report of for 2020 of the Company
12.	The 8th Meeting of the Second Session of the Board of Directors	November 17, 2020	1. Proposal on Investment and Connected Transactions
13.	The 9th Meeting of the Second Session of the Board of Directors	December 1, 2020	1. Proposal on Delay of Certain Investment Projects Using Proceeds from the Initial Public Offering of Shares 2. Proposal on Change of Implementation Location and Expected Timeline of Certain Investment Projects Using Proceeds from the Initial Public Offering of Overseas-listed Shares (H Shares) 3. Proposal on Establishing the Long-term Incentive Management Committee of WuXi AppTec Co., Ltd. and Authorizing the Management Committee to Handle Relevant Matters
14.	The 10th Meeting of the Second Session of the Board of Directors	December 14, 2020	1. Proposal on Establishing a Special Working Committee for the Subscription for WuXi Huiying Fund and Electing the Committee Members

(II) Submitting Major Issues to general meeting for deliberation and strictly implementing the relevant resolutions of the general meeting

The Board of Directors earnestly performed the obligations as the general meeting convener according to the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the internal rules and management systems of the Company, including the Articles of Association.

In 2020, the Board of Directors convened 4 general meetings, as detailed below:

No.	Name of Meeting	Date of Meeting	Agenda
1	Annual General Meeting for 2019	May 15, 2020	<ol style="list-style-type: none"> 1. Proposal on Work Report of the Board of Directors for 2019 2. Proposal on Work Report of the Supervisory Committee for 2019 3. Proposal on Annual Report and Report Summary of the Company for 2019 4. Proposal on Final Account Report for 2019 5. Proposal on Profit Distribution and Conversion of Capital Reserve into Share Capital of the Company for 2019 6. Proposal on the External Guarantee Quota of the Company in 2020 7. Proposal on the Re-appointment of Domestic and Overseas Accounting Firms in 2020 8. Proposal on the Verification of the Amount of Foreign Exchange Hedging Business Carried Out by the Company in 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<p>9. Proposal on the Change of Registered Capital of the Company</p> <p>10. Proposal on Revising Articles of Association and Making Industrial and Commercial Change Registration</p> <p>11. Proposal on Revising Rules of Procedures of General Meeting of WuXi AppTec Co., Ltd.</p> <p>12. Proposal on Revising Rules of Procedures of the Board of Directors of WuXi AppTec Co., Ltd.</p> <p>13. Proposal on Remunerations for Directors of the Company</p> <p>14. Proposal on Remunerations for Supervisors of the Company</p> <p>15. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors for Additional Issue of A Shares and/or H Shares</p> <p>16. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors to Repurchase A Shares and/or H Shares</p> <p>17. Proposal on Fulfillment of Conditions for Non-public Issuance of A Shares</p> <p>18. Proposal on Non-public Issuance of A Shares</p> <p>19. Proposal on Feasibility Report on Use of Proceeds from Non-public Issuance of A Shares</p>

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<p>20. Proposal on Report on Use of Proceeds from Previous Fund Raising</p> <p>21. Proposal on Remedial Measures Regarding Dilution on Returns for the Current Period due to Non-Public Issuance of A Shares</p> <p>22. Proposal on the Shareholder Return Plan for the Next 3 Years (2020-2022) of the Company</p> <p>23. Proposal on Requesting the General Meeting to Authorize the Board of Directors, the Chairman and/or Authorized Persons of the Chairman to Handle Matters Related to Non-Public Issuance of A Shares of the Company at Their Sole Discretion</p> <p>24. Proposal on Issuing Additional H Shares of the Company</p> <p>25. Proposal on Election of Non-independent Directors of the Second Session of the Board of Directors of the Company</p> <p>26. Proposal on Election of Independent Directors of the Second Session of the Board of Directors of the Company</p> <p>27. Proposal on Election of Shareholder Representative Supervisors of the Second Session of the Supervisory Committee of the Company</p>
2	The First A Share Class Meeting for 2020	May 15, 2020	<p>1. Proposal regarding Profit Distribution and Conversion of Capital Reserve into Share Capital of the Company for 2019</p>

APPENDIX I WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<ol style="list-style-type: none"> 2. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors to Repurchase A Shares and/or H Shares 3. Proposal on Issuing Additional H Shares of the Company
3	The First H Share Class Meeting for 2020	May 15, 2020	<ol style="list-style-type: none"> 1. Proposal regarding Profit Distribution and Conversion of Capital Reserve into Share Capital of the Company for 2019 2. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors to Repurchase A Shares and/or H Shares 3. Proposal on Issuing Additional H Shares of the Company
4	The First Extraordinary General Meeting for 2020	August 31, 2020	<ol style="list-style-type: none"> 1. Proposal on Deliberating the H Share Award and Trust Scheme for 2020 of WuXi AppTec Co., Ltd. (Draft) 2. Proposal on Granting Awards to Connected Persons under the H Share Award and Trust Scheme for 2020 3. Proposal on Requesting the General Meeting of the Company to Authorize the Board of Directors to Handle Matters Pertaining to the H Share Award and Trust Scheme for 2020 4. Proposal on the Change of Registered Capital of the Company 5. Proposal on Revising Articles of Association and Making Industrial and Commercial Change Registration

No.	Name of Meeting	Date of Meeting	Agenda
			<p>6. Proposal on Revising Rules of Procedures of General Meeting of WuXi AppTec Co., Ltd.</p> <p>7. Proposal on Revising Rules of Procedures of the Board of Directors of WuXi AppTec Co., Ltd.</p> <p>8. Proposal on Change of Supervisors of the Company</p> <p>9. Proposal on Adjustment of the Remuneration Scheme of Supervisors of the Company</p>

The Board of Directors was able to strictly implement the resolutions adopted by the general meeting and fully implement the resolutions.

(III) Performance of duties by Independent Directors of the Company

Independent directors of the Company, Mr. Jiangnan Cai, Ms. Yan Liu, Mr. Hetong Lou, Mr. Xiaotong Zhang and Mr. Dai Feng, conducted sufficient discussions and provided independent opinions on the operation in compliance and operation management of the Company including the selection of new session of Directors, appointment of senior management, appointment of domestic and international accounting firms and formulation of profit distribution plan, and paid full attention to and provided independent opinions on financial issues such as the external guarantee amounts, use of funds raised and own funds and operation of foreign exchange hedging business, and major decisions on the connected transactions, H Share Award and Trust Scheme and non-public issuances of A/H Shares of the Company in 2020. They have played an important role in promoting the establishment of the basic management system of the Board of Directors, and the standardized and scientific decision-making and overall operation.

(IV) Actively participating in compliance training to improve listing compliance awareness of Directors

To meet the regulatory requirements on listing, the Board of Directors has, based on the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the internal rules and management systems of the Company, including the Articles of Association, participated in the securities compliance trainings organized by the Shanghai Stock Exchange and Listed Company Association to further improve its securities compliance awareness and ensure the regulation of duty performance of Directors.

III. THE WORK PLAN OF THE BOARD OF DIRECTORS FOR 2021

In 2021, in view of the unsettled COVID-19 pandemic situation, and fully aware of the severity of the economic, political and social situations and hidden opportunities under the complex economic, political and social situations, the Board will be more diligent, responsible, standardized and effective in performing our duties, unswervingly implement our development strategies, actively enhance our competitive strength, improve our corporate governance structure, and fulfill our corporate social responsibilities, in order to reward our investors with better business results.

WUXI APPTEC CO., LTD.

Work Report of the Supervisory Committee for the Year 2020

In 2020, all the members of the Supervisory Committee of WuXi AppTec Co., Ltd. (the “**Company**”) actively and conscientiously performed their duties, effectively supervised the Company’s operation, financial position, and the legal compliance of Directors and senior managers in performing their duties, thus promoting the improvement of corporate governance structure, and safeguarding the interests of the Company and all shareholders.

I. MAJOR WORKS OF THE SUPERVISORY COMMITTEE IN 2020

(I) Performance of daily works

The Supervisory Committee of the Company earnestly performed its obligations in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China, the Governance Guidelines for Listed Companies and other relevant laws and regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the internal rules and management systems of the Company, including Articles of Association of WuXi AppTec Co., Ltd. (the “**Articles of Association**”).

In 2020, the Supervisory Committee held 13 meetings and considered nearly 44 proposals, detailed as follows:

No.	Name of Meeting	Date of Meeting	Agenda
1.	The 26th Meeting of the First Session of the Supervisory Committee	February 15, 2020	1. Proposal on Investment and Connected Transactions
2.	The 27th Meeting of the First Session of the Supervisory Committee	March 24, 2020	1. Proposal on Work Report of the Supervisory Committee for 2019 2. Proposal on Annual Report, Report Summary and Results Announcement of the Company for 2019 3. Proposal on Final Account Report of the Company for 2019

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<p>4. Proposal regarding Profit Distribution and Conversion of Capital Reserve into Share Capital of the Company for 2019</p> <p>5. Proposal on Special Report of the Company on Deposit and Actual Use of Funds Raised in 2019</p> <p>6. Proposal on the External Guarantee Quota of the Company in 2020</p> <p>7. Proposal on Asset Write-off</p> <p>8. Proposal on the Use of Idle Raised Funds for Meeting Cash Management Limit</p> <p>9. Proposal on the Budget for the Continuing Connected Transactions in 2020</p> <p>10. Proposal on the Review of the Report of Enterprise Social Responsibility of 2019</p> <p>11. Proposal on Election of Shareholder Representative Supervisors of the Second Session of the Supervisory Committee</p> <p>12. Proposal on Remunerations for Supervisors of the Company</p> <p>13. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors for Additional Issue of A Shares and/or H Shares</p>

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			14. Proposal on the Grant of General Mandate by the General Meeting to the Board of Directors to Repurchase A Shares and/or H Shares 15. Proposal on the Plan for the Non-Public Issuance of A Shares 16. Proposal on the Proposed Plan for the Non-Public Issuance of A Shares
3.	The 28th Meeting of the First Session of the Supervisory Committee	April 29, 2020	1. The First Quarterly Report Of WuXi AppTec Co., Ltd. in 2020
4.	The 29th Meeting of the First Session of the Supervisory Committee	May 6, 2020	1. Proposal on the Fulfillment of Unlocking Conditions for the First Unlocking Period of Restricted Shares Initially Granted under the Restricted Shares and Stock Option Incentive Plan of 2018 of the Company
5.	The first Meeting of the Second Session of the Supervisory Committee	May 21, 2020	1. Proposal on the Election of the Chairman of the Second Session of the Supervisory Committee
6.	The Second Meeting of the Second Session of the Supervisory Committee	June 10, 2020	1. Proposal on the Adjustment of Exercising Price and Number of Options under the Stock Appreciation Incentive Plan for 2019 2. Proposal on the Fulfillment of Conditions of the First Exercising Period of the Stock Appreciation Incentive Plan for 2019 3. Proposal on Adjusting the Amount of Reserved Interests under the Restricted Shares and Stock Option Incentive Plan of 2019 4. Proposal on Granting Reserved Interests to Incentive Targets

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			<p>5. Proposal on Adjusting the Repurchasing Price and Number of Part of the Restricted Shares Initially Granted and Reserved Granted and the Exercising Price and Number of Part of Options Reserved Granted under the Restricted Shares and Stock Option Incentive Plan of 2018</p> <p>6. Proposal on the Repurchase and Cancellation of Part of Restricted Shares under the Restricted Shares and Stock Option Incentive Plan of 2018</p> <p>7. Proposal on Adjusting the Repurchase Price and Number of Part of the Restricted Shares and the Exercising Price and Number of Options Initially Granted under the Restricted Shares and Stock Option Incentive Plan of 2019</p> <p>8. Proposal on the Repurchase and Cancellation of Part of Restricted Shares and Cancellation of Options Initially Granted under the Restricted Shares and Stock Option Incentive Plan of 2019</p> <p>9. Proposal on the Change of Accounting Treatment of JW (Cayman) Therapeutics Co., Ltd.</p>
7.	The Third Meeting of the Second Session of the Supervisory Committee	July 21, 2020	<p>1. Proposal on the Fulfilment of Conditions of the First Exercising Period of Part of the Options Reserved Granted under the Restricted Shares and Stock Option Incentive Plan of 2018</p> <p>2. Proposal on Granting Awards to Connected Persons under the H Share Award and Trust Scheme for 2020</p>

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
			3. Proposal on Change of Supervisors of the Company 4. Proposal on Adjustment of the Remuneration Scheme of Supervisors of the Company
8.	The 4th Meeting of the Second Session of the Supervisory Committee	August 13, 2020	1. Proposal on Interim Report, Report Summary and Interim Results Announcement of the Company for 2020 2. Proposal on Interim Special Report on Deposit and Actual Use of the Funds Raised in 2020
9.	The 5th Meeting of the Second Session of the Supervisory Committee	September 25, 2020	1. Proposal on Replacing Self-raised Funds Pre-invested with Raised Funds 2. Proposal on the Adjustment of Use of Idle Raised Funds for Meeting Cash Management Limit 3. Proposal on Increasing Capital Contribution to Subsidiaries Using Raised Funds and Own Funds
10.	The 6th Meeting of the Second Session of the Supervisory Committee	October 19, 2020	1. Proposal on Subscription for Private Equity Fund and Connected Transactions 2. Proposal on the Repurchase and Cancellation of Part of Restricted Shares under the Restricted Shares and Stock Option Incentive Plan of 2018 3. Proposal on the Repurchase and Cancellation of Part of Restricted Shares and Cancellation of Part of Options under the Restricted Shares and Stock Option Incentive Plan of 2019

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2020

No.	Name of Meeting	Date of Meeting	Agenda
11.	The 7th Meeting of the Second Session of the Supervisory Committee	October 29, 2020	1. Proposal on the Third Quarterly Report of the Company in 2020
12.	The 8th Meeting of the Second Session of the Supervisory Committee	November 17, 2020	1. Proposal on Investment and Connected Transactions
13.	The 9th Meeting of the Second Session of the Supervisory Committee	December 1, 2020	1. Proposal on Delay of Certain Investment Projects Using Proceeds from the Initial Public Offering of Shares

(II) Independent Opinions

1. Independent opinions of the Supervisory Committee on the legal operation of the Company: The Supervisory Committee supervised the convening and holding procedures and the resolutions of general meetings, and the meetings of the board of Directors, as well as the implementation of the resolutions of the general meetings by the board of Directors according to the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the internal rules and management systems of the Company, including the Articles of Association. The Supervisory Committee believe that the convening and holding procedures of the previous general meetings and meetings of board of Directors were in line with the applicable laws, the resolutions of the general meetings have been effectively implemented, the corporate governance structure has been further improved, the Directors have acted in compliance and made decisions prudently, the Directors and senior management are diligent, responsible, pragmatic and enterprising, and they have played an effective role in improving corporate governance, improving the effectiveness of corporate decision-making mechanism and safeguarding the interests of the Company and shareholders.
2. Independent opinions of the Supervisory Committee on the financial position of the Company: The Company's financial report for 2020 truly and comprehensively reflects the Company's financial position and business results. The standard unqualified audit report issued by Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) and the analysis and evaluation of relevant important matters are objective and impartial.
3. Independent opinions of the Supervisory Committee on the investment by the Company: In 2020, the Company made investment according to the open, fair and just market-oriented pricing principle, which had no adverse impact on the daily operation of the Company and no damage to the interests of the Company and its shareholders.

4. Independent opinions of the Supervisory Committee on the connected transactions of the Company: The price of the connected transaction in 2020 was determined on the basis of the market price through negotiation between the parties in accordance with the fair principle. The decision-making process and implementation of connected transactions were not detrimental to the interests of the Company and the shareholders who are not connected persons.
5. Review and opinions of the Supervisory Committee on the evaluation report of the internal control of the Company: The Supervisory Committee has reviewed the Internal Control Evaluation Report of the Company for 2020 and had no objection to it.
6. Audit opinions of the Supervisory Committee on the regular reports of the Company: The preparation process of various regular reports in 2020 and the 2020 annual report prepared by the Company was in compliance with the laws and regulations, normative documents and the Articles of Association, and the formats and contents met the relevant requirement of China Securities Regulatory Commission and the stock exchanges of the places where the stocks of the Company are listed. The contents of such reports truly, accurately and completely reflected the actual situations as to the operation management, financial and other aspects of the Company in different reporting periods of 2020, and did not contain any false records, misleading statements or material omissions.

II. WORK PLAN OF SUPERVISORY COMMITTEE FOR 2021

In 2021, the Supervisory Committee will, based on the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the internal rules and management systems of the Company, including the Articles of Association, continue to act diligently and responsibly and effectively supervise the Company's operation, financial position, the performance of the Directors and senior managers, and the operation of the internal control management system, so as to safeguard the interests of the Company and all shareholders.

WUXI APPTEC CO., LTD.**Financial Report for the Year 2020**

The financial statements for 2020 of WuXi AppTec Co., Ltd. (the “**Company**”) have been audited by Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)). The financial statements for 2020 of the Company and its subsidiaries are hereby reported as follows:

In 2020, the Company achieved robust business development, and further enhanced the budget management and centralized capital management. The financial operation of the Company continued to improve, and the costs and expenses were controlled within the budget. Cash flow increased steadily, and overall profitability was further improved. The company has realized the steady growth of business development and economic benefits, and achieved the predefined economic indexes.

The Company’s financial position, business results and cash flow status for 2020 have been audited by Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)), which has issued a standard unqualified audit report.

I. OPERATING STATUS**(I) Operating income**

In 2020, operating income was RMB16.535 billion, representing an increase of 28.46% as compared with last year.

(II) Cost and expense

1. Operating costs. In 2020, the company’s operating cost was RMB10.253 billion, increased by 30.48% compared with the previous year. The operating cost accounted for 62.01% of the operating income, which increased by 0.96 percentage point compared with the previous year.
2. Tax and surcharge. In 2020, the Company’s tax and surcharge was RMB35 million, increased by 22.55% compared with the previous year.
3. Selling expenses. In 2020, the Company’s selling expense was RMB588 million, increased by 34.19% compared with the previous year.

Note: Unless otherwise specified herein, the values are in Renminbi

4. Administrative expenses. In 2020 the Company's administrative expense was RMB1.839 billion, increased by 24.06% compared with the previous year.
5. Finance expenses. In 2020, the Company's net Finance expense was RMB520 million, as compared to RMB24 million in the previous year.

(III) Profits

In 2020, the total profit of the Company was RMB3.369 billion, increased by 44.18% compared with RMB2.337 billion in the previous year. The net profit attributable to owners of the company was RMB2.960 billion, increased by 59.62% compared with RMB1.855 billion in the previous year.

II. KEY FINANCIAL POSITIONS**(I) Assets**

The total amount of consolidated assets of the Company at the end of the period was RMB46.291 billion, representing an increase of 58.32% over RMB29.239 billion in the previous year. In which: Current assets amounted to RMB23.059 billion, accounting for 49.81% of the total assets; non-current assets amounted to RMB23.232 billion, accounting for 50.19% of the total assets.

The bank balances and cash was RMB10.237 billion, which was RMB5,010 million more than that at the beginning of the year, mainly consisting of RMB3.974 billion net cash inflow of operating activities flow, RMB8.776 billion net cash outflow of investment activities cash flow and RMB9.888 billion net cash inflow of cash flow from financing activities.

The financial assets held for trading was RMB4.618 billion, which was RMB2,916 million more than that at the beginning of the year, mainly due to the enhanced management of account capital and utilization of idle proceeds for wealth management according to the cash management policy of the Group in the current period.

Other non-current financial assets amounted to RMB6.717 billion, with an increase of RMB2.708 billion compared with the beginning of the year, mainly due to the additional investment cost of RMB2.194 billion, gains from fair value change and disposal cost and others totaled RMB514 million.

Note: Unless otherwise specified herein, the values are in Renminbi

The fixed assets amounted to RMB5.710 billion, with an increase of RMB1,377 million from the beginning of the year, mainly due to the purchase of laboratory equipment of RMB702 million, additional investment of RMB504 million to Changzhou STA new drugs production and R&D centre project and investment of RMB179 million converted from Chengdu site construction project.

(II) Liabilities

The total liabilities at the end of 2020 were RMB13.573 billion, with an increase of RMB1.743 billion or 14.74% over the previous year. Among them, the current liabilities were RMB7.920 billion, accounting for 58.36% of the total liabilities; the non-current liabilities were RMB5.652 billion, accounting for 41.64% of the total liabilities.

Other non-current liabilities were RMB1.801 billion with an increase of RMB1.246 billion over the beginning of the year, mainly due to the increase in fair value of convertible bonds-embedded derivative component of RMB1.349 billion.

Contract liabilities were RMB1.581 billion with an increase of RMB0.684 billion over the beginning of the year, mainly due to the increase in advance project payment.

(III) Shareholders' equity

The shareholders' equity attributable to the parent company at the end of the period was RMB32.494 billion, with an increase of RMB15.181 billion from that of the previous year, mainly due to the net profit attributable to the parent company of RMB2.960 billion realized in the current period, the total proceeds of RMB13.030 billion from the completion of placing of H Shares and non-public issuance of A Shares during the reporting period, and the payment of RMB0.556 billion for the execution of the 2019 Profit Distribution Plan.

(IV) Cash Flows***1. Cash flows from operating activities***

Cash inflows from operating activities in the current period was RMB17.743 billion, in which, cash received from sales of goods and provision of services was RMB16.864 billion, accounting for 95.05% of the cash inflow from operating activities.

Note: Unless otherwise specified herein, the values are in Renminbi

Cash outflows from operating activities was RMB13.769 billion, in which, cash paid for goods and services was RMB6.951 billion, accounting for 50.48% of the cash outflow from operating activities, and cash paid to and for employees was RMB5.021 billion, accounting for 36.47% of the cash outflow from operating activities.

Net cash inflow from operating activities was RMB3.974 billion, with an increase of RMB1.058 billion compared with RMB2.916 billion in the same period last year, mainly due to the Company's main business growth, timely collection and effective cost payment control.

2. *Cash flows from investment activities*

The cash inflow of investment activities was RMB974 million, mainly consisting of the proceeds from the redemption of bank wealth management products and the income received from disposal of investment.

The cash outflow from investment activities was RMB9.750 billion, mainly including the disbursement of RMB3.031 billion for long-term assets, such as fixed assets, and RMB6.533 billion for wealth management and equity investment.

Net cash outflow from investment activities was RMB8.776 billion, with an increase of RMB3.801 billion compared with the net outflow of RMB4.975 billion in the same period of last year, mainly represented the increase in investments in certificates of deposit and banking wealth management of RMB4.204 billion at the end of current period.

3. *Cash flows from financing activities*

The cash inflow from financing activities reached RMB14.854 billion, mainly including the total proceeds of RMB13.030 billion from the placing of H Shares and non-public issuance of A Shares, which accounted for 87.72% of the cash inflow from financing activities.

The cash outflow from financing activities amounted to RMB4.966 billion, mainly including the repayment of borrowings of RMB2.976 billion, which accounted for 59.93% of the outflow from financing activities; and the cash of RMB638 million paid for the execution of the 2019 Profit Distribution Plan and the repayment of interests, which accounted for 12.85% of the outflow from financing activities.

Note: Unless otherwise specified herein, the values are in Renminbi

The net cash inflow from financing activities was RMB9.888 billion, which was RMB8.330 billion more than the net cash inflow of RMB1.558 billion in the same period of last year, mainly due to the increase in cash resulting from the proceeds of RMB13.030 billion from the placing of H Shares and non-public issuance of A Shares during the reporting period.

III. KEY FINANCIAL INDEXES

Key indexes	2020	2019	Change
Current ratio	2.91	1.91	1.00
Quick ratio	2.55	1.63	0.92
Asset-liability ratio (%)	29.32	40.46	-11.14
Operating growth rate (%)	44.79	/	/
Return on equity (%)	9.13	10.98	-1.85
Accounts receivable turnover rate (time)	4.31	4.44	-0.13
Accounts payable turnover rate (time)	13.37	15.86	-2.49
Inventory turnover rate (time)	4.58	5.78	-1.19

(I) Solvency indexes

Current ratio of the current period was 2.91, which was 1.00 higher than that of the previous year; the quick ratio was 2.55, which was 0.92 higher than that of the previous year. This is mainly due to the cash inflow of RMB13.030 billion resulting from the proceeds from the completion of placing of H Shares and non-public issuance of A Shares by the Company during the reporting period, which led to the increase of current assets as at the end of the reporting period by 82.10% as compared with the end of last year. As a result, the growth rate of current assets was higher than that of current liabilities, and the proportion of current assets or quick assets guarantee for each unit of current liabilities was increased.

The asset-liability ratio was 29.32%, down 11.14% over the previous year, mainly due to the cash inflow of RMB13.030 billion resulting from the proceeds from the completion of placing of H Shares and non-public issuance of A Shares by the Company during the reporting period, which led to the increase in current assets and the decrease in the asset-liability ratio.

Note: Unless otherwise specified herein, the values are in Renminbi

(II) Profitability indexes

Operating profit growth rate: The operating profit growth rate of the current period was 44.79%, mainly due to the increase of profit of core business and the increase in gains from changes in fair value of the financial assets invested.

Return on equity: The return on equity was 9.13%, down 1.85% from the previous year, mainly due to the cash inflow of RMB13.030 billion resulting from the proceeds from the completion of placing of H Shares and non-public issuance of A Shares, As a result, net assets of the Company increased by 87.93%. Net profit increased by 56.23%, with a slower growth than net assets.

(III) Operating capacity indexes

Accounts receivable turnover rate: the accounts receivable turnover rate of the current period was 4.31 times, compared with 4.44 times in the same period of last year, delaying by 0.13 times, mainly because the accounts receivable recognized at the end of the year increased by 24.80% with the increase in revenue compared with the same period of last year.

Accounts payable turnover rate: the accounts payable turnover rate of the current period was 13.37 times, compared with 15.86 times in the same period of last year, delaying by 2.49 times, mainly because the payment progress was effectively and properly controlled during the reporting period.

Inventory turnover rate: the inventory turnover rate of the current period was 4.58 times, compared with 5.78 times in the same period of last year, delaying by 1.19 times, mainly because the number of raw materials for laboratory use, unfinished products and finished products along with the expansion of business scale.

IV. CHANGES IN ACCOUNTING POLICIES IN THE CURRENT PERIOD

During the reporting period, there was no accounting treatment provision or revision of the standards which had material impact on the Company.

Note: Unless otherwise specified herein, the values are in Renminbi

In order to meet the need of business development of domestic and overseas subsidiaries or partnerships (hereinafter referred to as “**Subsidiaries**”) within the scope of the Company’s consolidated financial statements, in accordance with the “Company Law of the People’s Republic of China” and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed, the Articles of Association of WuXi AppTec Co., Ltd. and the External Guarantee Management System of WuXi AppTec Co., Ltd., the Company intends to provide its Subsidiaries with an aggregate guarantee of no more than RMB5 billion in 2021, including the aggregate guarantee of no more than RMB2 billion for its wholly-owned Subsidiaries (including WuXi AppTec (Shanghai) Co., Ltd. and its wholly-owned/holding subsidiaries, WuXi AppTec (Suzhou) Co., Ltd. and its wholly-owned subsidiaries, WuXi AppTec (Wuhan) Co., Ltd., WuXi AppTec (Chengdu) Co., Ltd., WuXi AppTec (Tianjin) Co., Ltd., WuXi AppTec, Inc, WuXi AppTec (Hong Kong) Limited) and the aggregate guarantee of no more than RMB3 billion for its Subsidiaries with controlling interests (including Nanjing Milestone Pharma Co., Ltd. and its whole-owned subsidiaries, WuXi Clinical Development Services (Chengdu) Co., Ltd. and STA and its wholly-owned subsidiaries). The validity period of such guarantee amounts is from the date of approval at the 2020 AGM to the date of the 2021 annual general meeting of the Company. Such guarantees include the following guarantees provided during the validity period: (1) any guarantee to be provided to anyone whose gearing ratio exceeds 70%; (2) any single guarantee to be provided in the amount exceeding 10% of the net assets as shown in the latest audited consolidated financial statements of the Company. As the Company’s guarantees and the relevant guarantee amounts that is still within the guarantee period for the year 2020 are not included in the above-mentioned guarantee amounts for 2021, the Company is not required to perform the internal review procedures separately for those guarantees, and the validity of which is as agreed in the agreements entered into between the subsidiaries and the relevant parties. Subject to the approval of the above-mentioned external guarantee amounts at the general meeting of the Company, the president (CEO) shall be further authorized to determine the way of external guarantees, the guarantee amounts and other specific matters within the scope of authorization granted at the general meeting of the Company, and enter into the specific guarantee agreements.

In order to meet the need of the Company's business development, consolidate its leading position in the field of pharmaceutical R&D services and further enhance its capital and comprehensive strength, in accordance with the "Company Law of the People's Republic of China" and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of WuXi AppTec Co., Ltd.*, the Board of Directors of the Company intends to propose the general meeting to generally and unconditionally authorize 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 of up to 20% of the number of the A shares and/or H shares in issue of the Company, or securities which may be converted into such shares, share options, warrants, or the similar rights to subscribe for the A shares and/or H shares of the Company (excluding warrants, options or similar rights to subscribe for (i) any new Shares or (ii) any securities convertible into new Shares for cash consideration) (hereinafter referred to as the **"Similar Rights"**, and the above-mentioned authorization is hereinafter referred to as the **"General Mandate"**) separately or simultaneously. In accordance with the requirements of the relevant laws and regulations in China, even if the General Mandate is obtained, the Company shall still be approved at the general meeting for the issuance of any A shares. The specific authorization is as follows:

- I. To generally and unconditionally authorize 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:
 1. Class and number of new shares to be issued;
 2. Pricing mechanism and/or issue price of the new shares to be issued (including price range);
 3. The starting and closing dates of such issue;
 4. The class and number of the new shares to be issued to existing shareholders; and/or
 5. To make or authorize the share offer, agreements, share options, conversion rights or other rights that may require the exercise of such rights.

- II. The number of the A Shares and/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 first paragraph 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.
- III. Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the mandate specified in the seventh paragraph 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.
- IV. To authorize 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.
- V. To authorize 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 abovementioned General Mandate, handle the necessary procedures and take other necessary actions.
- VI. To authorize 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.

VII. The effective period of the General Mandate shall be from the passing of this resolution to the following date, whichever is earlier:

- (1) from the date when this resolution is passed at the general meeting of the Company until the expiry of 12 months since then;
- (2) the date of conclusion of the 2021 annual general meeting of the Company; or
- (3) at the time of passing a special resolution by the shareholders of the Company at the general meeting to revoke or vary the mandate under this resolution.

APPENDIX VI PROPOSED GRANTING OF REPURCHASE MANDATE

In order to meet the need of the Company's business development, in accordance with the requirements of relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of WuXi AppTec Co., Ltd.* (the "**Articles of Association**"), the Board of Directors of the Company intends to propose the general meeting to generally and unconditionally authorize the Board of Directors to repurchase the A shares and/or H shares of the Company. The specific authorization is as follows:

- I. Subject to the restrictions set forth in Items II and III 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 Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), the Shanghai Stock Exchange (the "**SSE**") or any other governmental or regulatory body be and is hereby approved;
- II. 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 general meeting, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting of the Company, respectively;
- III. The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 1. The passing of a special resolution with the same terms as this resolution at both the H Shareholders' Class Meeting and A Shareholders' Class Meeting of the Company;
 2. 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
 3. 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.

IV. 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:

1. 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.;
2. Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
3. Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
4. 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;
5. 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;
6. 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;
7. Execute and handle other documents and matters related to the repurchase of shares.

V. For the purpose of this resolution, the “Relevant Period” means the period from the passing of this resolution at the general meeting of the Company 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:

1. Upon conclusion of the 2021 annual general meeting of the Company;
2. The expiration of a period of twelve months following the passing of this resolution at the general meeting of the Company 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; or
3. The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company 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.

APPENDIX VII EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolutions to be proposed at the 2020 AGM, the H Share Class Meeting and the A Share Class Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,134,858,437 A Shares and 315,657,283 H Shares. Subject to the passing of the special resolutions set out in the 2020 AGM, the H Share Class Meeting and the A Share Class Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2020 AGM, i.e. being 2,134,858,437 A Shares and 315,657,283 H Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the Relevant Period (as defined below), a total of 213,485,843 A Shares and 31,565,728 H Shares, representing 10% of the total number of A Shares and H Shares in issue as at the date of the 2020 AGM, respectively. The exercise of the Repurchase Mandate is further subject to:

- (i) 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
- (ii) 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.

The “**Relevant Period**” means the period from the passing of the resolution at the 2020 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 2021 annual general meeting of the Company;
- (ii) the expiration of a period of twelve months following the passing of this resolution at the 2020 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; or

- (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.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that a general authority from the Shareholders to enable the Company to repurchase its Shares is to maintain stability of the Company's operations, development and share price, to safeguard and protect the long-term interests of the Shareholders, to promote the maximization of Shareholders' value, to further improve and refine the long-term incentive and talent retention mechanism, and to ensure the sustainable operations and healthy development of the Company.

3. FUNDING OF SHARE REPURCHASE

In repurchasing its A Shares and/or H Shares, the Company intends to apply funds from its internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

Any repurchase of the Shares by the Company may only be made either out of the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of the issuance of new Shares made for such purpose. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such Shares were purchased or acquired. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2019) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Hong Kong Stock Exchange and Shanghai Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date are as follows:

Month	H Share Prices		A Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>	Highest <i>RMB</i>	Lowest <i>RMB</i>
2020				
April	114.20	93.30	75.61	63.58
May	86.79	74.71	80.36	70.64
June	103.80	83.25	98.20	76.49
July	123.00	96.45	117.19	91.60
August	125.90	108.80	118.45	103.00
September	119.40	103.50	112.08	93.91
October	128.30	106.80	117.24	100.00
November	139.00	111.60	121.80	100.13
December	153.80	116.00	136.55	102.80
2021				
January	209.00	151.80	184.12	134.68
February	216.00	160.00	188.28	138.25
March (up to the Latest Practicable Date)	180.00	136.00	150.98	119.68

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Hong Kong Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Hong Kong Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to repurchase A Shares and/or H Shares pursuant to the Repurchase Mandate in accordance with the Hong Kong Listing Rules and the applicable laws of the PRC.

7. TAKEOVERS CODE

If as a result of a repurchase of A Shares and/or H Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the Founding Individuals held or controlled the voting rights of 633,938,346 Shares representing approximately 25.87% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate control over voting rights of the Founding Individuals would be increased to approximately 28.74% of the issued share capital of the Company. The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Under the Administration of the Takeover of Listed Companies Procedures (《上市公司收購管理辦法》) in the PRC, where the repurchase of shares from specific shareholders by a listed company according to the determined price approved by the general meeting of shareholders results in reduction of share capital, thereby rendering the equity held by the investor in the company exceeding 30% of the issued shares of that company, the investor is exempted from making a tender offer. In the event of any intention to increase the shareholding by means other than tender offer, a general tender offer shall be sent out. Therefore, where the Repurchase Mandate is exercised in full and the aggregate control over voting rights of the Founding Individuals would be increased to approximately 28.74%, the Founding Individuals will have no obligation to extend general tender offer to other shareholders.

Save as the above, the Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and any similar applicable law as a result of any repurchases to be made under the Repurchase Mandate.

However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

On December 17, 2020, the repurchase and cancellation of an aggregate of 336,008 Restricted A Shares granted under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan, which comprise (i) 69,778 Restricted A Shares granted under the initial grant of the 2018 A Share Incentive Plan at the repurchase price of RMB22.75 per A Share; and (ii) 266,230 Restricted A Shares granted under the initial grant of the 2019 A Share Incentive Plan at the repurchase price of RMB22.95 per A Share, pursuant to the relevant provisions of the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan, was completed. Please refer to the relevant announcements of the Company dated October 19, 2020, December 14, 2020 and December 17, 2020 for further details.

Save as disclosed above, during the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Hong Kong Stock Exchange, Shanghai Stock Exchange or otherwise).

In accordance with its current business development and future development strategy, the international business volume of the Company will continue to increase with higher foreign exchange exposure. When the exchange rate fluctuates significantly, the gains and losses on foreign exchanges will have certain impact on the Company's operating performance. In order to effectively prevent the adverse impact of significant exchange rate fluctuations on its operations and reduce foreign exchange risk, the Company has carried out a foreign exchange hedging business with banks since 2017. With the global economic recovery, the divergence of monetary policy among countries has gradually emerged, the RMB exchange rate system has undergone in-depth reform, with increased fluctuations in the RMB exchange rate. Under this background, the Company believes that it is necessary to continue to carry out the forward foreign exchange settlement and sales business with banks in 2021 to lock the exchange rate, and reduce the impact of exchange rate fluctuations on its operating profit, in active response to the uncertainties in the exchange rate market.

Taking into consideration its export income level, the management of the Company proposes that the total amounts of the foreign exchange hedging business carried out by the subsidiaries within the scope of the Company and its consolidated statements in 2021 (hereinafter referred to as the “**subsidiaries**”) shall not exceed US\$3 billion or other equivalent foreign currencies. The proposed foreign exchange hedging businesses includes, but not limited to, futures business, swap business, exchange swaps, option business and other foreign exchange derivative products, and the major currencies are United States dollars and Hong Kong dollars. The term shall be from the date of the approval of this resolution at the 2020 AGM to the date of the general meeting of 2021.

In order to standardize the foreign exchange derivatives trading business of the Company and its subsidiaries and ensure the safety of the Company's assets, the management proposes that the Board of Director, under authorization of the general meeting of the Company, further authorizes its financial department to carry out the foreign exchange derivatives trading business within the quota approved at the general meeting based on the business conditions and actual demand on the premise of being approved at the general meeting of the Company. All the foreign exchange derivatives trading businesses of all subsidiaries shall be reported to the Company's financial department for approval, and then further complete its own internal procedures before the relevant businesses can be implemented.

The Company proposes to amend the Company's work policies of the independent Directors as follows:

Original Articles	Amended Articles
<p>Article 1 To further improve the corporate governance and board structure of Wuxi AppTec Co., Ltd. (the “Company”), ... these rules are formulated in accordance with the Guidelines on the Duty Performance of Independent Directors of Listed Companies (《上市公司獨立董事履職指引》), Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 To further improve the corporate governance and board structure of Wuxi AppTec Co., Ltd. (the “Company”), ... these rules are formulated in accordance with the Guidelines on the Duty Performance of Independent Directors of Listed Companies (《上市公司獨立董事履職指引》), <u>Guidelines for Independent Directors to Promote Internal Control of Listed Companies (《獨立董事促進上市公司內部控制工作指引》)</u>, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>

Original Articles	Amended Articles
<p>Article 5 The nomination, election and replacement of independent directors shall be made in accordance with the laws and regulations. ...</p> <p>(VI) An independent director may resign before the expiry of his term of office. In resigning his duties, an independent director shall tender a resignation to the Board in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the shareholders and creditors of the Company. If the number of independent directors falls below the statutory minimum requirement as a result of the resignation of any independent director before the expiry of his term of office, the incumbent directors shall continue to perform his duties as an independent director until a new independent director is elected and appointed. The original nominator and the Board shall nominate a new candidate of independent director within 90 days from the date of the resignation of the independent director.</p>	<p>Article 5 The nomination, election and replacement of independent directors shall be made in accordance with the laws and regulations. ...</p> <p>(VI) An independent director may resign before the expiry of his term of office. In resigning his duties, an independent director shall tender a resignation to the Board in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the shareholders and creditors of the Company. If the number of independent directors falls below the statutory minimum requirement as a result of the resignation of any independent director before the expiry of his term of office, the incumbent directors shall continue to perform his duties as an independent director until a new independent director is elected and appointed, <u>except for resignation due to loss of independence or dismissal according to laws. If the number of independent directors falls below the statutory minimum requirement as a result of the resignation of any independent director due to the loss of his independence or dismissal of any independent director according to laws, the Company shall elect an independent director as soon as practicable to meet the statutory minimum requirement of the number of independent directors. The original nominator and the Board shall nominate a new candidate of independent director within 90 days from the date of resignation of the independent director.</u></p>

Original Articles	Amended Articles
<p>Article 6 General obligations</p> <p>Independent directors shall assume general obligations of directors as stipulated in the Company Law, the Securities Law, Code of Corporate Governance for Listed Companies and other laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>	<p>Article 6 General obligations</p> <p>Independent directors shall assume general obligations of directors as stipulated in the Company Law, the Securities Law, Code of Corporate Governance for Listed Companies and other laws, administrative regulations, departmental rules, <u>normative documents</u>, self-regulatory rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>
<p>Article 8 Contact for daily work and minimum workday requirement</p> <p>Independent directors shall timely and fully communicate with the management of the Company, in particular the secretary to the Board, to ensure smooth duty performance.</p> <p>An independent director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects, and shall work in the office of the Company for at least 10 workdays every year.</p>	<p>Article 8 Contact for daily work and minimum workday requirement</p> <p>Independent directors shall timely and fully communicate with the management of the Company, in particular the secretary to the Board, to ensure smooth duty performance. ...on operation and on-site study of material investments, production and construction projects, and shall work in the office of the Company for at least 10 workdays every year.</p>

Original Articles	Amended Articles
<p>Article 11 Paying attention to the matters of the Company</p> <p>Independent directors shall pay special attention to the connected transactions, external guarantees, the use of proceeds, the protection of public shareholders, mergers and acquisitions, material investment and financing activities, financial management, remuneration of the senior management, profit distribution, information disclosure and other matters and shall propose to convene a board meeting, propose resolutions to general meeting for consideration and approval or engage an accounting firm to conduct audit for relevant matters according to relevant rules when necessary.</p> <p>Independent director shall review the board resolutions included in the announcements of the Company and pay special attention to the reports and information relating the Company, make inquiry to the Company in writing concerning the reports or rumor that may have a significant impact on the development and trading price of securities of the Company in a timely manner and urge the Company to provide written statement or clarification if necessary. Where the Company fails to do so in a timely manner as required by independent directors, independent directors may carry out investigation and report to the local branch of China Securities Regulatory Commission in the place where the Company operates, Securities and Futures Commission of Hong Kong and stock exchanges in the place where the stocks of the Company are listed.</p>	<p>Article 11 Pay attention to the matters of the Company</p> <p>Independent directors shall pay special attention to the connected transactions, external guarantees, the use of proceeds, the protection of public shareholders, mergers and acquisitions, material investment and financing activities, financial management, remuneration of the senior management, profit distribution, information disclosure and other matters and shall propose to convene a board meeting, propose resolutions to general meeting for consideration and approval or engage an accounting firm, law firm and other intermediaries to conduct audit and verification and provide opinions for relevant matters according to relevant rules when necessary.</p> <p>Independent director shall review the board resolutions included in the announcements of the Company and pay special attention to the reports and information relating the Company, and shall make inquiry to the Company in writing concerning the reports or rumor that may have a significant impact on the development and trading price of securities of the Company in a timely manner and urge the Company to provide written statement or clarification if necessary. Where the Company fails to do so in a timely manner as required by independent directors, independent directors may carry out investigation and report to the local branch of China Securities Regulatory Commission in the place where the Company operates, Securities and Futures Commission of Hong Kong and stock exchanges in the place where the stocks of the Company are listed.</p> <p><u>In case of disagreement between shareholders and directors which may have material effects on the operation of the Company, independent directors shall perform their duties and protect the interest of the Company as a whole and report to the local branch of China Securities Regulatory Commission and stock exchanges in the place where the stocks of the Company are listed.</u></p>

Original Articles	Amended Articles
<p>Article 12 Supervising and inspecting the Company and related entities</p> <p>Independent directors shall carry out inspections if they find that the Company or related entities: ...</p> <p>(V) is otherwise suspected of violating laws and regulations or damaging the rights and interests of public shareholders.</p> <p>In the event that any of the above situations is substantiated, the independent Directors shall urge the Company or related entities to make rectification and report to the local branch of China Securities Regulatory Commission and stock exchanges in the place where the stocks of the Company are listed (if required).</p>	<p>Article 12 Supervising and investigating the Company and related entities</p> <p>Independent directors shall <u>perform their due diligence obligations and, if necessary, engage an intermediary to carry out special inspections</u> if they find that the Company or related entities: ...</p> <p>(V) is otherwise suspected of violating laws and regulations or damaging the rights and interests of public shareholders <u>or public interests</u>.</p> <p>In the event that any of the above situations is substantiated, the independent Directors shall urge the Company or related entities to make rectification and report to the local branch of China Securities Regulatory Commission and stock exchanges in the place where the stocks of the Company are listed (if required).</p>

Original Articles	Amended Articles
<p>Article 13 Preparing work records</p> <p>Independent directors shall record their performance of duties in writing by preparing Work Records of Independent Directors. Independent directors shall prepare work records regarding the examination of the establishment and implementation of systems for production and operation, management an internal control and execution of Board resolutions, discussion with the management, opinions provided at board meetings and the on-site study of material investments, production and construction projects of the Company.</p> <p>The draft of work records of independent directors and information provided by the Company to independent directors shall be properly kept by independent directors. The information provided by the Company to independent directors shall be kept for five years by the Company and such independent director.</p>	<p>Article 13 Preparing work records</p> <p>Independent directors shall record their performance of duties in <u>the writing by preparing</u> Work Records of Independent Directors. Independent directors shall prepare work records regarding the, <u>including</u> examination of the establishment and implementation of systems for production and operation, management an internal control and execution of Board resolutions, discussion with the management, <u>and independent</u> opinions provided at board meetings <u>and the on-site study of material investments, production and construction projects of the Company.</u> <u>The email, telephone conversation, short message, WeChat message and other electronic communication records shall constitute a part of the work records.</u></p> <p>The draft of work records of independent directors and information provided by the Company to independent directors shall be properly kept by independent directors <u>for at least five years.</u> The information provided by the Company to independent directors shall be kept for five years by the Company and such independent director.</p>
<p>Article 15 General powers</p> <p>Independent directors shall have the general powers as stipulated by the Company Law, the Securities Law, administrative regulations, departmental rules, regulations and the Articles of Association.</p>	<p>Article 15 General powers</p> <p>Independent directors shall have the general powers as stipulated by the Company Law, the Securities Law, administrative regulations, departmental rules, <u>regulations normative documents and self-regulatory rules</u> and the Articles of Association.</p>

Original Articles	Amended Articles
<p>Article 16 Special powers of independent directors</p> <p>An independent director shall have the following special powers: ...</p> <p>(VI) to independently appoint an external auditing organ and advisory organ to audit and advise on specific matters of the Company if necessary;</p> <p>(VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I) — (V) above and shall seek the consent of all the independent directors before exercising the powers under (VI) above.</p>	<p>Article 16 Special powers of independent directors</p> <p>An independent director shall have the following special powers: ...</p> <p>(VI) to independently <u>appoint intermediaries to provide professional opinions</u> an external auditing organ and advisory organ to audit and advise on specific matters of the Company if necessary <u>at the expenses of the Company</u>;</p> <p>(VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, <u>self-regulatory rules</u> and the Articles of Association.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I) — (V)<u>(VII)</u> above and shall seek the consent of all the independent directors before exercising the powers under (VI) above, except for the powers <u>independently exercised by independent directors according to the relevant regulations.</u></p>

Original Articles	Amended Articles
<p>Article 17 Providing independent opinions on the relevant matters of the Company</p> <p>Independent directors shall give opinions to the Board of the Company or the general meeting in relation to, among others, the following matters: ...</p> <p>(V) remunerations and equity incentive plans for directors and senior management officers of the Company;</p> <p>(VI) changes in the use of proceeds;</p> <p>(VII) workout of plan for conversion of capital reserve into share capital;</p> <p>(VIII) work out of profit distribution policy, profit distribution plan and cash distribution plan;</p> <p>(IX) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(X) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(XI) appointment and dismissal of the accounting firm;</p> <p>(XII) acquisition by the Company's management;</p> <p>(XIII) material asset restructuring of the Company;</p> <p>(XIV) share repurchase by the Company by means of centralized bidding;</p> <p>(XV) internal control evaluation report of the Company;</p>	<p>Article 17 Providing independent opinions on the relevant matters of the Company</p> <p>Independent directors shall give opinions to the Board of the Company or the general meeting in relation to, among others, the following matters: ...</p> <p>(V) remunerations and equity incentive plans for directors and senior management officers of the Company; ...</p> <p>(VII) <u>application of surplus solely for replenishing the liquidity and repaying bank borrowings;</u></p> <p>(VIII) workout of plan for conversion of capital reserve into share capital;</p> <p>(VIII) work out of profit distribution policy, profit distribution plan and cash distribution plan;</p> <p>(IX) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(X) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p> <p>(XI) appointment and dismissal of the accounting firm;</p> <p>(XII) acquisition by the Company's management;</p> <p>(XIII) material asset restructuring of the Company;</p> <p>(XIV) share repurchase by the Company by means of centralized bidding;</p>

Original Articles	Amended Articles
<p>(XVI) plan for change of undertakings made by the Company to related parties;</p> <p>(XVII) impact of the issuance of preference shares of the Company on the rights and interests of holders of each class of shares of the Company;</p> <p>(XVIII) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p> <p>(XIX) other matters which independent directors deem likely to damage the rights and interests of minor shareholders;</p> <p>(XX) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents and the Articles of Association or ascertained by the China Securities Regulatory Commission. ...</p>	<p>(XXVI) internal control evaluation report of the Company;</p> <p>(XXVII) plan for change of undertakings made by the Company to related parties;</p> <p>(XXVIII) impact of the issuance of preference shares of the Company on the rights and interests of holders of each class of shares of the Company;</p> <p>(XXIX) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;</p> <p>(XXX) voluntary delisting of the Company;</p> <p>(XXI) other matters which independent directors deem likely to damage the rights and interests of minor shareholders;</p> <p>(XXXII) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, <u>self-regulatory rules</u> and the Articles of Association or ascertained by the China Securities Regulatory Commission. ...</p> <p><u>Before expressing their independent opinions on the voluntary delisting of the Company, independent directors shall sufficiently consult the minor shareholders on whether the matter is a benefit to the long-term development of the Company and in the interests of all shareholders, and the opinions of independent directors formed on this basis shall be announced in conjunction with the notice of the general meeting.</u></p>

Original Articles	Amended Articles
<p>Article 21 Requiring the Company and relevant personnel to provide support and assistance for performing duties</p> <p>Independent directors shall have the right to require other directors, supervisors, senior management of the Company to cooperate to ensure their legal exercise of functions and have the right to demand the secretary to the Board of the Company to communicate and contact with them, deliver materials as well as provide support and assistance for their performance of duties.</p> <p>Support and assistance include: ...</p> <p>(V) voluntarily cooperating with independent directors to assess relevant materials, and provide them with necessary support and convenience for their performance of duties by arranging on-site inspection, organizing securities service institutions to conduct regular reports; ...</p> <p>(VII) other convenience and cooperation that the Company is required to provide by independent directors for their performance of duties.</p> <p>In case of any obstruction while exercising the power conferred by laws and regulations, independent directors may report the relevant situation to the Board of the Company and require the management or the secretary of the Board to offer cooperation, and record the fact of encountering obstructions and solutions into work records.</p>	<p>Article 21 Requiring the Company and relevant personnel to provide support and assistance for performing duties</p> <p>Independent directors shall have the right to require other directors, supervisors, senior management of the Company to cooperate to ensure their legal exercise of functions and have the right to demand the secretary to the Board of the Company to communicate and contact with them, deliver materials as well as provide support and assistance for their performance of duties.</p> <p>Support and assistance include: ...</p> <p>(V) voluntarily cooperating with independent directors to assess relevant materials, and provide them with necessary support and convenience for their performance of duties by arranging on-site inspection, organizing <u>securities service institutions intermediaries</u> to conduct regular reports; ...</p> <p>(VII) other convenience and cooperation that the Company is required to provide by independent directors for their performance of duties;</p> <p>(VIII) <u>all necessary expenses incurred from engaging intermediaries or required for duty performance by independent directors shall be borne by the Company.</u></p> <p>In case of any obstruction while exercising the power conferred by laws and regulations, independent directors may report the relevant situation to the Board of the Company and require the management or the secretary of the Board to offer cooperation, and record the fact of encountering obstructions and solutions into work records and <u>may report to the local branches of the China Securities Regulatory Commission or the stock exchange in the place where the stock of the Company are listed.</u></p>

Original Articles	Amended Articles
<p>Article 23 Requiring the Company to disclose the proposals not adopted by the Company</p> <p>For proposals related to the (I) to (VI) items of the Article 17 proposed by the majority of independent directors but not adopted by the Company, independent directors have the rights to require the Company disclose the relevant issues and specify the reasons for not adopting relevant proposals.</p>	<p>Article 23 Requiring the Company to disclose the proposals not adopted by the Company</p> <p>For proposals related to the (I) to (VI) items of the Article 17 <u>duly</u> proposed by the majority of independent directors but not adopted by the Company, independent directors have the rights to require the Company disclose the relevant issues and specify the reasons for not adopting relevant proposals.</p>

Original Articles	Amended Articles
<p>Article 27 Considering and approving connected transactions</p> <p>Independent directors shall review the transactions and financial transactions between the Company and its connected parties on a regular basis to determine whether there exists any misappropriation or transfer of the funds, assets and other resources of the Company by the controlling shareholder or its connected parties. Any irregularities found by the independent directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the China Securities Regulatory Commission when necessary or the stock exchange in the place where the shares of the Company are listed (if required).</p> <p>Independent directors shall pay attention that whether all major connected transactions have been approved by independent directors before being submitted to the Board for consideration.</p> <p>For specific connected transaction, independent directors shall make prudent judgement on the necessity, actual intention and the impact of the connected transaction on the Company and pay special attention to the pricing policy and basis of the transaction, evaluate the fairness of valuation process and the inter relationship between the transaction price and carrying amount or valuation of the transaction subject.</p> <p>Where the Board considers any connected transaction, independent directors shall pay special attention to whether the transaction complies with the requirements imposed by the relevant regulatory authorities or listing rules of the stock exchange, and whether the transaction is in substance a connected transaction covered by non-connected transaction.</p>	<p>Article 27 Considering and approving connected transactions</p> <p>Independent directors shall review <u>pay attention to</u> the transactions and financial transactions between the Company and its connected parties on a regular basis to determine whether there exists any misappropriation or transfer of the funds, assets and other resources of the Company by the controlling shareholder, the de facto controller or its connected parties. Any irregularities found by the independent directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the China Securities Regulatory Commission when necessary or the stock exchange in the place where the shares of the Company are listed (if required).</p> <p>Independent directors shall pay attention that whether all <u>All major connected transactions have been</u> shall be endorsed approved by independent directors before being submitted to the Board for consideration. The endorsement of independent directors shall be approved by the majority of independent directors and disclosed in announcement on the connected transaction. ...</p> <p>Where the Board considers any connected transaction, independent directors shall pay special attention to whether the transaction complies with the requirements imposed by the relevant regulatory authorities or, listing rules of the stock exchange or self-regulatory rules, and whether the transaction is in substance a connected transaction covered by non-connected transaction.</p>

Original Articles	Amended Articles
<p>Independent directors shall provide independent opinions on the major connected transactions based on the above-mentioned duties. For the plan of repaying debts with assets of the connected parties of the Company, independent directors shall provide independent opinions or engage intermediaries qualified for securities and futures business to issue an independent financial advisory report. Where the Company provides funds to the controlling shareholder or its affiliates and the relevant matter have been released, independent directors shall issue special opinions.</p>	<p>Independent directors <u>may</u> shall provide independent opinions on the major connected transactions based on the above-mentioned duties. For the plan of repaying debts with assets of the connected parties of the Company, independent directors shall provide independent opinions or engage intermediaries qualified for securities and futures business to issue an independent financial advisory <u>a special report as the basis of their judgement before making judgement. Where the Company provides funds to the controlling shareholder or its affiliates and the relevant matter have been released, independent directors shall issue special opinions.</u></p>
<p>Article 29 Considering and approving profit distribution</p> <p>Independent directors shall participate in formulating the profit distribution policy and pay attention that whether the profit distribution plan and cash dividend plan are a benefit to the long-term development of the Company and in interest of medium and minority investors.</p> <p>Independent directors may solicit the opinions of minority shareholders, present cash dividend proposals and submit them directly to the Board for deliberation.</p> <p>If no cash dividend plan has been proposed for the annual profit of the Company, independent directors shall urge the Company to disclose the reasons in the annual report and the use of undistributed profits retained in the Company.</p> <p>Independent directors shall express independent opinions on the profit distribution policy, profit distribution plan and cash dividend plan. Independent directors shall provide definite opinions on situations where no cash dividends are paid, the level of cash dividends is low or the proportion of cash dividends is large.</p>	<p>Article 29 Considering and approving profit distribution</p> <p>Independent directors shall participate in formulating the profit distribution policy and pay attention that whether the profit distribution plan and cash dividend plan are a benefit to the long-term development of the Company and in interest of medium and minority investors. <u>When the Company formulates the specific plan for cash dividends, independent directors shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company's decision-making procedure and other matters and provide definite opinions. ...</u></p> <p>If no cash dividend plan has been proposed for the annual profit of the Company, independent directors shall urge the Company to disclose the reasons in the annual report and the use of undistributed profits retained in the Company.</p> <p>Independent directors shall express independent opinions <u>as required by regulatory authorities</u> on the profit distribution policy, profit distribution plan and cash dividend plan. Independent directors shall provide definite opinions on situations where no cash dividends are paid even the Company is able to do so, the level of cash dividends is low or the proportion of cash dividends is large.</p>

Original Articles	Amended Articles
<p>Article 30 Considering and approving the appointment and dismissal of accounting firm</p> <p>Where the Company appoints or dismisses an accounting firm, independent directors shall pay attention that whether the accounting firm so appointed has obtained license to engage securities related business, whether the reasons for dismissing the accounting firm is justified, whether the proposal has been endorsed by the majority of independent directors in advance, whether the audit committee of the Board has provided its opinions and whether the proposal has been proposed at the general meeting for approval after being considered and approved by the board meeting, and record above items.</p>	<p>Article 30 Considering and approving the appointment and dismissal of accounting firm</p> <p>Where the Company appoints or dismisses an accounting firm, independent directors shall pay attention that whether the accounting firm so appointed <u>is qualified for securities related business or has relevant experience</u>has obtained license to engage securities related business, whether the reasons for dismissing the accounting firm is justified, whether the proposal has been endorsed by the majority of independent directors in advance, whether the audit committee of the Board has provided its opinions and whether the proposal has been proposed at the general meeting for approval after being considered and approved by the board meeting, and record above items.</p>
<p>Article 31 Consideration of acquisition of the management</p> <p>When the Directors, Supervisors, Senior Management, employees of the Company or its controlled or entrusted corporation, other organizations or natural person propose for acquisition of the Company, the independent Directors shall engage an independent financial advisor to issue and publish professional opinions on the acquisition, and to examine whether such acquisition and its procedures are in compliance with the relevant requirements issued by CSRC or other regulatory authorities.</p>	<p>Article 31 Consideration of acquisition of the management</p> <p>When the Directors, Supervisors, Senior Management, employees of the Company or its controlled or entrusted corporation, other organizations or natural person propose for acquisition of the Company, the independent Directors shall engage an independent financial advisor to issue and publish professional opinions on the acquisition <u>before providing their opinions, and to examine whether such acquisition and its procedures are in compliance with the relevant requirements issued by CSRC or other regulatory authorities. The opinions of the independent Directors and independent financial advisor shall be published jointly.</u></p>

Original Articles	Amended Articles
<p>Article 33 Consideration on other matters</p> <p>(IV) The independent Directors shall provide independent opinions on the remuneration of Directors and Senior Management of the Company and the equity incentive plans. When considering the remuneration of Directors and Senior Management of the Company and the equity incentive plans, the independent Directors shall pay attention to whether the remuneration of Directors and Senior Management and the equity incentive plans are beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors. The independent Directors shall solicit voting rights from all shareholders for the equity incentive plans;</p> <p>(V) The independent Directors shall provide independent opinions on the formulation of plan for conversion of capital reserve into share capital. When considering the plan for conversion of capital reserve into share capital of the Company, the independent Directors shall pay attention to whether the plan is beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors;</p>	<p>Article 33 Consideration on other matters</p> <p>(IV) The independent Directors shall provide independent opinions on the remuneration of Directors and Senior Management of the Company and the equity incentive plans. When considering the remuneration of Directors and Senior Management of the Company and the draft of equity incentive plans, the independent Directors shall pay attention to whether the remuneration of Directors and Senior Management and the equity incentive plans are beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors. <u>When the Company convenes general meeting for the approval of the equity incentive plans, the independent Directors shall solicit voting rights from all shareholders for the equity incentive plans. If the independent Directors deem necessary, they may suggest the Company to engage independent financial advisor to provide professional opinions on the feasibility of the equity incentive plans, whether it is beneficial to the sustainable development of the Company and whether it will damage the interests of the Company as well as the impact on the interests of shareholders. If no independent financial advisor has been engaged based on the suggestion, the Company shall provide special explanation in this regard.</u></p> <p>(V) <u>Where independent opinions from the independent Directors shall be provided independent opinions on the Formulation of plan for conversion of capital reserve into share capital, the independent Directors shall pay attention to whether the plan is beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors; wWhen considering the plan for conversion of capital reserve into share capital of the Company, the independent Directors shall pay attention to whether the plan is beneficial to the long-term development of the Company and the possibility of damage to the interests of medium and small investors;.</u></p>

Original Articles	Amended Articles
<p>(VI) The independent Directors shall provide independent opinions on the changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting policies. For the changes in accounting policies and accounting estimates and correction of significant accounting errors, the independent Directors shall pay attention to whether the Company is misleading the investors with the above adjustments of profit in each period;</p> <p>...</p> <p>(VIII) The independent Directors shall provide independent opinions on the share repurchase of the Company by means of centralized bidding. For repurchase of the Company, the independent Directors shall examine whether the repurchase proposal is in compliance with the relevant laws, regulations, provisions and rules, analyse the necessity of repurchase based on factors including the purpose of share repurchase, performance of share price, and value analysis of Company, and analyse the feasibility of the share repurchase proposal based on factors including the amount and sources of the capital required for share repurchase.</p> <p>...</p>	<p>(VI) Where The independent Directors shall provide independent opinions from the independent Directors shall be provided on the changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting policies. For the changes in accounting policies and accounting estimates and correction of significant accounting errors, the independent Directors shall pay attention to whether the Company is misleading the investors with the above adjustments of profit in each period. <u>If the independent Directors deem necessary, they may suggest the Company to engage an independent financial advisor to provide professional opinions on the feasibility of the changes in accounting policies and accounting estimates and correction of significant accounting errors, and whether it is beneficial to the sustainable development of the Company.</u></p> <p>...</p> <p>(VIII) The independent Directors shall provide independent opinions on the share repurchase of the Company by means of centralized bidding. For repurchase of the Company, the independent Director shall examine <u>pay attention to whether the repurchase proposal is in compliance with the relevant laws, regulations, provisions and rules, and may analyse the necessity of repurchase based on factors including the purpose of share repurchase, performance of share price and value analysis of Company, and analyse as well as the feasibility of the share repurchase proposal based on factors including the amount and sources of the capital required for share repurchase.</u></p> <p>...</p>

NOTICE OF ANNUAL GENERAL MEETING OF 2020



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

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 Thursday, May 13, 2021 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 April 9, 2021.

ORDINARY RESOLUTIONS

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 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;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING OF 2020

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

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 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

NOTICE OF ANNUAL GENERAL MEETING OF 2020

- (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.

NOTICE OF ANNUAL GENERAL MEETING OF 2020

- (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 2021 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.”
- 15. 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

NOTICE OF ANNUAL GENERAL MEETING OF 2020

- (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

NOTICE OF ANNUAL GENERAL MEETING OF 2020

- (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 2021 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.”
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.

NOTICE OF ANNUAL GENERAL MEETING OF 2020

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) and the Company (www.wuxiapptec.com.cn).

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

Hong Kong, April 9, 2021

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Dr. Steve Qing Yang, 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.

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 Wednesday, May 12, 2021 (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 Friday, May 7, 2021 to Thursday, May 13, 2021, 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 Thursday, May 6, 2021.

NOTICE OF ANNUAL GENERAL MEETING OF 2020

5. For determining the entitlement to the proposed final dividend and 2020 Capitalization of Reserve under the 2020 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 Tuesday, June 1, 2021 to Monday, June 7, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and 2020 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 Monday, May 31, 2021.
6. References to time and dates in this notice are to Hong Kong time and dates.

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2021



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 FIRST H SHARE CLASS MEETING FOR 2021

Notice is hereby given that the first H Share Class Meeting for 2021 (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 Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Thursday, May 13, 2021 after the conclusion of the annual general meeting for 2020 and the first A share class meeting for 2021 and any adjournments thereof, 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 April 9, 2021.

SPECIAL RESOLUTIONS

1. subject to the passing of resolution no. 3 below, to consider and approve the proposed 2020 Profit Distribution Plan;
2. 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;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2021

- (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 AGM 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;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2021

- (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 2021 annual general meeting of the Company;
 - (ii) The expiration of a period of twelve months following the passing of this resolution at the H Share Class Meeting and the passing of those resolutions having the same terms with this resolution at its AGM and A 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; and

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2021

3. subject to the passing of resolution no. 1 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.

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

Hong Kong, April 9, 2021

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Dr. Steve Qing Yang, 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 Wednesday, May 12, 2021 (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.

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2021

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, May 7, 2021 to Thursday, May 13, 2021, 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 Thursday, May 6, 2021.
5. For determining the entitlement to the proposed final dividend and 2020 Capitalization of Reserve under the 2020 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 Tuesday, June 1, 2021 to Monday, June 7, 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and 2020 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 Monday, May 31, 2021.
6. References to time and dates in this notice are to Hong Kong time and dates.