

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

**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 Forms 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



### 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) PROPOSAL ON THE DIRECT REPURCHASE OF H SHARES IN RELATION TO THE 2023 H SHARE AWARD AND TRUST SCHEME FROM THE SCHEME TRUSTEE AND THE CANCELLATION OF SUCH H SHARES; AND (2) NOTICE OF 2024 EGM AND 2024 FIRST H SHARE CLASS MEETING**

---

The notices convening the 2024 EGM and the 2024 First H Share Class Meeting to be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, January 5, 2024, at 2:50 p.m. are set out in this circular.

Whether or not you are able to attend the 2024 EGM and/or the 2024 First H Share Class Meeting, please complete and sign the enclosed Forms of Proxy for use at the 2024 EGM and/or the 2024 First H Share Class Meeting in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the 2024 EGM and/or the 2024 First H Share Class Meeting (i.e. not later than 2:50 p.m. on Thursday, January 4, 2024 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the Forms of Proxy will not preclude Shareholders from attending and voting in person at the 2024 EGM and/or the 2024 First H Share Class Meeting if they so wish.

This circular together with the Forms of Proxy are also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wuxiapptec.com.cn](http://www.wuxiapptec.com.cn)).

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

\* For identification purpose only

---

## CONTENTS

---

|   | <i>Page</i> |
|---|-------------|
| <b>Definitions</b> .....                                    | 1           |
| <b>Letter from the Board</b> .....                          | 5           |
| <b>Notice of the 2024 EGM</b> .....                         | EGM-1       |
| <b>Notice of the 2024 First H Share Class Meeting</b> ..... | HCM-1       |

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

|   |  |
|---|--|
| “2023 H Share Award and Trust Scheme”       | the 2023 H Share award and trust scheme adopted by the Company in accordance with the 2023 H Share Award and Trust Scheme Rules on May 31, 2023  |
| “2023 H Share Award and Trust Scheme Rules” | the rules governing the operation of the 2023 H Share Award and Trust Scheme as well as the implementation procedures (as amended from time to time)   |
| “2024 EGM”                                  | the extraordinary general meeting of the Company to be convened at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, January 5, 2024 at 2:50 p.m. to consider and, if thought fit, approve the resolution contained in the notice of the 2024 EGM which are set out on pages EGM-1 to EGM-4 of this circular, or any adjournment thereof |
| “2024 First A Share Class Meeting”          | the first A Share class meeting of the Company in 2024   |
| “2024 First H Share Class Meeting”          | the first H Share class meeting of the Company in 2024 to be held on Friday, January 5, 2024 after the conclusion of the 2024 EGM and the 2024 First A Share Class Meeting to consider and, if appropriate, approve the resolution contained in the notice of the 2024 First H Share Class Meeting which are set out on pages HCM-1 to HCM-4 of this circular, or any adjournment thereof    |
| “A Share(s)”                                | ordinary share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange  |
| “Acquired Award Shares”                     | the 15,467,500 H Shares of the Company acquired by the Scheme Trustee through on-market transaction as the source of the Award Shares  |
| “Articles of Association”                   | the articles of association of the Company   |

---

## DEFINITIONS

---

|                       |   |
|-----------------------|---|
| ”Award”               | an award granted by the Board to a Selected Participant, which may vest in the form of Award Shares or the Actual Selling Price of the Award Shares in cash, as the Board may determine in accordance with the terms of the 2023 H Share Award and Trust Scheme Rules   |
| “Award Shares”        | the H Shares granted to a Selected Participant in an Award  |
| “Board”               | the board of directors of the Company   |
| “Class Meetings”      | the 2024 First A Share Class Meeting and the 2024 First 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   |
| “Director(s)”         | the director(s) of the Company, from time to time   |
| “Executive Committee” | the executive committee of the Company which, as at the Latest Practicable Date, comprises the Chairman and Chief Executive Officer Dr. Ge Li, the co-Chief Executive Officer Dr. Minzhang Chen, the Vice Chairman and Global Chief Investment Officer Mr. Edward Hu, the co-Chief Executive Officer Dr. Steve Qing Yang, the vice president Mr. Zhaohui Zhang, the vice president Dr. Shuhui Chen, member of the senior management of the Company Dr. Jingchao Dong and the persons-in-charge of the human resources department, finance department and legal department of the Company, to whom the Board has delegated its authority to administer the 2023 H Share Award and Trust Scheme |
| “Form(s) of Proxy”    | the form(s) of proxy of the Company in respect of the resolutions set out in the Notice of 2024 EGM and/or Notice of 2024 First H Share Class Meeting   |

---

## DEFINITIONS

---

|  |  |
|--|--|
| “Group”  | the Company and its subsidiaries from time to time, and the expression <i>member of the Group</i> shall be construed accordingly   |
| “H Share(s)”   | overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange  |
| “H Share Registrar”  | Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  |
| “HK\$”   | Hong Kong dollars, the lawful currency of Hong Kong  |
| “Hong Kong”  | the Hong Kong Special Administrative Region of the People’s Republic of China  |
| “Latest Practicable Date”  | December 8, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular   |
| “Listing Rules”  | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited   |
| “PRC”  | the People’s Republic of China   |
| “Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares” | collectively, the proposed direct repurchase of 15,467,500 H Shares from the Scheme Trustee, the cancellation of such 15,467,500 H Shares following the completion of the repurchase, and the decrease of the registered capital of the Company by RMB15,467,500 accordingly   |
| “Repurchase Mandate”   | the general mandate passed and approved by the Shareholders on the 2022 AGM, 2023 First A Share Class Meeting and 2023 First H Share Class Meeting held on May 31, 2023 to authorize the Directors to repurchase A shares and/or H Shares not exceeding 10% of the total number of issued A Shares or H Shares of the Company as at May 31, 2023 |

---

## DEFINITIONS

---

|                           |   |
|---------------------------|---|
| “RMB”                     | Renminbi, the lawful currency of the PRC  |
| “Scheme Trustee”          | the trustee appointed by the Company for the purpose of the Trust, Maples Trustee Services (Cayman) Limited, a company incorporated under the laws of Cayman Islands with registered address in Boundary Hall, Cricket Square, George Town, Grand Cayman, Cayman Islands, and entities the shares in which are held by the Scheme Trustee in its capacity as trustee of the Trust |
| “Selected Participant(s)” | any eligible employee who is approved for participation in the 2023 H Share Award and Trust Scheme and has been granted any Award in accordance with the 2023 H Share Award and Trust Scheme Rules  |
| “Share(s)”                | ordinary 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)   |
| “Shareholder(s)”          | the shareholders of the Company   |
| “SPA”                     | the sale and purchase agreement proposed to be entered into between the Company and the Scheme Trustee for the Scheme Trustee to sell, and the Company to repurchase, the Acquired Award Shares in the amount of 15,467,500 H Shares at the same purchase price the Scheme Trustee paid for the acquisition of the Acquired Award Shares  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited   |
| “Trust”                   | the trust constituted by the Trust Deed to service the 2023 H Share Award and Trust Scheme  |
| “Trust Deed”              | the trust deed entered into between the Company and the Scheme Trustee for the 2023 H Share Award and Trust Scheme (as may be restated, supplemented and amended from time to time)   |
| “%”                       | percent   |

---

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 and chief executive officer)*

Dr. Minzhang Chen *(Co-chief executive officer)*

Mr. Edward Hu

*(Vice chairman and global chief investment officer)*

Dr. Steve Qing Yang *(Co-chief executive officer)*

Mr. Zhaohui Zhang

*Non-executive Directors:*

Mr. Xiaomeng Tong

Dr. Yibing Wu

*Independent Non-executive Directors:*

Ms. Christine Shaohua Lu-Wong

Dr. Wei Yu

Dr. Xin Zhang

Ms. Zhiling Zhan

Mr. Dai Feng

*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:*

5/F, Manulife Place, 348

Kwun Tong Road, Kowloon, Hong Kong

December 13, 2023

*To the Shareholders*

Dear Sir/Madam,

- (1) PROPOSAL ON THE DIRECT REPURCHASE OF H SHARES  
IN RELATION TO THE 2023 H SHARE AWARD AND  
TRUST SCHEME FROM THE SCHEME TRUSTEE AND  
THE CANCELLATION OF SUCH H SHARES; AND  
(2) NOTICE OF 2024 EGM AND 2024 FIRST H SHARE CLASS MEETING**

\* *For identification purpose only*

---

## LETTER FROM THE BOARD

---

### 1. INTRODUCTION

References are made to the announcements of the Company dated October 30, 2023 and December 12, 2023 in relation to, among other things, the termination of the 2023 H Share Award and Trust Scheme and the Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares.

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the 2024 EGM and the 2024 First H Share Class Meeting to be held on Friday, January 5, 2024 so as to enable you to make a decision on whether to vote for or against the proposed resolutions at the 2024 EGM and 2024 First H Share Class Meeting on a well informed basis. For the details of the proposed resolutions at the 2024 EGM and 2024 First H Share Class Meeting, please also refer to the notices of the 2024 EGM and the 2024 First H Share Class Meeting enclosed with this circular.

### 2. PROPOSAL ON THE DIRECT REPURCHASE OF H SHARES IN RELATION TO THE 2023 H SHARE AWARD AND TRUST SCHEME FROM THE SCHEME TRUSTEE AND THE CANCELLATION OF SUCH H SHARES

#### **Reasons for the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares**

As at the Latest Practicable Date, the Scheme Trustee has acquired 15,467,500 H Shares through on-market transactions as the source of the Award Shares with internal funds of the Company, but such Acquired Award Shares have not yet been granted to any Selected Participant.

On October 30, 2023, as the performance growth of the Company is not as anticipated, the management has proposed to the Board to terminate the 2023 H Share Award and Trust Scheme and repurchase and cancel 15,467,500 H Shares. On the same day, the Board approved the “Proposal on the Termination of the 2023 H Share Award and Trust Scheme of the Company and the Repurchase and Cancellation of H Shares”.

In connection with the repurchase and cancellation of H Shares under the abovementioned proposal, the Company further determined the specific plan to implement the repurchase and cancellation, and the “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares” was considered and approved at the sixth meeting of the third session of the Board held on December 12, 2023. The “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares”, which is subject to consideration and approval by the Shareholders at the 2024 EGM and the Class



---

## LETTER FROM THE BOARD

---

Meetings, comprises (i) the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and (ii) the proposed authorization to the Board and for the Board to further authorize the Executive Committee as well as person(s) authorized by the Executive Committee to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

The Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares will not affect the public float of the Company as required under the Listing Rules, nor will it cause material adverse impact on the cash and bank balances or operational performance of the Company.

### *Principal terms of the SPA*

Subject to the “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares” being approved by the Shareholders at the 2024 EGM and the Class Meetings, the Company will enter into the SPA for the Scheme Trustee to sell, and the Company to repurchase, the Acquired Award Shares in the amount of 15,467,500 H Shares at the same purchase price the Scheme Trustee paid for the acquisition of the Acquired Award Shares, which will be remitted to the Company pursuant to the terms therein. The principal terms of the SPA are set out as follows:

### *Parties*

- (1) The Company (as the purchaser); and
- (2) The Scheme Trustee (as the vendor).

### *Number of sale shares under the SPA*

15,467,500 H Shares, being the amount of the Acquired Award Shares.

### *Purchase price*

The aggregate purchase price of the Acquired Award Shares under the SPA shall be HK\$1,287,770,101.46, being the aggregate price at which the Scheme Trustee acquired the Acquired Award Shares in accordance with the instructions of the Company and the relevant provisions of the Trust Deed or the 2023 H Share Award and Trust Scheme Rules.

---

## LETTER FROM THE BOARD

---

### *Completion*

Completion of the repurchase of the Acquired Award Shares under the SPA shall take place at or before 9:30 a.m. on the fifth business day after the date of the SPA or such other date as the Scheme Trustee and the Company may agree. The Scheme Trustee shall remit the purchase price for the Acquired Award Shares under the SPA (after making reasonable deductions in connection with the repurchase as stipulated under the SPA) alongside any interest accrued on the purchase price prior to the remittance (if any) to the Company within 15 business days from the completion.

The Company will cancel the Acquired Award Shares repurchased under the SPA thereafter. Further announcement(s) will be made by the Company subsequent to the completion of such repurchase and cancellation of H Shares.

### **Funding of the proposed repurchase of H Shares from the Scheme Trustee**

The Company will fund the repurchase of H Shares from the Scheme Trustee with its internal funds. The proceeds of the sale of the Acquired Award Shares received by the Scheme Trustee shall be remitted by the Scheme Trustee to the Company within 15 business days from the completion of the repurchase pursuant to the terms of the SPA.

### **Information on the Group**

As a global company with operations across Asia, Europe, and North America, the Group provides a broad portfolio of R&D and manufacturing services that enable the pharmaceutical and healthcare industry around the world to advance discoveries and deliver groundbreaking treatments to patients. Through its unique business models, the Group's integrated, end-to-end services include chemistry drug CRDMO (Contract Research, Development and Manufacturing Organization), biology discovery, preclinical testing and clinical research services, and cell and gene therapies CTDMO (Contract Testing, Development and Manufacturing Organization), helping customers improve the productivity of advancing healthcare products through cost-effective and efficient solutions.

### **Information on the Scheme Trustee**

Maples Trustee Services (Cayman) Limited is the Scheme Trustee of the 2023 H Share Award and Trust Scheme, and a provider of trustee services in various jurisdictions.

---

## LETTER FROM THE BOARD

---

### Effect on the shareholding structure of the Company

Pursuant to Rule 10.06(5) of the Listing Rules and after the completion of the repurchase of H Shares from the Scheme Trustee, the Company shall cancel 15,467,500 H Shares.

The following table illustrates the Company's shareholding structure (i) immediately before the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and (ii) immediately after the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

|                        | <b>Immediately<br/>before the<br/>Completion of the<br/>Proposed Direct<br/>Repurchase of H<br/>Shares from the<br/>Scheme Trustee<br/>and Cancellation<br/>of such H<br/>Shares<sup>(Note 1)</sup></b> | <b>Changes</b> | <b>Immediately after<br/>the Completion of<br/>the Proposed<br/>Direct<br/>Repurchase of H<br/>Shares from the<br/>Scheme Trustee<br/>and Cancellation<br/>of such H Shares<br/><sup>(Note 2)</sup></b> |
|------------------------|---|----------------|---|
| Number of A Shares     | 2,566,272,041   | 0              | 2,566,272,041   |
| Number of H Shares     | 402,543,650   | -15,467,500    | 387,076,150   |
| Total number of Shares | 2,968,815,691   | -15,467,500    | 2,953,348,191   |

*Notes:*

1. The number of Shares immediately before the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares is based on the total issued share capital of the Company as at the Latest Practicable Date.
2. The number of Shares immediately after the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares is based on the total issued share capital of the Company immediately before the change, and has only taken into account the changes to the total issued share capital of the Company caused by the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

The number of H Shares to be repurchased and cancelled represents approximately 0.52% of the total issued share capital of the Company as at the Latest Practicable Date, and the registered share capital of the Company will be reduced by RMB15,467,500 accordingly following the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

---

## LETTER FROM THE BOARD

---

### **Financial effects of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares**

#### *Net assets*

Assuming that the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares had taken place on September 30, 2023, the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares would not have any material impact on the Group's unaudited net assets based on the unaudited condensed consolidated statement of financial position of the Group as at September 30, 2023.

#### *Earnings per Share*

Assuming that the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares had taken place on September 30, 2023, the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares would not have any material impact on the Group's earnings per Share based on the unaudited condensed consolidated statement of profit or loss of the Group for the nine months ended September 30, 2023.

#### **Total liabilities**

Assuming that the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares had taken place on September 30, 2023, the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares would not have any material impact on the Group's unaudited total liabilities based on the unaudited condensed consolidated statement of financial position of the Group as at September 30, 2023.

#### **Working capital**

As the proceeds received by the Scheme Trustee shall be remitted to the Company within 15 business days pursuant to the terms of the SPA, the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares would not have any material impact on the working capital or gearing position of the Group.

Based on the above, the Company considers that the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares will have no material adverse effect on the Group's net assets, earnings per Share, total liabilities or working capital.

---

## LETTER FROM THE BOARD

---

### **Proposed Authorization to the Board and for the Board to further authorize the Executive Committee as well as person(s) authorized by the Executive Committee to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares**

In order to ensure the successful implementation of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, the Board proposed that, as part of the “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares”, the Shareholders also grant an authorization to the Board and for the Board to further authorize the Executive Committee as well as person(s) authorized by the Executive Committee (collectively, the “**Authorized Persons**”) to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares with full authority, and confirm the authority to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares granted to the Authorized Persons by the Board resolution passed on October 30, 2023. The scope of the abovementioned authorization includes but is not limited to:

- (i) to appoint a securities broker on behalf of the Company to open an account with the Central Clearing and Settlement System (“**CCASS**”) of Hong Kong Securities Clearing Company Limited for the purpose of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares and execute any or all of the related documents. The aforementioned securities broker or Authorized Persons shall act as the representative of this account for the purposes of trading, withdrawing funds and securities, and executing all documents in relation to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (ii) to withdraw the repurchased H Shares and funds (if any) on behalf of the Company from CCASS through the aforementioned securities broker or Authorized Persons;
- (iii) to authorize the Authorized Persons to handle the cancellation of H shares and the update of the register of H Shareholders with Tricor Investor Services Limited, and confirm that the Authorized Persons shall have full authorization in the matter of Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, including but not limited to executing any or all of the related documents;
- (iv) to authorize Tricor Investor Services Limited to cancel the share certificates of the repurchased H Shares mentioned above and update the register of H Shareholders accordingly;

---

## LETTER FROM THE BOARD

---

- (v) in the event of changes in the policies of regulatory authorities regarding the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, or changes in market conditions, or changes in the method of handling repurchased H Shares after negotiation with the Scheme Trustee, except for matters that require the decision of the Board or Shareholders' general meeting as stipulated by relevant laws, regulations, normative documents and the Articles of Association, the Authorized Persons shall have the right to make corresponding adjustments to the specific details of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares (including but not limited to the method, timing, price and quantity of H Shares to be repurchased and cancelled) and any other related matters;
- (vi) to implement, amend, authorize, execute and complete all necessary documents, agreements and contracts in relation to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (vii) to fulfill all necessary obligations, including information disclosure, reporting to regulatory authorities and filings required by relevant domestic and foreign laws and regulations and the listing rules of the stock exchanges where the Shares are listed for the purpose of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (viii) to handle the amendments to the Articles of Association, the change of registered capital and the reporting to relevant departments or authorities upon the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and
- (ix) to handle any other matters that are not listed above but are necessary for the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

The aforementioned authorization to the Board and the Authorized Persons shall be valid during the period from the date of approval at the 2024 EGM and the Class Meetings up to the completion of the handling of the aforementioned matters.

### **General**

In accordance with the applicable laws and regulations including but not limited to the relevant rules and requirements of the stock exchanges on which the shares of the Company are listed, special resolutions will be proposed at (i) the 2024 EGM; (ii) the 2024 First A Share Class

---

## LETTER FROM THE BOARD

---

Meeting and (iii) the 2024 First H Share Class Meeting, for the Shareholders to consider and, if thought fit, approve the “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares”, which comprises approving the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, confirming the authority to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares granted to the Authorized Persons by the Board resolution passed on October 30, 2023, and approving the proposed authorization to the Board and for the Board to further authorize the Authorized Persons to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares. Further, as the aforesaid direct repurchase from the Scheme Trustee would not fall under the ambit of the Repurchase Mandate pursuant to the Listing Rules, the Company will not utilize the Repurchase Mandate to effect the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

### **3. THE 2024 EGM AND THE 2024 FIRST H SHARE CLASS MEETING**

The 2024 EGM and the Class Meetings will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, January 5, 2024 at 2:50 p.m., for the Shareholders to consider and, if thought fit, approve the abovementioned resolutions. The abovementioned resolutions will be proposed by way of special resolutions at the 2024 EGM and the 2024 First H Share Class Meeting to be approved by the Shareholders. The voting in relation to such resolutions will be conducted by way of poll.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must 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.

The notices of the 2024 EGM and the 2024 First H Share Class Meeting are set out on pages EGM-1 to EGM-4 and HCM-1 to HCM-4 of this circular, respectively.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the resolutions to be proposed at the 2024 EGM and the 2024 First H Share Class Meeting, and is required to abstain from voting at the 2024 EGM and the 2024 First H Share Class Meeting for such resolutions.

An announcement on the poll results will be published by the Company after the 2024 EGM and the 2024 First H Share Class Meeting in the manner prescribed under the Listing Rules.

---

## LETTER FROM THE BOARD

---

Two Forms of Proxy for use at the 2024 EGM and the 2024 First 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](http://www.hkexnews.hk)) and the Company ([www.wuxiapptec.com.cn](http://www.wuxiapptec.com.cn)). To be valid, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the 2024 EGM and the 2024 First H Share Class Meeting (i.e. not later than 2:50 p.m. on Thursday, January 4, 2024 (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 2024 EGM and/or the 2024 First H Share Class Meeting if you so wish.

The register of H Shareholders of the Company will be closed from Tuesday, January 2, 2024 to Friday, January 5, 2024 (both days inclusive), during which no transfer of H shares will be effected for determining the entitlements of Shareholders to attend and vote at the 2024 EGM and the 2024 First H Share Class Meeting. In order to qualify as Shareholders to attend and vote at the 2024 EGM and the 2024 First H Share Class Meeting, holders of H Shares who are not registered must lodge all transfers of shares accompanied by the relevant share certificates with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, December 29, 2023.

#### 4. 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 favor of the relevant resolutions at the 2024 EGM and 2024 First H Share Class Meeting.

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



---

## NOTICE OF THE 2024 EGM

---



### 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 2024 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an extraordinary general meeting (the “**2024 EGM**”) of WuXi AppTec Co., Ltd.\* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, January 5, 2024 at 2:50 p.m. (or at any adjournment thereof) to consider and, if thought fit, pass the following resolution. Unless otherwise defined, capitalised terms and used in this notice shall have the same meanings as those defined in the circular of the Company dated December 13, 2023 (the “**Circular**”).

#### SPECIAL RESOLUTION

1. To consider and approve the “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares”, which comprises (a) approving the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and (b) confirming the authority to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares granted to the Authorized Persons by the Board resolution passed on October 30, 2023, as well as authorizing the Board and for the Board to further authorize the Authorized Persons to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares with full authority. The scope of the abovementioned authorization includes but is not limited to:
  - (i) to appoint a securities broker on behalf of the Company to open an account with the Central Clearing and Settlement System (“**CCASS**”) of Hong Kong Securities Clearing Company Limited for the purpose of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares and execute any or all of the related documents. The aforementioned securities broker or Authorized Persons shall act as the representative of this account for the purposes of trading, withdrawing funds and securities, and executing all documents in relation to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;

---

## NOTICE OF THE 2024 EGM

---

- (ii) to withdraw the repurchased H Shares and funds (if any) on behalf of the Company from CCASS through the aforementioned securities broker or Authorized Persons;
- (iii) to authorize the Authorized Persons to handle the cancellation of H shares and the update of the register of H Shareholders with Tricor Investor Services Limited, and confirm that the Authorized Persons shall have full authorization in the matter of Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, including but not limited to executing any or all of the related documents;
- (iv) to authorize Tricor Investor Services Limited to cancel the share certificates of the repurchased H Shares mentioned above and update the register of H Shareholders accordingly;
- (v) in the event of changes in the policies of regulatory authorities regarding the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, or changes in market conditions, or changes in the method of handling repurchased H Shares after negotiation with the Scheme Trustee, except for matters that require the decision of the Board or Shareholders' general meeting as stipulated by relevant laws, regulations, normative documents and the Articles of Association, the Authorized Persons shall have the right to make corresponding adjustments to the specific details of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares (including but not limited to the method, timing, price and quantity of H Shares to be repurchased and cancelled) and any other related matters;
- (vi) to implement, amend, authorize, execute and complete all necessary documents, agreements and contracts in relation to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (vii) to fulfill all necessary obligations, including information disclosure, reporting to regulatory authorities and filings required by relevant domestic and foreign laws and regulations and the listing rules of the stock exchanges where the Shares are listed for the purpose of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (viii) to handle the amendments to the Articles of Association, the change of registered capital and the reporting to relevant departments or authorities upon the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and

---

## NOTICE OF THE 2024 EGM

---

- (ix) to handle any other matters that are not listed above but are necessary for the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

The aforementioned authorization to the Board and the Authorized Persons shall be valid during the period from the date of approval at the 2024 EGM and the Class Meetings up to the completion of the handling of the aforementioned matters.

Details of the above resolution proposed at the 2024 EGM are contained in the Circular, which is available on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wuxiaptec.com.cn](http://www.wuxiaptec.com.cn)).

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

Hong Kong, December 13, 2023

*As at the date of this notice, the Board comprises Dr. Ge Li, Dr. Minzhang Chen, Mr. Edward Hu, Dr. Steve Qing Yang and Mr. Zhaohui Zhang as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Ms. Christine Shaohua Lu-Wong, Dr. Wei Yu, Dr. Xin Zhang, Ms. Zhiling Zhan and Mr. Dai Feng as independent non-executive Directors.*

*Notes:*

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow such 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 2:50 p.m.) on Thursday, January 4, 2024 (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 2024 EGM

---

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, January 2, 2024 to Friday, January 5, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2024 EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, December 29, 2023.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. In addition, the Company encourages the Shareholders to exercise their right to vote at the 2024 EGM by appointing the chairman of the 2024 EGM as their proxy to vote on the relevant resolution at the 2024 EGM instead of attending the meeting in person, by completing and returning the enclosed Form of Proxy for use at the 2024 EGM in accordance with the instructions printed thereon.

\* *For identification purpose only*

---

## NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

---



### 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 2024 FIRST H SHARE CLASS MEETING

Notice is hereby given that the 2024 First H Share Class Meeting (the “**2024 First 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 Friday, January 5, 2024 after the conclusion of the 2024 EGM and the 2024 First A Share Class Meeting and any adjournments thereof, for the following purposes of considering and, if deemed appropriate, approving the following resolution. In this notice, unless the context otherwise requires, capitalized terms and used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated December 13, 2023.

### SPECIAL RESOLUTION

1. To consider and approve the “Proposal on the Direct Repurchase of H Shares in relation to the 2023 H Share Award and Trust Scheme from the Scheme Trustee and the Cancellation of such H Shares”, which comprises (a) approving the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and (b) confirming the authority to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares granted to the Authorized Persons by the Board resolution passed on October 30, 2023, as well as authorizing the Board and for the Board to further authorize the Authorized Persons to handle matters pertaining to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares with full authority. The scope of the abovementioned authorization includes but is not limited to:
  - (i) to appoint a securities broker on behalf of the Company to open an account with the Central Clearing and Settlement System (“**CCASS**”) of Hong Kong Securities Clearing Company Limited for the purpose of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares and execute any or all of the related documents. The aforementioned securities broker or Authorized Persons shall act as the representative of this account for the purposes of trading, withdrawing funds and securities, and executing all documents in relation to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;

---

## NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

---

- (ii) to withdraw the repurchased H Shares and funds (if any) on behalf of the Company from CCASS through the aforementioned securities broker or Authorized Persons;
- (iii) to authorize the Authorized Persons to handle the cancellation of H shares and the update of the register of H Shareholders with Tricor Investor Services Limited, and confirm that the Authorized Persons shall have full authorization in the matter of Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, including but not limited to executing any or all of the related documents;
- (iv) to authorize Tricor Investor Services Limited to cancel the share certificates of the repurchased H Shares mentioned above and update the register of H Shareholders accordingly;
- (v) in the event of changes in the policies of regulatory authorities regarding the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares, or changes in market conditions, or changes in the method of handling repurchased H Shares after negotiation with the Scheme Trustee, except for matters that require the decision of the Board or Shareholders' general meeting as stipulated by relevant laws, regulations, normative documents and the Articles of Association, the Authorized Persons shall have the right to make corresponding adjustments to the specific details of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares (including but not limited to the method, timing, price and quantity of H Shares to be repurchased and cancelled) and any other related matters;
- (vi) to implement, amend, authorize, execute and complete all necessary documents, agreements and contracts in relation to the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (vii) to fulfill all necessary obligations, including information disclosure, reporting to regulatory authorities and filings required by relevant domestic and foreign laws and regulations and the listing rules of the stock exchanges where the Shares are listed for the purpose of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares;
- (viii) to handle the amendments to the Articles of Association, the change of registered capital and the reporting to relevant departments or authorities upon the completion of the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares; and

---

## NOTICE OF THE 2024 FIRST H SHARE CLASS MEETING

---

- (ix) to handle any other matters that are not listed above but are necessary for the Proposed Direct Repurchase of H Shares from the Scheme Trustee and Cancellation of such H Shares.

The aforementioned authorization to the Board and the Authorized Persons shall be valid during the period from the date of approval at the 2024 EGM and the Class Meetings up to the completion of the handling of the aforementioned matters.

Details of the above resolution proposed at the 2024 First H Share Class Meeting are contained in the Circular, which is available on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.wuxiapptec.com.cn](http://www.wuxiapptec.com.cn)).

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

Hong Kong, December 13, 2023

*As at the date of this notice, the Board comprises Dr. Ge Li, Dr. Minzhang Chen, Mr. Edward Hu, Dr. Steve Qing Yang and Mr. Zhaohui Zhang as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Ms. Christine Shaohua Lu-Wong, Dr. Wei Yu, Dr. Xin Zhang, Ms. Zhiling Zhan and Mr. Dai Feng as independent non-executive Directors.*

*Notes:*

1. The resolution at the meeting will be taken by poll (except where the chairman decides to allow such 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 2:50 p.m.) on Thursday, January 4, 2024 (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 2024 FIRST H SHARE CLASS MEETING

---

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Tuesday, January 2, 2024 to Friday, January 5, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2024 First 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, December 29, 2023.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. In addition, the Company encourages the Shareholders to exercise their right to vote at the 2024 First H Share Class Meeting by appointing the chairman of the 2024 First H Share Class Meeting as their proxy to vote on the relevant resolution at the 2024 First H Share Class Meeting instead of attending the meeting in person, by completing and returning the enclosed Form of Proxy for use at the 2024 First H Share Class Meeting in accordance with the instructions printed thereon.

\* *For identification purpose only*