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WUXI BIOLOGICS (CAYMAN) INC.

藥明生物技術有限公司*

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2269)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the "Board") of WuXi Biologics (Cayman) Inc. (the "Company") proposes to amend certain provisions of the existing second amended and restated articles of association of the Company (the "Articles of Association") by way of adoption of the third amended and restated memorandum and articles of association of the Company (the "New Memorandum and Articles of Association"), in order to bring the existing memorandum and articles of association of the Company (the "Existing Memorandum and Articles of Association") in line with the amendments made to the Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which became effective on January 1, 2022 and the applicable laws of the Cayman Islands.

A comparison between the existing provisions of the Articles of Association and the proposed amendments to the Articles of Association (the "**Proposed Amendments**") is set out in the table below.

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
(Not applicable. The provision on the right column is newly added.)	2.2 "black rainstorm warning" shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall	2.2 "business day" shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for business of dealing in securities in Hong Kong on a day by reason of a Number 8 or higher typhoon signal—gale warning, black rainstorm warning or other similar event, such day shall for the purpose of these Articles be counted as a business day.
(Not applicable. The provision on the right column is newly added.)	2.2 "gale warning" shall have the meaning given to it in the Interpretation and General Clauses Ordinance (Cap. 1 of the Laws of Hong Kong).

business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by by electronic means as herein provided or by advertisement published in the newspapers, be advertisement published in the newspapers, be suspended and the register closed at such times suspended and the register closed at such times for such periods as the Board may from time to for such periods as the Board may from time to time determine provided always that such time determine provided always that such registration shall not be suspended or the registration shall not be suspended or the register closed for more than 30 days in any register closed for more than 30 days in any year (or such longer period as the members year (or such longer period as the members may by ordinary resolution determine provided may by ordinary resolution determine provided that such period shall not be extended beyond that such period shall not be extended beyond 60 days in any year). In the event that there is 60 days in any year). In the event that there is an alteration of book closure dates, the an alteration of book closure dates, the Company shall give at least 5 business days' notice before the announced closure, or the notice before the announced closure, or the new closure, whichever is earlier. If, however, new closure, whichever is earlier. If, however, there are exceptional circumstances (e.g. there are exceptional circumstances (e.g. during a Number 8 or higher typhoon signal during a Number 8 or higher typhoon signal and black rainstorm warning) that render the gale warning and or black rainstorm warning) giving of such publication of advertisement that render the giving of such publication of impossible, the Company shall comply with advertisement impossible, the Company shall these requirements as soon as practicable.

of Proposed Amendments to the Articles of Association

7.9 The registration of transfers may, on 10 7.9 The registration of transfers may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given website, or, subject to the Listing Rules, by which notices may be served by the Company Company shall give at least 5 business days' comply with these requirements as soon as practicable.

meeting as its annual general meeting in each meeting as its annual general meeting in for year other than the year of the Company's each financial year other than the year of the adoption of these Articles, within a period of Company's adoption of these Articles, within a not more than 15 months after the holding of the last preceding annual general meeting or holding of the last preceding annual general not more than 18 months after the date of adoption of these Articles (or such longer date of adoption of these Articles (or such period as the Exchange may authorise). The longer period as, to be held within six months annual general meeting shall be specified as (or such other period as may be permitted by such in the notices calling it and shall be held at such time and place as the Board shall appoint.

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12.1 The Company shall hold a general 12.1 The Company shall hold a general period of not more than 15 months after the meeting or not more than 18 months after the the Listing Rules or the Exchange—may authorise) after the end of such financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

convene an extraordinary general meeting, convene an extraordinary general meeting. General meetings shall also be convened on the General meetings shall also be convened on the written requisition of any two or more written requisition of any two one or more members deposited at the principal office of members holding together, as at the date of the Company in Hong Kong or, in the event deposit of the requisition, shares representing the Company ceases to have such a principal not less than one-tenth of the voting rights, on office, the registered office specifying the a one vote per share basis, of the Company objects of the meeting and signed by the which carry the right of voting at general requisitionists, provided that requisitionists held as at the date of deposit of requisition shall be deposited at the principal the requisition not less than one-tenth of the office of the Company in Hong Kong or, in the paid up capital of the Company which carries event the Company ceases to have such a the right of voting at general meetings of the principal office, the registered office of the Company. General meetings may also be Company specifying the objects of the meeting convened on the written requisition of any one and signed by the requisitionists, provided that member which is a recognised clearing house such requisitionists held as at the date of (or its nominee(s)) deposited at the principal deposit of the requisition not less than office of the Company in Hong Kong or, in the one-tenth of the paid up capital of the event the Company ceases to have such a Company which carries the right of voting at principal office, the registered office specifying general meetings of the Company. General the objects of the meeting and signed by the meetings may also be convened on the written requisitionist, provided that such requisitionist requisition of any one member which is a held as at the date of deposit of the requisition recognised clearing house (or its nominee(s)) not less than one-tenth of the paid up capital of deposited at the principal office of the the Company which carries the right of voting Company in Hong Kong or, in the event the at general meetings of the Company. If the Company ceases to have such a principal Board does not within 21 days from the date of office, the registered office specifying the deposit of the requisition proceed duly to objects of the resolutions to be added to the

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12.3 The Board may, whenever it thinks fit, 12.3 The Board may, whenever it thinks fit, such meetings of the Company. The written

convene the meeting to be held within a further meeting 21 days, the requisitionist(s) themselves or any requisitionist(s), of them representing more than one-half of the requisitionist held as at the date of deposit of the general meeting in the same manner, as after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by Company.

of Proposed Amendments to the Articles of Association

agenda, and signed bv the provided that total voting rights of all of them, may convene the requisition not less than one-tenth of the paid up capital of the Company which carries nearly as possible, as that in which meetings the right of voting at general meetings of the may be convened by the Board provided that Company. If the Board does not within 21 days any meeting so convened shall not be held from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) the themselves or any of them representing more requisitionist(s) as a result of the failure of the than one-half of the total voting rights of all of Board shall be reimbursed to them by the them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

column is newly added.)

(Not applicable. The provision on the right 12.10 If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board, in its absolute discretion, considers that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place specified in the notice calling such meeting, it may change or postpone the meeting to another date, time and place in accordance with Article 12.12.

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
(Not applicable. The provision on the right column is newly added.)	12.11 The Board shall also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning (or the equivalent in the location of the relevant meeting) is in force at any time on the day of the general meeting (unless such warning has been cancelled at least a minimum period of time prior to the general meeting as the Board may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date in accordance with Article 12.12.
(Not applicable. The provision on the right column is newly added.)	12.12 Where a general meeting is postponed in accordance with Article 12.10 or Article 12.11:

Existing Provisions Association	of the	Articles o	Proposed Amendments to the Articles of Association	
			(a) the Company shall endeavour to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's Website and published on the Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting pursuant to Article 12.11;	
			the Board shall fix the date, time and place for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting by one of the means specified in Article 30.1, and such notice shall specify the date, time and place at which the postponed meeting will be reconvened, and the date and times by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and	

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in the same way on a poll.

- (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with Article 12.5.
- 14.1 Subject to any special rights, privileges or 14.1 Subject to any special rights, privileges or restrictions as to voting for the time being restrictions as to voting for the time being attached to any class or classes of shares, at attached to any class or classes of shares, at any general meeting where a show of hands is any general meeting where a show of hands is allowed, every member Present shall have one allowed, every member Present shall have (a) vote, and on a poll every member Present shall the right to speak, (b) one vote, and on a poll have one vote for each share registered in his every member Present shall have show of name in the register. On a poll a member hands, and (c) one vote for each share entitled to more than one vote is under no registered in his name in the register on a poll, obligation to cast all his votes in the same way, except where a member is required, by the For the avoidance of doubt, where more than Listing Rules, to abstain from voting on a one proxy is appointed by a recognised matter under consideration. On a poll a clearing house (or its nominee(s)), each such member entitled to more than one vote is under proxy shall have one vote on a show of hands no obligation to cast all his votes in the same and is under no obligation to cast all his votes way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.

14.15 If a recognised clearing house (or its 14.15 If a recognised clearing house (or its nominee(s)) is a member it may authorise such nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its person or persons as it thinks fit to act as its representative(s) at any general meeting of the representative(s) at any general meeting of the Company or at any general meeting of any Company, any creditors meeting of the class of members provided that, if more than Company or at any general meeting of any one person is so authorised, the authorisation class of members provided that, if more than shall specify the number and class of shares in one person is so authorised, the authorisation respect of which each such person is so shall specify the number and class of shares in authorised. The person so authorised will be respect of which each such person is so deemed to have been duly authorised without authorised. The person so authorised will be the need of producing any documents of title, deemed to have been duly authorised without notarised authorisation and/or further evidence the need of producing any documents of title, to substantiate that it is so authorised. A person notarised authorisation and/or further evidence so authorised pursuant to this provision shall to substantiate that it is so authorised. A person be entitled to exercise the same rights and so authorised pursuant to this provision shall powers on behalf of the recognised clearing be entitled to exercise the same rights and house (or its nominee(s)) which he represents powers on behalf of the recognised clearing as that recognised clearing house (or its house (or its nominee(s)) which he represents nominee(s)) could exercise as if such person as that recognised clearing house (or its were an individual member holding the number nominee(s)) could exercise as if such person and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any

Director either to fill a casual vacancy or as an appointed shall hold office only until the next following general meeting of the Company and meeting.

contrary provision contained in these Articles.

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were an individual member holding the number and class of shares specified in such authorisation, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands. notwithstanding anv contrary provision contained in these Articles.

16.2 The Board shall have power from time to 16.2 The Board shall have power from time to time and at any time to appoint any person as a time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so addition to the Board. Any Director so appointed shall hold office only until the next following first annual general meeting of the shall then be eligible for re-election at that Company after his appointment and shall then be eligible for re-election at that meeting.

next following general meeting of re-election.

the provision of this Article.

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16.3 The Company may from time to time in 16.3 The Company may from time to time in general meeting by ordinary resolution increase general meeting by ordinary resolution increase or reduce the number of Directors but so that or reduce the number of Directors but so that the number of Directors shall not be less than the number of Directors shall not be less than two. Subject to the provisions of these Articles two. Subject to the provisions of these Articles and the Companies Act, the Company may by and the Companies Act, the Company may by ordinary resolution elect any person to be a ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director addition to the existing Directors. Any Director so appointed shall hold office only until the so appointed shall hold office only until the the next following general meeting of the Company and shall then be eligible for Company and shall then be eligible for re-election.

16.6 The Company may by ordinary resolution 16.6 The Company may by ordinary resolution at any time remove any Director (including a at any time remove any Director (including a Managing Director or other executive Director) Managing Director or other executive Director) before the expiration of his period of office before the expiration of his period term of notwithstanding anything in these Articles or in office notwithstanding anything in these any agreement between the Company and such Articles or in any agreement between the Director and may by ordinary resolution elect Company and such Director and may by another person in his stead. Any person so ordinary resolution elect another person in his elected shall hold office during such time only stead. Any person so elected shall hold office as the Director in whose place he is elected during such time only as the Director in whose would have held the same if he had not been place he is elected would have held the same if removed. Nothing in this Article should be he had not been removed. Nothing in this taken as depriving a Director removed under Article should be taken as depriving a Director any provision of this Article of compensation removed under any provision of this Article of or damages payable to him in respect of the compensation or damages payable to him in termination of his appointment as Director or respect of the termination of his appointment of any other appointment or office as a result as Director or of any other appointment or of the termination of his appointment as office as a result of the termination of his Director or as derogatory from any power to appointment as Director or as derogatory from remove a Director which may exist apart from any power to remove a Director which may exist apart from the provision of this Article.

	ting Provisions of the Articles of ociation	Proposed Amendments to the Articles of Association		
16.1	8 The office of a Director shall be vacated:	16.18 Th	e office of a Director shall be vacated:	
(a)	if he resigns his office by notice in writing to the Company at its registered office or its principal office in Hong Kong;	writ	he resigns his office by notice in ting to the Company at its registered ce or its principal office in Hong ng;	
(b)	if an order is made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs and the Board resolves that his office be vacated;	cou or i or i	an order is made by any competent rt or official on the grounds that he is may be suffering from mental disorder s otherwise incapable of managing his airs and the Board resolves that his ce be vacated;	
(c)	if, without leave, he is absent from meetings of the Board (unless an alternate Director appointed by him attends in his place) for a continuous period of 12 months, and the Board resolves that his office be vacated;	mee Dire plac mor	without leave, he is absent from etings of the Board (unless an alternate ector appointed by him attends in his ee) for a continuous period of 12 on the Board resolves that his ce be vacated;	
(d)	if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;	orde pay	e becomes bankrupt or has a receiving er made against him or suspends ment or compounds with his creditors erally;	
(e)	if he ceases to be or is prohibited from being a Director by law or by virtue of any provisions in these Articles;	beir	ne ceases to be or is prohibited from ng a Director by law or by virtue of provisions in these Articles;	

- if he shall be removed from office by (f) notice in writing served upon him signed by not less than three fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office: or
- (g) if he shall be removed from office by an (g) if he shall be removed from office by an ordinary resolution under Article 16.6.

persons to be Directors.

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- if he shall be removed from office by notice in writing served upon him signed by not less than three fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors (including himself) then in office: or
- ordinary resolution under Article 16.6.

At every annual general meeting of the 16.19 At every annual general meeting of the Company one-third of the Directors for the Company one-third of the Directors for the time being (or, if their number is not three or a time being (or, if their number is not three or a multiple of three, then the number nearest to, multiple of three, then the number nearest to, but not less than, one-third) shall retire from but not less than, one-third) shall retire from office by rotation provided that every Director office by rotation provided that every Director (including those appointed for a specific term) (including those appointed for a specific term) shall be subject to retirement by rotation at shall be subject to retirement by rotation at least once every three years. Any Director least once every three years. Any Director appointed pursuant to Article 16.2 or Article appointed required to stand for re-election 16.3 shall not be taken into account in pursuant to Article 16.2 or Article 16.3 shall determining which Directors are to retire by not be taken into account in determining the rotation. A retiring Director shall retain office number of Directors and which Directors are to until the close of the meeting at which he retire by rotation. A retiring Director shall retires and shall be eligible for re-election retain office until the close of the meeting at thereat. The Company at any annual general which he retires and shall be eligible for meeting at which any Directors retire may fill re-election thereat. The Company at any annual the vacated office by electing a like number of general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

29.2 The Company shall at every annual 29.2 The Company shall at every annual general meeting appoint an auditor or auditors general meeting by ordinary resolution appoint of the Company who shall hold office until the an auditor or auditors of the Company who next annual general meeting. The removal of shall hold office until the next annual general an Auditor before the expiration of his period meeting. The removal of an Auditor before the of office shall require the approval of an expiration of his period of office shall require ordinary resolution of the members in general the approval of an ordinary resolution of the meeting. The remuneration of the Auditors members in general meeting. The remuneration shall be fixed by the Company at the annual of the Auditors shall be fixed by the Company general meeting at which they are appointed at the annual general meeting at which they are provided that in respect of any particular year appointed by ordinary resolution, provided that the Company in general meeting may delegate in respect of any particular year the Company the fixing of such remuneration to the Board, in general meeting may delegate the fixing of No person may be appointed as the, or an, such remuneration to the Board. No person Auditor, unless he is independent of the may be appointed as the, or an, Auditor, unless Company. The Board may before the first he is independent of the Company. The Board annual general meeting appoint an auditor or may before the first annual general meeting auditors of the Company who shall hold office appoint an auditor or auditors of the Company until the first annual general meeting unless who shall hold office until the first annual previously removed by an ordinary resolution general meeting unless previously removed by of the members in general meeting in which an ordinary resolution of the members in case the members at that meeting may appoint general meeting in which case the members at

column is newly added.)

the Board.

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Auditors. The Board may fill any casual that meeting may appoint Auditors. The Board vacancy in the office of Auditor but while any may fill any casual vacancy in the office of such vacancy continues the surviving or Auditor but while any such vacancy continues continuing Auditor or Auditors, if any, may act. the surviving or continuing Auditor or The remuneration of any Auditor appointed by Auditors, if any, may act. The remuneration of the Board under this Article may be fixed by any Auditor appointed by the Board under this Article may be fixed by the Board.

(Not applicable. The provision on the right 32.1 Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

If the serial numbering of the provisions of the Existing Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain provisions made in the Proposed Amendments, the serial numbering of the provisions of the Existing Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

The adoption of the New Memorandum and Articles of Association containing the Proposed Amendments is subject to the approval of the shareholders of the Company (the "Shareholders") by way of a special resolution at the annual general meeting of the Company (the "AGM") to become effective.

The forthcoming AGM is expected to be held on Thursday, June 15, 2023. A circular containing, among other things, particulars of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association together with a notice convening the AGM and the related proxy form, will be despatched to the Shareholders in due course. As no Shareholder has a material interest in the Proposed Amendments, no Shareholder will be required to abstain from voting on the relevant resolution.

By order of the Board

WuXi Biologics (Cayman) Inc.

Dr. Ge Li

Chairman

Hong Kong, May 23, 2023

As at the date of this announcement, the Board comprises Dr. Zhisheng Chen and Dr. Weichang Zhou as executive Directors; Dr. Ge Li, Mr. Yibing Wu and Mr. Yanling Cao as non-executive Directors; and Mr. William Robert Keller, Mr. Kenneth Walton Hitchner III and Mr. Jackson Peter Tai as independent non-executive Directors.

* For identification purpose only