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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 Biologics (Cayman) Inc., 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 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 RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of WuXi Biologics (Cayman) Inc. to be held at Po Lin and Pui O Function Rooms, 3/F, Novotel Citygate Hong Kong, 51 Man Tung Road, Tung Chung, Hong Kong on Tuesday, June 12, 2018 at 2:00 p.m. is set out on pages 19 to 23 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wuxibiologics.com.cn>).

Whether or not you are able to attend the Annual General Meeting, you are advised to read the notice and to complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 2:00 p.m. on Sunday, June 10, 2018, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish. In such event, the form of proxy should be deemed to be revoked.

** For identification purpose only*

April 26, 2018

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Po Lin and Pui O Function Rooms, 3/F, Novotel Citygate Hong Kong, 51 Man Tung Road, Tung Chung, Hong Kong on Tuesday, June 12, 2018 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	WuXi Biologics (Cayman) Inc., a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	April 20, 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	June 13, 2017, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of US\$0.000025 each in the issued capital of the Company

DEFINITIONS

“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Zhisheng Chen (*Chief Executive Officer*)

Dr. Weichang Zhou (*Chief Technology Officer*)

Non-executive Directors:

Dr. Ge Li (*Chairman*)

Mr. Edward Hu

Mr. Yibing Wu

Mr. Yanling Cao

Independent Non-executive Directors:

Mr. William Robert Keller

Mr. Teh-Ming Walter Kwauk

Mr. Wo Felix Fong

Registered Office:

PO Box 309

Ugland House

Grand Cayman KY1-1104

Cayman Islands

Head Office in the PRC:

No. 108, Meiliang Road

Mashan

Wuxi

China

*Principal Place of Business in
Hong Kong:*

Level 54, Hopewell Centre

183 Queen's Road East

Hong Kong

April 26, 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting. These include ordinary resolutions relating to, among other things, (i) the proposed re-election of the retiring Directors, and (ii) the proposed granting of the Share Issue Mandate and the Share Repurchase Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Articles 16.2 and 16.3 of the Articles of Association, all the Directors, namely Dr. Ge Li, Dr. Zhisheng Chen, Dr. Weichang Zhou, Mr. Edward Hu, Mr. Yibing Wu, Mr. Yanling Cao, Mr. William Robert Keller, Mr. Teh-Ming Walter Kwauk and Mr. Wo Felix Fong shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election thereat.

Details of the retiring Directors who seek for re-election are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The general mandate previously granted to the Directors to issue Shares at the extraordinary general meeting of the Company held on May 17, 2017 will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Issue Mandate to the Directors to issue, allot or deal with unissued Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular (i.e. a total of 244,738,376 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting). An ordinary resolution to extend the Share Issue Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate will also be proposed at the Annual General Meeting.

The Directors do not have any immediate plan to issue any new Shares pursuant to the Share Issue Mandate.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares at the extraordinary general meeting of the Company held on May 17, 2017 will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular (i.e. a total of 122,369,188 Shares on the basis that no further Shares are issued or repurchased before the Annual General Meeting).

The Directors do not have any immediate plan to repurchase any Shares pursuant to the Share Repurchase Mandate.

An explanatory statement required by the 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 ordinary resolution to propose the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wuxibiologics.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority at the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting (i.e. not later than 2:00 p.m. on Sunday, June 10, 2018, Hong Kong time) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish. In such event, the form of proxy should be deemed to be revoked.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Issue Mandate and the Share Repurchase Mandate 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 to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
WuXi Biologics (Cayman) Inc.
Dr. Ge Li
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) **DR. GE LI — Non-executive Director**

Dr. Ge Li (李革), aged 51, was appointed as the chairman and a non-executive Director in February 2014. He is also the chairman of the Nomination Committee and a member of the Strategy Committee of the Company. Dr. Li is primarily responsible for providing overall guidance on the business, strategy and corporate development of the Group. He founded the Group in May 2010 and also serves as a director of most subsidiaries of the Company. Since December 2000, Dr. Li has been serving as the chairman and the chief executive officer of WuXi AppTec Co., Ltd. (“**WuXi AppTec**”), and has been responsible for its overall management. From December 2011 to August 2015, he served as an independent non-executive director of Shanghai Hile Bio-pharmaceutical Co., Ltd. (上海海利生物技术股份有限公司), a company listed on Shanghai Stock Exchange (上海證券交易所) (stock code: 603718), and was responsible for providing independent advice to its board of directors. From August 2007 to December 2015, Dr. Li served as the chairman and the chief executive officer of WuXi PharmaTech (Cayman) Inc. (“**WuXi PharmaTech**”), a company previously listed on the New York Stock Exchange (“**NYSE**”) (stock code: WX) which was delisted on December 10, 2015, and was responsible for its overall management. From May 1993 to December 2000, Dr. Li was one of the founding scientists and latest served as a research manager of Pharmacopeia Inc., a biopharmaceutical company listed on NASDAQ (stock code: PCOP), and was responsible for managing external research collaboration. Dr. Li obtained a Ph.D. degree in organic chemistry from Columbia University in the United States in February 1994. He was appointed as a director of the Scripps Research Institute (TSRI), a private non-profit research organization, in February 2017.

Save as disclosed above, Dr. Li does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Dr. Li has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months’ written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Dr. Li is a controlling shareholder of the Company. He is also a director of WuXi Biologics Holdings Limited (“**Biologics Holdings**”), a controlling shareholder of the Company, director of WuXi NextCode Genomics (Shanghai) Co., Ltd., WuXi New Life Science Investment Limited, various investment holding companies comprising the controlling shareholders of the Company, and most subsidiaries of WuXi AppTec and WuXi NextCode Holdings Limited (“**NextCode Holdings**”), close associates of the controlling shareholders of the Company. He is also the chairman and chief executive officer of WuXi AppTec. He is the spouse of Dr. Zhao Ning, one of the controlling shareholders of the Company.

Save for disclosed herein, Dr. Li does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Dr. Li was deemed to be interested in 776,257,697 Shares, representing approximately 63.44% of the issued share capital of the Company within the meaning of Part XV of the SFO. He also held 193,661 Class A Shares in Biologics Holdings, an associated corporation of the Company (as defined under Part XV of the SFO).

Dr. Li is not entitled to any remuneration for his services as a non-executive Director.

There is no information which is discloseable nor is/was Dr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Li that need to be brought to the attention of the Shareholders.

(2) DR. ZHISHENG CHEN — Executive Director

Dr. Zhisheng Chen (陳智勝), aged 45, was appointed as an executive Director and chief executive officer in February 2014 and January 2016, respectively. He is also the chairman of the Strategy Committee of the Company. Dr. Chen is primarily responsible for the overall management of the business of the Group. He joined the Group in June 2011 and also serves as a director of most subsidiaries of the Company. From June 2011 to January 2016, Dr. Chen served as a senior vice president of WuXi AppTec (Shanghai) Co., Ltd. (上海藥明康德新藥開發有限公司), and was responsible for the management of biologics development and manufacturing. From August 2008 to June 2011, Dr. Chen served as the chief operating officer of Shanghai Celgen Bio-Pharmaceutical Co., Ltd. (上海賽金生物醫藥有限公司) and was responsible for the development, manufacturing and quality control of biologics. From November 2005 to August 2008, Dr. Chen served as a director and senior engineering consultant of Eli Lilly and Company, a global pharmaceutical company listed on NYSE (stock code: LLY), and was responsible for running a clinical manufacturing facility and providing technical guidance to biologics development and manufacturing. From June 2000 to November 2005, Dr. Chen served as a process engineer and manager of Merck & Co. Inc. (“Merck”), a pharmaceutical company listed on NYSE (stock code: MRK), and was responsible for providing technical support and trouble-shooting manufacturing issues of biologics and recombinant vaccines. Dr. Chen obtained a bachelor’s degree in chemical engineering from Tsinghua University in June 1994 and a Ph.D. degree in chemical engineering from University of Delaware in June 2000.

Save as disclosed above, Dr. Chen does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Dr. Chen has signed a service contract with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months’ written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Dr. Chen does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Dr. Chen was deemed to be interested in 41,555,418 Shares and underlying Shares in respect of share options granted to him under the share option scheme of the Company, representing approximately 3.40% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Dr. Chen is entitled to a director's and chief executive officer's salary of RMB1,899,000 per annum and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee of the Company with reference to the Company's performance, the prevailing market condition and his performance.

There is no information which is discloseable nor is/was Dr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Chen that need to be brought to the attention of the Shareholders.

(3) **DR. WEICHANG ZHOU — Executive Director**

Dr. Weichang Zhou (周偉昌), aged 54, was appointed as an executive Director, chief technology officer and senior vice president in May 2016, November 2016 and April 2015, respectively. He is primarily responsible for overseeing the development and manufacturing of biologics. He joined the Group in December 2012 as the vice president, responsible for the management of biologics development and manufacturing. Prior to joining the Group, Dr. Zhou served as a senior director of Genzyme Corporation from March 2008 to December 2012, and was responsible for commercial cell culture process development. From October 2002 to February 2008, Dr. Zhou served as a senior director of PDL BioPharma Inc., a biopharmaceutical company listed on NASDAQ (stock code: PDLI), and was responsible for process sciences and engineering functions. From May 1994 to October 2002, Dr. Zhou served as up to an associate director of Merck, and was responsible for fermentation and cell culture process development. Dr. Zhou obtained a bachelor's degree in chemical engineering from Jiangxi University of Technology (江西工學院) in the PRC in July 1982. He also obtained a Ph.D. degree in chemical engineering and biotechnology from University of Hannover in Germany in June 1989.

Save as disclosed above, Dr. Zhou does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Dr. Zhou has signed a service contract with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Dr. Zhou does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

As at the Latest Practicable Date, Dr. Zhou was deemed to be interested in 5,931,000 underlying Shares in respect of share options granted to him under the share option scheme of the Company, representing approximately 0.48% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Dr. Zhou is entitled to a director's and chief technology officer's salary of RMB1,530,000 per annum and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee of the Company with reference to the Company's performance, the prevailing market condition and his performance.

There is no information which is discloseable nor is/was Dr. Zhou involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Zhou that need to be brought to the attention of the Shareholders.

(4) **MR. EDWARD HU — Non-executive Director**

Mr. Edward Hu (胡正國), aged 55, was appointed as a non-executive Director in February 2014. He is a member of the Audit Committee and Remuneration Committee of the Company. Mr. Hu is primarily responsible for providing guidance on the business strategy, financial management and new business development of the Group. He joined the Group in May 2010 and also serves as a director of most subsidiaries of the Company. Since March 2016, Mr. Hu has been serving as a director of WuXi AppTec, and is responsible for its overall management. Since April 2014, Mr. Hu has been serving as the chief financial officer and chief investment officer of WuXi AppTec and is responsible for its financial management and investment. From March 2009 to April 2014, Mr. Hu served as the chief financial officer and chief operating officer of WuXi AppTec and was responsible for its finance and operations. From August 2007 to February 2009, Mr. Hu served as an executive vice president and chief operating officer of WuXi AppTec and was responsible for its business operations. From October 2000 to July 2007, Mr. Hu served on various roles to become a senior vice president and chief operating officer of Tanox Inc., and was responsible for company operations, quality control, finance and information technology. From April 1998 to October 2000, Mr. Hu served as a business planning manager of Biogen Inc., a global biotechnology company listed on NASDAQ (stock code: BIIB), and was responsible for business planning and budget management of its research and development division. From May 1996 to December 1998, Mr. Hu served as a senior financial analyst of Merck, and was responsible for financial planning and analysis. Mr. Hu obtained a bachelor's degree in physics from Hangzhou University, currently known as Zhejiang University (浙江大學), in the PRC in July 1983. He also obtained a master's degree in chemistry and a master of science's degree in industrial administration (MBA) from Carnegie Mellon University in the United States in May 1993 and May 1996, respectively.

Save as disclosed above, Mr. Hu does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Mr. Hu has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Mr. Hu is a director of Biologics Holdings, a controlling shareholder of the Company, director and chief financial officer of WuXi AppTec, director of WuXi New Life Science Investment Limited, and various subsidiaries of WuXi AppTec and NextCode Holdings, close associates of the controlling shareholders of the Company.

Save for disclosed herein, Mr. Hu does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Hu was deemed to be interested in 1,441,500 Shares, representing approximately 0.12% of the issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Hu is not entitled to any remuneration for his services as a non-executive Director.

There is no information which is discloseable nor is/was Mr. Hu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Hu that need to be brought to the attention of the Shareholders.

(5) **MR. YIBING WU — Non-executive Director**

Mr. Yibing Wu (吳亦兵), aged 50, was appointed as a non-executive Director in May 2016. He is also a member of the Strategy Committee of the Company. Mr. Wu is primarily responsible for providing guidance on corporate strategy and governance for the Group. He joined the Group in May 2016. Prior to joining the Group, Mr. Wu has been serving as a director of Summer Bloom Investments Pte. Ltd. since November 2015. Since October 2013, Mr. Wu has been working with Temasek International Pte. Ltd. and is currently the joint head of Portfolio Strategy and Risk Group and the joint head of China. From April 2011 to April 2014, Mr. Wu served as a director of Neptune Orient Lines Limited, a company listed on the Singapore Exchange Limited (stock code: RE2). From December 2009 to September 2013, Mr. Wu served as the president of CITIC Private Equity Funds Management Co., Ltd. From January 2012 to September 2013, Mr. Wu served as the chairman and chief executive officer of CITIC Goldstone Investment Co. Ltd. From May 2009 to July 2013, Mr. Wu served as a non-executive director of Lenovo Group Limited, a company listed on the main board of the Stock Exchange (stock code: 0992). From September 2008 to November 2009, Mr. Wu served as the executive vice president of Legend Holdings Co., Ltd. From August 2004 to August 2008, Mr. Wu was seconded from McKinsey & Company as the chief strategy officer, chief integration officer, chief transformation officer and chief information officer of Lenovo Group Ltd. From September 1996 to August 2008, he worked with McKinsey & Company, where he was a senior partner, the head of Asia

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Pacific M&A practice and general manager of Beijing office. Mr. Wu obtained a bachelor's degree in molecular biology from University of Science and Technology of China (中國科學技術大學) in the PRC in July 1989 and a Ph.D. degree in biochemistry and molecular biology from Harvard University in the United States in June 1996.

Save as disclosed above, Mr. Wu does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Wu has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Mr. Wu is a director of Biologics Holdings, a controlling shareholder of the Company, and also a director of WuXi AppTec, NextCode Holdings and WuXi New Life Science Investment Limited, close associates of the controlling shareholders of the Company.

Save for disclosed herein, Mr. Wu does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Wu did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu is not entitled to any remuneration for his services as a non-executive Director.

There is no information which is discloseable nor is/was Mr. Wu involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the Shareholders.

(6) MR. YANLING CAO — Non-executive Director

Mr. Yanling Cao (曹彥凌), aged 34, was appointed a non-executive Director in May 2016. He is primarily responsible for providing guidance on corporate strategy and governance to the Group. He joined the Group in May 2016. Prior to joining the Group, Mr. Cao has been serving as the managing director of Boyu Capital Advisory Company Limited (博裕投資顧問有限公司) and has been responsible for sourcing, evaluating and managing private equity transactions, with a particular focus in the healthcare industry. From December 2007 to January 2011, Mr. Cao served as an investment professional of General Atlantic LLC, and was responsible for private equity and venture capital investment. From July 2006 to November 2007, Mr. Cao served as an investment banker of Goldman Sachs Asia LLC, and was responsible for providing investment banking advisory services to clients in Asia. Mr. Cao obtained a bachelor's degree in economics and mathematics from Middlebury College in the United States in June 2006. In addition, Mr. Cao was a director of CStone Pharmaceuticals for the period from April 1, 2016 to March 27, 2017.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Cao does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Cao has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Mr. Cao is a director of Biologics Holdings, a controlling shareholder of the Company, and a director of NextCode Holdings and WuXi New Life Science Investment Limited, close associates of the controlling shareholders of the Company.

Save for disclosed herein, Mr. Cao does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Cao did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Cao is not entitled to any remuneration for his services as a non-executive Director.

There is no information which is discloseable nor is/was Mr. Cao involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Cao that need to be brought to the attention of the Shareholders.

(7) MR. WILLIAM ROBERT KELLER — Independent Non-executive Director

Mr. William Robert Keller, aged 70, was appointed as an independent non-executive Director on May 17, 2017. He is the chairman of the Remuneration Committee, a member of the Audit Committee and Nomination Committee of the Company. Mr. Keller is primarily responsible for supervising and providing independent opinion to the Board. He joined the Group in May 2017. Prior to joining the Group, he has been serving as the chairman of Coland Pharmaceutical Co., Ltd. (康聯藥業有限公司), a company listed on Taiwan Stock Exchange (stock code: 4144) since December 2010, and has been responsible for providing business advice to the company. From September 2014 to December 2015, Mr. Keller served as an independent director of WuXi PharmaTech and was responsible for providing independent advice to the board of the company. From December 2009 to May 2015, Mr. Keller served as a director of Alexion Pharmaceuticals, Inc., a company listed on NASDAQ (stock code: ALXN), and was responsible for providing independent advice to the board of the company. From February 2003 to June 2014, Mr. Keller served as the founder and principal of Keller Pharma Consultancy (Shanghai) Co. Ltd. (凱樂醫藥諮詢(上海)有限公司) and was responsible for market entry and strategy consulting. From March 2003 to June 2014, Mr. Keller served as the deputy general manager of Shanghai Zhangjiang Biotech and Pharmaceutical Base Development Co., Ltd. (上海張江生物醫藥基地開發有限公司) and was responsible for consulting of pharmaceutical and biotechnological startups' industry development in the park. From May 2007 to April 2010, Mr. Keller served as the chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

of HBM Biomed China Partners Ltd. and was responsible for investment in biotechnology companies. From December 2007 to December 2014, Mr. Keller served as a director and later a supervisor of TaiGen Biopharmaceuticals Holding Limited (太景醫藥研發控股股份有限公司), a company listed on Taiwan Stock Exchange (stock code: 4157), and was responsible for overseeing financial matters. From June 1997 to December 2013, Mr. Keller served as the deputy chairman of the Shanghai Association of Enterprises with Foreign Investment (上海市外商投資企業協會), and was responsible for supporting foreign invested companies as a business advisor. From March 2003 to December 2013, Mr. Keller served as a senior consultant of the Shanghai Foreign Investment Development Board (上海市外國投資促進中心) and was responsible for providing advice regarding foreign investment development. Mr. Keller obtained a bachelor of science's degrees from the School of Economics and Business Administration in Zurich, Switzerland in July 1972.

Save as disclosed above, Mr. Keller does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Keller has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Mr. Keller does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Keller did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Keller is entitled to a director's fee of RMB379,000 per annum as determined by the Board at the recommendation of the Remuneration Committee of the Company with reference to his performance, time commitment and responsibility with the Company.

There is no information which is discloseable nor is/was Mr. Keller involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Keller that need to be brought to the attention of the Shareholders.

(8) MR. TEH-MING WALTER KWAIK — Independent Non-executive Director

Mr. Teh-Ming Walter Kwauk (郭德明), aged 65, was appointed as an independent non-executive Director on May 17, 2017. He is the chairman of the Audit Committee and a member of the Nomination Committee of the Company. Mr. Kwauk is primarily responsible for supervising and providing independent opinion to the Board. Mr. Kwauk joined the Group in May 2017. Prior to joining the Group, he has been serving as an independent director and chairman of the audit committee

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of Alibaba Group Holding Limited (阿里巴巴集團控股有限公司), a company listed on NYSE (stock code: BABA), since September 2014. Mr. Kwauk also served as an independent non-executive director and the chairman of the audit committee of China Fordoo Holding Limited (中國虎都控股有限公司), a company listed on the main board of the Stock Exchange (stock code: 2399), from June 2014 to August 2016. From August 2014 to December 2015, Mr. Kwauk served as an independent director of WuXi PharmaTech and was responsible for providing independent judgement to the board of the company. Since October 2012, he has been serving as an independent non-executive director and the chairman of the audit committee of Sinosoft Technology Group Limited (中國擎天軟件科技集團有限公司), a company listed on the main board of the Stock Exchange (stock code: 1297). Since January 2003, Mr. Kwauk has been serving as a senior consultant and a vice president of Motorola Solutions (China) Co., Ltd. (摩托羅拉系統(中國)有限公司), and has been responsible for providing advice on corporate strategic, finance and tax. Mr. Kwauk was a partner of KPMG, an accounting firm primarily engaged in providing audit, advisory and tax services from 1977 to 2002, and was responsible for audit. Mr. Kwauk obtained a bachelor's degree in science in April 1975 and a licentiate's degree in accounting in April 1977 from the University of British Columbia in Canada. He has been an associate member of Hong Kong Institute of Certified Public Accountants since March 1983.

Save as disclosed above, Mr. Kwauk does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Kwauk has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Mr. Kwauk does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Kwauk did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Kwauk is entitled to a director's fee of RMB379,000 per annum as determined by the Board at the recommendation of the Remuneration Committee of the Company with reference to his performance, time commitment and responsibility with the Company.

There is no information which is discloseable nor is/was Mr. Kwauk involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Kwauk that need to be brought to the attention of the Shareholders.

(9) **MR. WO FELIX FONG — Independent Non-executive Director**

Mr. Wo Felix Fong (方和), BBS, JP, aged 67, was appointed as an independent non-executive Director on May 17, 2017. He is member of the Remuneration Committee of the Company. Mr. Fong

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

is primarily responsible for supervising and providing independent opinion to the Board. Mr. Fong joined the Group in May 2017. Since August 1988, he has been working in King & Wood Mallesons (formerly known as Robert Lee & Fong, Felix Fong & Hon, Fong & Ng, Arculli Fong & Ng and King & Wood) and has been responsible for legal matters in corporate and financial areas of practice. From May 2010 to May 2016, Mr. Fong served as an independent non-executive director of China Oilfield Services Limited (中海油田服務股份有限公司), a company listed on the main board of the Stock Exchange (stock code: 2883) and on Shanghai Stock Exchange (stock code: 601808). Mr. Fong has also been serving as an independent non-executive director of various companies listed on the main board of the Stock Exchange, namely Xinming China Holdings Limited (新明中國控股有限公司) (stock code: 2699) since June 2015, Sheen Tai Holding Group Company Limited (順泰控股集團有限公司) (stock code: 1335) since June 2012, China Investment Development Limited (中國投資開發有限公司) (stock code: 204) since April 2011, Evergreen International Holdings Limited (長興國際(集團)控股有限公司) (stock code: 238) since October 2010, Guangdong Land Holdings Limited (粵海置地控股有限公司) (stock code: 124) since January 2007 and Greenland Hong Kong Holdings Limited (綠地香港控股有限公司) (stock code: 337) since September 2006. Mr. Fong obtained a bachelor's degree in engineering from McMaster University in Canada in June 1974 and a Juris Doctor degree from Osgoode Hall Law School of York University in Canada in June 1978. Mr. Fong was admitted as a solicitor in England and Wales in September 1986 and in Hong Kong in February 1987. Mr. Fong was appointed by the Ministry of Justice of China (中華人民共和國司法部) as one of the China-appointed Attesting Officers in Hong Kong in June 1993.

Save as disclosed above, Mr. Fong does not, at present, nor did he in the past three years, hold any directorship in any other public companies the securities of which are listed in Hong Kong or overseas.

Mr. Fong has signed an appointment letter with the Company on May 17, 2017 for a term of three years which is terminable by either party with three months' written notice, and he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provision of the Articles of Association.

Mr. Fong does not have any relationships with any Directors or senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Fong did not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Fong is entitled to a director's fee of RMB379,000 per annum as determined by the Board at the recommendation of the Remuneration Committee of the Company with reference to his performance, time commitment and responsibility with the Company.

There is no information which is discloseable nor is/was Mr. Fong involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Fong that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the 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 ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,223,691,881 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 1,223,691,881 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a total of 122,369,188 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the interests of the Company and the Shareholders as a whole.

Share repurchase may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors have sought the granting of the Share Repurchase Mandate to give the Company more flexibility to repurchase the Shares if and when appropriate. The repurchase of the Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF SHARE REPURCHASE

The Company may only apply funds legally available for share repurchase in accordance with its memorandum and articles of association, the laws of the Cayman Islands 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 be made out of the Company's capital or profits so long as the Company is solvent. 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, 2017) in the event that the Share 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 Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company 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 Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
June <i>(Note)</i>	30.65	25.00
July	38.70	29.10
August	41.90	31.20
September	41.40	35.70
October	49.25	38.15
November	48.90	42.50
December	47.90	40.00
2018		
January	57.00	43.40
February	55.75	45.40
March	81.90	52.50
April <i>(up to and including the Latest Practicable Date)</i>	86.50	68.00

Note: The Shares are listed on the main board of the Stock Exchange on June 13, 2017.

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 Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the 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 Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share 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.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the controlling shareholders of the Company (as defined in the Listing Rules) (collectively refers to Dr. Ge Li, Dr. Ning Zhao, Mr. Xiaozhong Liu, Mr. Zhaohui Zhang, Biologics Holdings, G&C Limited, G&C I Limited, G&C III Limited, G&C V Limited, G&C VI Limited, G&C VII Limited, G&C IX Limited, G&C Partnership L.P., Group & Cloud Limited, i-growth Ltd, I-Invest World Ltd and New WuXi ESOP L.P.) were interested in 776,257,697 Shares, representing approximately 63.44% of the total issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Share Repurchase Mandate, the shareholding of the controlling shareholders of the Company would be increased to approximately 70.48% of the total issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the period from the Listing Date up to and including the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

** For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “**Meeting**”) of WuXi Biologics (Cayman) Inc. 藥明生物技術有限公司* (the “**Company**”) will be held at Po Lin and Pui O Function Rooms, 3/F, Novotel Citygate Hong Kong, 51 Man Tung Road, Tung Chung, Hong Kong on Tuesday, June 12, 2018 at 2:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and of the independent auditors of the Company for the year ended December 31, 2017.
2. To re-elect the following retiring directors as Directors, each as a separate resolution:
 - (a) To re-elect Dr. Ge Li as non-executive director.
 - (b) To re-elect Dr. Zhisheng Chen as executive director.
 - (c) To re-elect Dr. Weichang Zhou as executive director.
 - (d) To re-elect Mr. Edward Hu as non-executive director.
 - (e) To re-elect Mr. Yibing Wu as non-executive director.
 - (f) To re-elect Mr. Yanling Cao as non-executive director.
 - (g) To re-elect Mr. William Robert Keller as independent non-executive director.
 - (h) To re-elect Mr. Teh-Ming Walter Kwauk as independent non-executive director.
 - (i) To re-elect Mr. Wo Felix Fong as independent non-executive director.
3. To authorise the board of Directors or any duly authorised board committee to fix the Directors’ remuneration for the year ending December 31, 2018.

NOTICE OF ANNUAL GENERAL MEETING

4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorise the board of Directors or any duly authorised board committee to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to issue, allot and deal with the shares of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the aggregate number of shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company) and an offer, allotment or issue of shares by way of rights shall be constructed accordingly;
 - (ii) the exercise of options under a share option scheme;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general and unconditional mandate be and is hereby given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to purchase its own shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “**Securities and Futures Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the total number of shares of the Company to be purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions 5 and 6 as set out in the notice convening this Meeting, the general mandate granted to the Directors pursuant to resolution 5 to exercise the powers of the Company to issue, allot and deal with the shares of the Company be and is hereby extended by the addition thereto the aggregate number of shares of the Company to be repurchased by the Company under the authority granted pursuant to resolution 6, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board
WuXi Biologics (Cayman) Inc.
Dr. Ge Li
Chairman

Hong Kong, April 26, 2018

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 Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the Meeting. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at the Meeting.
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 notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. by 2:00 p.m. on Sunday, June 10, 2018, Hong Kong time) or any adjournment thereof. Delivery 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 ANNUAL GENERAL MEETING

4. For determining the qualification as members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, June 7, 2018 to Tuesday, June 12, 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify as members to attend and vote at the Meeting, investors are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 6, 2018.
5. Detailed information of all resolutions as set out in the Notice of Annual General Meeting is included in the circular to be despatched to shareholders of the Company on April 27, 2018 (the "**Circular**"). The Circular is to be sent to all shareholders of the Company together with this notice and the Company's 2017 Annual Report. The Circular can also be viewed and downloaded from the website of the Company at <http://www.wuxibiologics.com.cn> and the website of Hong Kong Exchanges and Clearing Limited at <http://www.hkexnews.hk>.
6. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding. Accordingly, investors who wish to have joint shareholding in the Company should bear in mind the above provision when they decide the way in which their names being provided for share registration.

As at the date of this notice, the board of directors of the Company comprises Dr. Zhisheng Chen and Dr. Weichang Zhou as executive Directors; Dr. Ge Li, Mr. Edward Hu, Mr. Yibing Wu and Mr. Yanling Cao as non-executive Directors; and Mr. William Robert Keller, Mr. Teh-Ming Walter Kwauk and Mr. Wo Felix Fong as independent non-executive Directors.

** For identification purpose only*