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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 advisor.

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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This circular appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

- (1) CONNECTED TRANSACTION INVOLVING GRANT OF
RESTRICTED SHARES TO CONNECTED PERSONS
UNDER RESTRICTED SHARE AWARD SCHEME
PURSUANT TO SPECIFIC MANDATE**
- (2) PROPOSED RE-ELECTION OF DIRECTORS**
- (3) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

**Independent Financial Advisor to the Independent
Board Committee and the Independent Shareholders**



The 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 Wednesday, June 5, 2019 at 2:00 p.m. is set out in this circular.

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 for use at the Annual General Meeting in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch 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 Monday, June 3, 2019, 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 shall be deemed to be revoked.

This circular together with the form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.wuxibiologics.com.cn).

A letter from the Board is set out on pages 5 to 18 of this circular. A letter from the Independent Board Committee is set out on pages 19 to 20 of this circular. A letter from Gram Capital, the Independent Financial Advisor, containing its advice to the Independent Board Committee and the Independent Shareholders, is set out on pages 21 to 34 of this circular.

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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 Wednesday, June 5, 2019 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 51 to 56 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“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
“Connected Grantee(s)”	the Grantee(s) who are connected persons of the Company
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Connected Restricted Shares”	1,158,478 Restricted Shares granted by the Company to the Connected Grantees
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any Director or employee of the Group

DEFINITIONS

“Gram Capital” or “Independent Financial Advisor”	Gram Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, the independent financial advisor appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the issue and allotment of Connected Restricted Shares
“Grant”	the grant of the Grant Shares to the Grantees on March 19, 2019
“Grantee(s)”	the selected participant(s) granted or proposed to be granted the Grant Shares under the Scheme
“Grant Shares”	an aggregate of 1,223,464 Restricted Shares to be granted to the Grantees pursuant to the Grant
“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
“Independent Board Committee”	an independent board committee of the Board comprising Mr. Teh-Ming Walter Kwauk, the only independent non-executive Director who is not a Connected Grantee, established for the purpose of advising the Independent Shareholders on the issue and allotment of the Connected Restricted Shares to the Connected Grantees, the Specific Mandate and the transactions contemplated thereunder
“Independent Shareholders”	independent Shareholders other than the Connected Grantees and their respective associates
“Latest Practicable Date”	May 2, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“Non-connected Grantee(s)”	the Grantee(s) who are not connected person(s) of the Company
“Restricted Shares”	any Share that may be offered by the Company to any selected participant pursuant to the Scheme
“RMB”	Renminbi, the lawful currency of the PRC
“Rules”	the rules governing the Scheme adopted by the Board
“Scheme”	the Restricted Share Award Scheme adopted by the Board on January 15, 2018 whereby awards of Restricted Shares may be made to Eligible Participants under the Scheme (such Shares being subscribed or purchased by the Trustee)
“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
“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
“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

DEFINITIONS

“Shareholder(s)”	the registered holder(s) of the Share(s)
“Specific Mandate”	the specific mandate to be sought from the Independent Shareholders at the Annual General Meeting to grant the authority to the Board for the issue and allotment of the Connected Restricted Shares
“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
“Trustee”	the trustee for the time being of the Scheme, being Computershare Hong Kong Trustees Limited (which is independent and not connected with the Company and connected persons of the Company)
“US”	The United States of America
“US\$”	United States dollars, the lawful currency of the United States of America
“2018 AGM”	the annual general meeting of the Company held on June 12, 2018
“2018 General Mandate”	the general mandate approved and granted by the Shareholders to the Directors to issue, allot and otherwise deal with new Shares at the 2018 AGM
“2018 Announcements”	announcements of the Company dated January 15, 2018 and January 18, 2018 in relation to the adoption of restricted share award scheme and appointment of trustee
“2019 Announcement”	announcement of the Company dated March 19, 2019 in relation to the Grant
“%”	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:

P.O. 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

May 6, 2019

* *For identification purpose only*

To the Shareholders

Dear Sir/Madam,

**(1) CONNECTED TRANSACTION INVOLVING GRANT OF
RESTRICTED SHARES TO CONNECTED PERSONS
UNDER RESTRICTED SHARE AWARD SCHEME
PURSUANT TO SPECIFIC MANDATE
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND TO REPURCHASE SHARES
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the (i) 2018 Announcements and (ii) 2019 Announcement.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with, among other things, (i) further details of the proposed grant of Connected Restricted Shares and the Specific Mandate; (ii) a letter of advice from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Advisor to the Independent Board Committee and the Independent Shareholders in respect of the issue and allotment of Connected Restricted Shares to the Connected Grantees; and (iv) 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 Directors, and (ii) the proposed granting of the Share Issue Mandate and the Share Repurchase Mandate.

Gram Capital has been appointed as the Independent Financial Advisor to advise the Independent Shareholders in relation to the grant of Connected Restricted Shares to the Connected Grantees.

2. CONNECTED TRANSACTION INVOLVING GRANT OF RESTRICTED SHARES TO CONNECTED PERSONS UNDER RESTRICTED SHARE AWARD SCHEME PURSUANT TO SPECIFIC MANDATE

On March 19, 2019, the Board has resolved to grant an aggregate of 1,223,464 Restricted Shares to the Grantees, of which (i) 64,986 Restricted Shares are granted to the Non-Connected Grantees and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the 2018 General Mandate and in accordance with the terms of the Rules; and (ii) 1,158,478 Restricted Shares are proposed to be granted to the Connected Grantees and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the Specific Mandate and in accordance with the terms of the Rules.

The new Restricted Shares so issued will be held on trust for the Grantees until the end of each vesting period which may differ among the Grantees and be transferred to the Grantees upon satisfaction of the relevant vesting conditions as may be specified by the Board at the time of making the Grant. Based on the closing price of HK\$83.35 per Share as quoted on the Stock Exchange as at the date of the 2019 Announcement, the market value of 64,986 new Restricted Shares to be issued and allotted to the Non-connected Grantees, and the 1,158,478 new Restricted Shares to be issued and allotted to the Connected Grantees are HK\$5,416,583.10 and HK\$96,559,141.30, respectively. Based on the closing price of HK\$81.50 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of 64,986 new Restricted Shares to be issued and allotted to the Non-connected Grantees, and the 1,158,478 new Restricted Shares to be issued and allotted to the Connected Grantees are HK\$5,296,359.00 and HK\$94,415,957.00, respectively. The aggregate nominal value of the new Restricted Shares is

LETTER FROM THE BOARD

US\$30.5866. The average closing price of the Shares for the five consecutive trading days immediately preceding the date of the 2019 Announcement as quoted on the Stock Exchange is approximately HK\$79.57 per Share.

Upon issue and allotment of the new Restricted Shares, the Trustee will hold the new Shares in trust for the Grantees and such new Restricted Shares shall be vested as set out below.

Conditions precedent

The issue and allotment of the Connected Restricted Shares to the Connected Grantees shall be subject to (i) the approval by the Independent Shareholders at the Annual General Meeting in respect of the issue and allotment of the Connected Restricted Shares, the Specific Mandate and the transactions contemplated therein; and (ii) the Listing Committee of the Stock Exchange having granted the approval for the listing of, and permission to deal in the Connected Restricted Shares.

Application for Listing

Application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the aggregate of 1,158,478 new Connected Restricted Shares.

LETTER FROM THE BOARD

The new Connected Restricted Shares will be issued and allotted to the Connected Grantees with details as follows:

Name of Connected Grantee	Number of Connected Restricted Shares	Approximate market value of the Connected Restricted Shares as at the date of the 2019 Announcement <i>HK\$</i> <i>(Note 1)</i>	Approximate market value of the Connected Restricted Shares as at the Latest Practicable Date <i>HK\$</i> <i>(Note 2)</i>	Approximate percentage of total number of Shares in issue as at the Latest Practicable Date
Dr. Zhisheng Chen	986,500	82,224,775.00	80,399,750.00	0.08%
Dr. Weichang Zhou	157,840	13,155,964.00	12,863,960.00	0.01%
Mr. Edward Hu	5,655	471,344.25	460,882.50	0.00%
Mr. William Robert Keller	2,828	235,713.80	230,482.00	0.00%
Mr. Wo Felix Fong	5,655	471,344.25	460,882.50	0.00%
Total	1,158,478	96,559,141.30	94,415,957.00	0.09%

Notes:

1. The market value of the Connected Restricted Shares is calculated based on the closing market price of HK\$83.35 per Share as at March 19, 2019, being the date of the 2019 Announcement.
2. The market value of the Connected Restricted Shares is calculated based on the closing market price of HK\$81.50 per Share as at May 2, 2019, being the Latest Practicable Date.

The aggregate of 1,158,478 new Connected Restricted Shares to be issued and allotted by the Company, represent (i) approximately 0.09% of the total number of Shares in issue as at the Latest Practicable Date; and (ii) approximately 0.09% of the total number of Shares in issue as enlarged by the issue and allotment of the new Connected Restricted Shares (assuming there is no change in the issued share capital of the Company from the Latest Practicable Date up to the allotment date of the new Shares, other than the issue and allotment of the new Connected Restricted Shares).

LETTER FROM THE BOARD

The grant of the Connected Restricted Shares to the Connected Grantees has been approved by the Board. The Board determined the Eligible Participants (including the Connected Grantees) and the number of Restricted Shares granted to each of them with reference to their respective roles, responsibilities, years of services, work experience, contributions, remuneration packages and prevailing compensation of similar positions in the market.

The positions, roles, responsibilities and years of services of the Connected Grantees of the Group are set out as follows:

Name of Connected Grantee	Position	Years of services	Responsibility
Dr. Zhisheng Chen	Executive Director and chief executive officer of the Company	8	Responsible for overall management of the business of the Group
Dr. Weichang Zhou	Executive Director and chief technology officer of the Company	6	Responsible for overseeing the development and manufacturing of biologics
Mr. Edward Hu	Non-executive Director	9	Responsible for providing guidance on the business strategy, financial management and new business development of the Group
Mr. William Robert Keller	Independent non-executive Director	2	Responsible for supervising and providing independent opinion to the Board
Mr. Wo Felix Fong	Independent non-executive Director	2	Responsible for supervising and providing independent opinion to the Board

LETTER FROM THE BOARD

The shareholding effects of the Grant as at the Latest Practicable Date and immediately after the issue, allotment and full vesting of the Restricted Shares (assuming no other change in the issued share capital of the Company other than the issue, allotment and full vesting of the Restricted Shares) is as follows:

Name of shareholder	As at the Latest Practicable Date		Immediately after the issuance, allotment and full vesting of the Connected Restricted Shares (assuming no other change in the issued share capital of the Company)	
	No. of Shares (Note 6)	%	No. of Shares (Note 6)	%
WuXi Biologics Holdings Limited (Note 1)	624,380,917 (L)	50.77%	624,380,917 (L)	50.72%
G&C VII Limited (Note 2)	44,602,361 (L)	3.63%	44,602,361 (L)	3.62%
I-Invest World Ltd (Note 3)	1,553,775 (L)	0.13%	1,553,775 (L)	0.13%
i-growth Ltd (Note 4)	1,160,544 (L)	0.09%	1,160,544 (L)	0.09%
JPMorgan Chase & Co. (Note 5)	61,952,334 (L)	5.04%	61,952,334 (L)	5.03%
	3,730,884 (S)	0.30%	3,730,884 (S)	0.30%
	38,416,948 (LP)	3.12%	38,416,948 (LP)	3.12%
Sub-total	775,797,763	63.08%	775,797,763	63.02%
Connected Grantees				
Dr. Zhisheng Chen	711,418 (L)	3.38%	1,697,918 (L)	3.46%
	40,844,000 share options (L)		40,844,000 share options (L)	
Dr. Weichang Zhou	5,931,000 share options (L)	0.48%	157,840 (L)	0.49%
			5,931,000 share options (L)	
Mr. Edward Hu	1,441,500 (L)	0.12%	1,447,155 (L)	0.12%
Mr. William Robert Keller	0	0.00%	2,828 (L)	0.00%
Mr. Wo Felix Fong	0	0.00%	5,655 (L)	0.00%
Non-connected Grantees	0	0.00%	64,986 (L)	0.01%
Sub-total	48,927,918	3.98%	50,151,382	4.07%
Public shareholders	405,204,841	32.95%	405,204,841	32.91%
Total	1,229,930,522	100.00%	1,231,153,986	100.00%

LETTER FROM THE BOARD

Notes:

1. New WuXi Life Science Holdings Limited wholly owned New WuXi Life Science Limited, which wholly owned WuXi PharmaTech (Cayman) Inc., which in turn controlled 40.63% of the voting power at general meetings of WuXi Biologics Holdings Limited. WuXi Biologics Holdings Limited directly owned 624,380,917 Shares. New WuXi Life Science Holdings Limited, New WuXi Life Science Limited and WuXi PharmaTech (Cayman) Inc. are deemed to be interested in the Shares held by WuXi Biologics Holdings Limited.
2. G&C VII Limited is a company incorporated in the Cayman Islands with limited liability, which is a controlling shareholder of the Company. It is a wholly-owned subsidiary of New WuXi ESOP L.P., the general partner of which is directly controlled by Dr. Ge Li.
3. Mr. Xiaozhong Liu wholly-owned I-Invest World Ltd, which held 1,553,775 Shares. Thus, Mr. Xiaozhong Liu is deemed to be interested in the Shares held by I-Invest World Ltd.
4. Mr. Zhaohui Zhang wholly-owned i-growth Ltd, which held 1,160,544 Shares. Thus, Mr. Zhaohui Zhang is deemed to be interested in the Shares held by i-growth Ltd.
5. The Shares held by JPMorgan Chase & Co. were held via different entities in the following capacities:

No. of Shares (<i>Note 6</i>)	Capacity
4,902,886 (L)	Interests of controlled corporations
3,730,884 (S)	
18,175,500 (L)	Investment manager
454,500 (L)	Person having a security interest in shares
2,500 (L)	Trustee
38,416,948 (L)	Approved lending agent

6. The letter “L” denotes the person’s long position in the Shares; the letter “S” denotes the person’s short position in the Shares; and the letter “LP” denotes the person’s lending pool in the Shares.

INFORMATION ABOUT THE GROUP

The Group is principally engaged in the provision of end-to-end solutions and services for biologics discovery, development and manufacturing to customers involving in biologics industry in both the PRC and other overseas countries.

LETTER FROM THE BOARD

REASONS FOR THE GRANT OF CONNECTED RESTRICTED SHARES

The Scheme forms part of the incentive schemes of the Group. The Board considers that the grant of the Restricted Shares to the Connected Grantees is to (i) recognize and reward the contributions made by Connected Grantees; (ii) encourage, motivate and retain the Connected Grantees, whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and (iii) provide additional incentive for the Connected Grantees to achieve performance goals, with a view to achieving the objectives of increasing the value of the Group and aligning the interests of the Connected Grantees to the Shareholders through ownership of Shares. The grant recognizes their past contribution to the Group's business performance and aims to secure their long term support and commitment to the Group which are vital to the future development of the Group. As the Group's business is undergoing rapid expansion, the Company believes that the grant of the Connected Restricted Shares to the Connected Grantees serves as an important incentive to motivate them to bring a higher return to the Company.

The Board is of the view that the grant of the Connected Restricted Shares is in line with the Company's remuneration policy, which includes base salary, discretionary bonus and other benefits such as the Scheme and share options. Such grant aligns the interests of the Connected Grantees directly with the interests of the Shareholders through ownership of the Shares and helps to further encourage them to devote their efforts to the Group's development. The number of Connected Restricted Shares being granted to each Connected Grantee is being derived at based on the commercial assessment of the Board having taken into account a number of factors, including, without limitation, the roles and responsibilities, seniority, the specific expertise and relevant experiences, such as expertise in biotech and pharmaceutical industry, marketing and business strategies, financial management and human resources management, and their historical and expected contributions to the Group.

Proposed Grant to Dr. Zhisheng Chen and Dr. Weichang Zhou

With respect to the grant of the Connected Restricted Shares to the executive Directors, namely, Dr. Zhisheng Chen and Dr. Weichang Zhou, it serves as a discretionary bonus which forms part of their remuneration package. Details of the professional expertise, experience, business network and contributions to the Group of each of Dr. Zhisheng Chen and Dr. Weichang Zhou are set out below:

Dr. Zhisheng Chen joined the Group in June 2011 and was appointed as the Chief Executive Officer and executive director of the Company in January 2016 and February 2014, respectively. Under his management, the Group has experienced growth at an unprecedented speed. In addition, Dr. Chen assembled one of the world's largest biologics teams of the Company with over 4,000 employees that can take up 60 IND (Investigational New Drug) programs and 3 BLA (Biological

LETTER FROM THE BOARD

License Application) programs per year. The Company has pioneered disposable-bioreactor based state-of-the-art commercial manufacturing facility and built the first 30,000L bioreactor capacity in the world using disposables. Dr. Chen also led the Company to become the first Chinese company producing biologics for clinical trials in the US and Europe, as well as the first biologics company in China to pass both the US FDA (Food and Drug Administration) and EMA (European Medicines Agency) inspection and have the first cGMP (Current Good Manufacturing Practice) biologics manufacturing facilities in China approved by both the US FDA and EMA for commercial biologics products. The leading globally platform providing end-to-end solutions for biologics developed by the Company is now serving more than 200 companies in China, the US, Europe, Japan, South Korea, and Singapore.

Dr. Weichang Zhou joined the Group in December 2012 and was appointed as an executive Director, Chief Technology Officer and senior vice president in May 2016, November 2016 and April 2015, respectively. Since his joining of the Group, he has focused on building a team of more than 2,000 scientists and engineers with diversified backgrounds providing integrated biologics development and CMC (Chemistry, Manufacturing and Controls) services to support more than 200 biologics programs. Dr. Zhou successfully led this large team of scientists and engineers to innovate breakthrough proprietary biologics technology platforms, especially the cell line development platform WuXia and continuous cell culture processing platform WuXiUP, which solidified the Group's global leader role in biologics development and manufacturing field and helped to generate substantial revenue and profits to the Group. With Dr. Zhou's extensive business network, the Company managed to recruit more talents and professional personnel both from the PRC and overseas, which greatly enhanced the technical level of its development and manufacturing team.

Both Dr. Zhisheng Chen and Dr. Weichang Zhou are the executive Directors who led the Company to achieve various remarkable milestones both before and after listing in 2017. In 2018, the Company's revenue grew significantly to RMB2,534,453,000, with a year-on-year 56.6% increase, including a 77.5% increase from the Chinese market, and the number of integrated projects reaching 205 compared to 161 in 2017, which depends very much on the contribution of the executive management team who oversee the daily management and operations of the Group. Further, the Company launched grand capacity expansion plans across the world in 2018 to build and diversify manufacturing capacity in different countries including the US, Ireland, China and Singapore. It is, therefore, important for the Group to retain its executive management team and encourage them to commit in the long term to the Group's development into the most comprehensive technology platform in the global biologics industry.

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Pursuant to the service contracts of Dr. Zhisheng Chen and Dr. Weichang Zhou entered with the Company, each of Dr. Chen and Dr. Zhou is entitled to a base salary of RMB2,438,000 and RMB1,445,000 for the year of 2018, respectively, plus a discretionary performance bonus to be determined with reference to their working experience, duties and responsibilities with the Group and the prevailing market situation. It is not uncommon for biotech companies in the US, Europe and Hong Kong to adopt share-based compensation (including share award scheme or share option scheme) for their key personnel and employees. Having considered the remuneration packages of the executive management of the biotech companies in the US, Europe and Hong Kong that are comparable with the Company, the Board considers that the remuneration package the executive Directors are fair and reasonable and in line with general market practice.

Proposed Grant to Mr. Edward Hu, Mr. William Robert Keller and Mr. Wo Felix Fong

With respect to the grant of the Connected Restricted Shares to certain non-executive and independent non-executive Directors, namely, Mr. Edward Hu, Mr. William Robert Keller and Mr. Wo Felix Fong, it serves as part of their remuneration package for the services provided by them as Directors to the Company. Pursuant to the service contracts entered into with the Company, each of Mr. Edward Hu, Mr. William Robert Keller and Mr. Wo Felix Fong is entitled to an annual salary of HK\$450,000. Under the service contract, the Director may, at his discretion, requests his salary or any part of it to be satisfied by Shares in lieu of cash payment to him. At their requests, Mr. Hu and Mr. Fong will be granted the Connected Restricted Shares representing the value equivalent to the full amount of the annual salary for the year of 2019; and Mr. Keller will be granted the Connected Restricted Shares representing the value equivalent to half of the amount of the annual salary for the year of 2019 with the remaining balance being settled in cash. The number of Connected Restricted Shares to be granted to each of the above Directors is determined based on the average closing price of the Shares for the five consecutive trading days immediately preceding the Grant Date (i.e. March 19, 2019), as quoted on the Stock Exchange, being HK\$79.57 per Share.

Issue and Allotment of the Connected Restricted Shares

The Company considers that the grant of Connected Restricted Shares is an appropriate incentive method and in the interest of the Company and its Shareholders as a whole. Unlike giving a cash bonus, the grant of the Restricted Shares will enable the Company to prevent cash outflow of the Group, while at the same time aligning the interests of the Connected Grantees with the Company and its Shareholders.

As a result of the issue and allotment of the aggregate of 1,223,464 Restricted Shares, taking into account of 1,158,478 Connected Restricted Shares that may be issued, the shareholding interests of existing public Shareholders will be diluted from 32.95% to approximately 32.91% of

LETTER FROM THE BOARD

the total issued share capital of the Company as at the Latest Practicable Date, and the dilution effect on the shareholdings of the existing public Shareholders is immaterial. Accordingly, the Directors consider that the grant of the Connected Restricted Shares and the issue and allotment of new Connected Restricted Shares are fair and reasonable, and are in the interests of the Company and its Shareholders as a whole.

Upon the issue and allotment of the new Connected Restricted Shares, the Trustee will hold the new Shares on trust for the Connected Grantees and such new Connected Restricted Shares shall be transferred to the Connected Grantees at nil consideration until the end of each vesting period which may differ among the Connected Grantees and subject to the satisfaction of the relevant vesting conditions as may be specified by the Board at the time of making the Grant. As such, no fund will be raised by the Company as a result of the issue and allotment of the new Restricted Shares.

LISTING RULES IMPLICATIONS

As the Connected Grantees, being the Directors, are connected persons of the Company pursuant to Rule 14A.07 of the Listing Rules. Therefore, the proposed issue and allotment of Connected Restricted Shares to the Connected Grantees under the Scheme shall constitute a connected transaction for the Company under Chapter 14A of the Listing Rules and shall be subject to the announcement, circular and Independent Shareholders' approval requirements under the Listing Rules.

The Independent Board Committee comprising Mr. Teh-Ming Walter Kwauk, the only independent non-executive Director who is not a Connected Grantee, has been formed to advise the Independent Shareholders on the issue and allotment of the Connected Restricted Shares to the Connected Grantees.

Each of Dr. Zhisheng Chen, Dr. Weichang Zhou, Mr. Edward Hu, Mr. William Robert Keller and Mr. Wo Felix Fong has abstained from approving the relevant board resolution on the issue and allotment of the Connected Restricted Shares to them under the Scheme. Save as disclosed above, none of the other Directors had any interest in the Scheme and therefore no other Director abstained from voting on the relevant resolutions of the Board in respect of the Scheme.

To the best of the knowledge, information and belief of the Directors, save for the Connected Grantees and their respective associates, no other Shareholder is required to abstain from voting on the resolution(s) to approve, among other things, the issue and allotment of Connected Restricted Shares to the Connected Grantees, the Specific Mandate and the transactions contemplated thereunder at the Annual General Meeting.

LETTER FROM THE BOARD

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Article 16.18 of the Articles of Association, Dr. Weichang Zhou, Mr. Yibing Wu and Mr. Yanling Cao shall retire at the Annual General Meeting and, being eligible, will offer themselves for re-election thereat.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and the Company's corporate strategy. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors.

Details of the Directors who seek for re-election at the Annual General Meeting are set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

The general mandate previously granted to the Directors to issue Shares at the annual general meeting of the Company held on June 12, 2018 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 (i.e. a total of 245,986,104 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 to be 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.

5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares at the annual general meeting of the Company held on June 12, 2018 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

LETTER FROM THE BOARD

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 (i.e. a total of 122,993,052 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 III to this circular.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 51 to 56 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 (www.hkexnews.hk) and the Company (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 branch 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 Monday, June 3, 2019, 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 shall be deemed to be revoked.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed issue and allotment of Connected Restricted Shares pursuant to Specific Mandate, the proposed re-election of 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



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)

May 6, 2019

To the Independent Shareholders

Dear Sir or Madam,

**CONNECTED TRANSACTION INVOLVING
GRANT OF RESTRICTED SHARES TO CONNECTED PERSONS
UNDER RESTRICTED SHARE AWARD SCHEME
PURSUANT TO SPECIFIC MANDATE**

We refer to the circular (the “**Circular**”) dated May 6, 2019 issued by the Company of which this letter forms part. Capitalized terms used in this letter have the same meanings as those defined in the Circular unless specified otherwise.

We have been formed to advise the Independent Shareholders in relation to the issue and allotment of Connected Restricted Shares and the Specific Mandate. Gram Capital has been appointed by the Company as the Independent Financial Advisor to advise us in this regard. Details of its advice, together with the principal factors and reasons it has taken into consideration in giving its advice, are contained in its letter set out on pages 21 to 34 of the Circular. Your attention is also drawn to the letter from the Board and the additional information set out in Appendix I of the Circular.

After taking into account the factors and reasons considered by Gram Capital and its conclusion and advice, we concur with its views and consider that the issue and allotment of the Connected Restricted Shares and the Specific Mandate are (i) on normal commercial terms and are fair and reasonable so far as the Company and the Independent Shareholders are concerned; and (ii) conducted under the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend that the

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Independent Shareholders should vote in favor of the resolutions to be proposed at the Annual General Meeting to approve the issue and allotment of the Connected Restricted Shares, the Specific Mandate, and the transactions contemplated thereunder.

Yours faithfully,
For an on behalf of the
Independent Board Committee

Mr. Teh-Ming Walter Kwauk
Independent non-executive Director

* *For identification purpose only*

LETTER FROM GRAM CAPITAL

Set out below is the text of a letter received from Gram Capital, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Connected Restricted Shares Grant for the purpose of inclusion in this circular.



Room 1209, 12/F.
Nan Fung Tower
88 Connaught Road Central/
173 Des Voeux Road Central
Hong Kong

6 May 2019

*To: The independent board committee and independent shareholders
of WuXi Biologics (Cayman) Inc.*

Dear Sir/Madam,

CONNECTED TRANSACTION INVOLVING PROPOSED GRANT OF RESTRICTED SHARES TO CONNECTED PERSONS

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed issue and allotment of Connected Restricted Shares to the Connected Grantees under the Scheme (the “**Connected Restricted Shares Grant**”), details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular dated 6 May 2019 issued by the Company to the Shareholders (the “**Circular**”), of which this letter forms part. Terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

On 19 March 2019, the Board approved, subject to acceptance of the Grantees, the grant of an aggregate of 1,223,464 Restricted Shares to the Grantees, of which (i) 64,986 Restricted Shares are granted to 6 employees of the Company (who are not connected persons of the Company) and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the 2018 General Mandate and in accordance with the terms of the Rules; and (ii) 1,158,478 Restricted Shares are proposed to be granted to 5 Directors (who are connected persons of the Company) and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the Specific Mandate and in accordance with the terms of the Rules.

LETTER FROM GRAM CAPITAL

With reference to the Board Letter, the Connected Restricted Shares Grant constitutes connected transaction for the Company under Chapter 14A of the Listing Rules and shall be subject to the announcement, circular and Independent Shareholders' approval requirements under the Listing Rules.

The Independent Board Committee comprising Mr. Teh-Ming Walter Kwauk, the only independent non-executive Director who is not a Connected Grantee, has been formed to advise the Independent Shareholders on (i) whether the terms of the Connected Restricted Shares Grant and the transaction contemplated thereunder are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; (ii) whether the Connected Restricted Shares Grant is in the interests of the Company and the Shareholders as a whole and is conducted in the ordinary and usual course of business of the Group; and (iii) how the Independent Shareholders should vote in respect of the resolution(s) to approve the Connected Restricted Shares Grant and the transactions contemplated thereunder at the Annual General Meeting. We, Gram Capital Limited, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

BASIS OF OUR OPINION

In formulating our opinion to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors. We have assumed that all information and representations that have been provided by the Directors, for which they are solely and wholly responsible, are true and accurate at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. Our opinion is based on the Directors' representation and confirmation that there is no undisclosed private agreement/arrangement or implied understanding with anyone concerning the Connected Restricted Shares Grant. We consider that we have taken sufficient and necessary steps on which to form a reasonable basis and an informed view for our opinion in compliance with Rule 13.80 of the Listing Rules.

LETTER FROM GRAM CAPITAL

The Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in the Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or the Circular misleading. We, as the Independent Financial Adviser, take no responsibility for the contents of any part of the Circular, save and except for this letter of advice.

We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, the Connected Grantees or their respective subsidiaries or associates, nor have we considered the taxation implication on the Group or the Shareholders as a result of the Connected Restricted Shares Grant. Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Shareholders should note that subsequent developments (including any material change in market and economic conditions) may affect and/or change our opinion and we have no obligation to update this opinion to take into account events occurring after the Latest Practicable Date or to update, revise or reaffirm our opinion. In addition, nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company.

Lastly, where information in this letter has been extracted from published or otherwise publicly available sources, it is the responsibility of Gram Capital to ensure that such information has been correctly extracted from the relevant sources while we are not obligated to conduct any independent in-depth investigation into the accuracy and completeness of those information.

LETTER FROM GRAM CAPITAL

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the Connected Restricted Shares Grant, we have taken into consideration the following principal factors and reasons:

1. Background of and reasons for the Connected Restricted Shares Grant

Principal business of the Group

With reference to the Board Letter, the Group is principally engaged in the provision of end-to-end solutions and services for biologics discovery, development and manufacturing to customers involving in biologics industry in both the PRC and other overseas countries.

Set out below is a summary of the key audited consolidated financial information of the Group for the five years ended 31 December 2018 as extracted from the Company's annual report for the year ended 31 December 2018 ("FY2018") (the "2018 Annual Report") and annual report for the year ended 31 December 2017 ("FY2017") ("2017 Annual Report"):

	For the year ended 31 December 2018 RMB'000	For the year ended 31 December 2017 RMB'000	For the year ended 31 December 2016 RMB'000	For the year ended 31 December 2015 RMB'000	For the year ended 31 December 2014 RMB'000
Revenue	2,534,453	1,618,829	989,029	557,042	331,850
Gross profit	1,017,755	660,557	389,110	180,721	123,254
Profit for the year	630,465	252,628	141,096	44,509	41,978

As depicted from the above table, the Group's revenue and gross profit have been growing significantly from the year ended 31 December 2014 ("FY2014") to the FY2018 and the Group's profit have been growing significantly from the year ended 31 December 2015 to FY2018. The Group's revenue, gross profit and profit for FY2018 were approximately 8 times, 8 times and 15 times respectively of those for FY2014. The growth rates of the Group's revenue, gross profit and profit for FY2018 as compared to FY2017 (i.e. approximately 57%, 54% and 150% respectively) are also significant.

With reference to the 2018 Annual Report, the growth of the Group's sales was mainly attributed to (i) leading technology platform, competitive timeline and strong execution track record contributing to more market share; (ii) strong growth in revenue, as a result of more projects entering into late-phase by the success of the Group's "Follow-the-Molecule" strategy;

LETTER FROM GRAM CAPITAL

and (iii) production expansion of new fed-batch facilities, enabling higher revenue from more projects in late-phase. The Group derived a vast majority of its revenue from providing services to customers headquartered in the North America and the PRC. In particular, the growth in the PRC accelerated significantly in second half of 2018 due to recent regulatory reform performed in the PRC.

With reference to the 2018 Annual Report, the net profit margin of the Group for FY2018 was approximately 24.9%, as compared to approximately 15.6% for FY2017. The significant increase of net profit margin was primarily due to (i) the robust revenue growth as a result of the Group's leading technology platform and competitive execution track record, coupled with the efficiency in business operation and enhanced capacity utilization; (ii) an increase in government grants and subsidies; (iii) a considerable increase in interest income from bank deposits as a result of its improved cash flow; (iv) foreign exchange gains recorded for FY2018 as compared to significant foreign exchange losses for FY2017; partially offset by (v) expansion of administrative expenses and research and development expenses in line with the Group's business growth.

With reference to the 2018 Annual Report, the Group also received and won many recognitions and awards in 2018 for its efforts made and outstanding performance achieved in the provision of high-quality and best-in-class service to accelerate and transform biologics development and manufacturing. Among all, the following are some of the achievements:

- Forbes Asia's Best Under A Billion 2018 (《福布斯》雜誌「亞洲最佳中小上市企業」)
- Best Bioprocessing Excellence and Bioprocessing Innovations in Continuous Processing Implementation in China (IMAPAC「中國最佳生物工藝卓越獎」及「中國生物製藥連續生產工藝創新成就獎」) by a leading consulting firm IMAPAC, and the Company has received Best Bioprocessing Excellence in China Award for two years in a row
- Asia's CMO of 2017 from the Biopharma Industry Awards (年度生物製藥行業頒獎大會「亞洲年度最佳CMO獎」)
- CMO Leadership Award for Reliability from Life Science Leader Magazine (Life Science Leader Magazine「CMO領軍企業獎」)
- Best Company in an Emerging Market from the SCRIP Awards (SCRIP「新興市場最佳公司獎」)

LETTER FROM GRAM CAPITAL

- Golden Hong Kong Stock and Most Valuable Pharmaceutical Stock from 2018 Golden Hong Kong Stock Awards (智通財經和同花順「金港股大獎」及「最具價值醫藥股獎」); the Company is the only pharmaceutical company that won the Golden Hong Kong Stock Award
- Golden Wing Award — Most Growth Hong Kong Stock Connect Company by China mainstream security media (全國性主流財經媒體《證券時報》「金翼獎 — 最具成長港股通公司」)
- Golden Lion Award — Best Investor Relationship Management Listed Company from China Listed Company International Development Forum (新浪財經「金獅獎 — 最佳投資者關係管理上市公司」)

With reference to the 2018 Annual Report, 2019 and beyond, the Group is embracing a bright future during which each of its members must be committed to their roles and responsibilities, while continuously raising the quality of operations and the services provided. All personnel will strive to fully prepare for the inspections of all regulatory agencies while better serving global clients and partners with high quality biological products. By practicing the core values of “Integrity & Dedication, Working Together & Sharing Success; Do the Right Thing and Do it Right” to improve the Group’s core competencies, the Group is able to build the most comprehensive capability and technology platform in the global biologics industry and enable global clients and partners so as to benefit more patients world-wide.

Information on the Connected Grantees

Details of the 5 Connected Grantees are set out as follows:

Name	Relationship with the Group
Dr. Zhisheng Chen	Executive Director & chief executive officer
Dr. Weichang Zhou	Executive Director & chief technology officer
Mr. Edward Hu	Non-executive Director
Mr. William Robert Keller	Independent non-executive Director
Mr. Wo Felix Fong	Independent non-executive Director

The profiles of the Connected Grantees are set out under the section headed “Directors and Senior Management” in the 2017 Annual Report.

LETTER FROM GRAM CAPITAL

Dr. Zhisheng Chen 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.

Dr. Weichang Zhou 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.

Mr. Edward Hu 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.

Mr. William Robert Keller was appointed as an independent non-executive Director in May 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.

Mr. Wo Felix Fong was appointed as an independent non-executive Director in May 2017. He is member of the remuneration committee of the Company. Mr. Fong is primarily responsible for supervising and providing independent opinion to the Board.

Under the leadership and with the contribution of Dr. Zhisheng Chen, Dr. Weichang Zhou and Mr. Mr. Edward Hu, the Group achieved significant growth during the five years ended 31 December 2018 and won many recognitions and awards in 2018 as demonstrated under the section headed “Principal business of the Group” above. After Mr. William Robert Keller and Mr. Wo Felix Fong joining the Group in 2017, the Group’s financial performance continues to grow.

LETTER FROM GRAM CAPITAL

Reasons for and benefits of the Connected Restricted Shares Grant

With reference to the Board Letter, the Scheme forms part of the incentive schemes of the Group. The Board considers that the grant of the Restricted Shares to the Connected Grantees is to (i) recognise and reward the contributions made by Connected Grantees; (ii) encourage, motivate and retain the Connected Grantees, whose contributions are beneficial to the continual operation, development and long-term growth of the Group; and (iii) provide additional incentive for the Connected Grantees to achieve performance goals, with a view to achieving the objectives of increasing the value of the Group and aligning the interests of the Grantees to the Shareholders through ownership of Shares. The grant recognises their past contribution to the Group's business performance and aims to secure their long term support and commitment to the Group which are vital to the future development of the Group. As the Group's business is undergoing rapid expansion, the Company believes that the grant of the Connected Restricted Shares to the Connected Grantees serves as an important incentive to motivate them to bring a higher return to the Company.

The Board is of the view that the grant of the Connected Restricted Shares is in line with the Company's remuneration policy, which includes base salary, discretionary bonus and other benefits such as the Scheme and share options. Such grant aligns the interests of the Connected Grantees directly with the interests of the Shareholders through ownership of the Shares and helps to further encourage them to devote their efforts to the Group's development. The number of Connected Restricted Shares being granted to each Connected Grantee is being derived at based on the commercial assessment of the Board having taken into account a number of factors, including, without limitation, the roles and responsibilities, seniority, the specific expertise and relevant experiences, such as expertise in biotech and pharmaceutical industry, marketing and business strategies, financial management and human resources management, and their historical and expected contributions to the Group.

With respect to the Connected Grantees, the grant to the executive Directors, namely, Dr. Zhisheng Chen and Dr. Weichang Zhou, serves as discretionary bonus which forms part of their remuneration package; and the grant to the non-executive Director, namely, Mr. Edward Hu, and independent non-executive Directors, namely Mr. William Robert Keller and Mr. Wo Felix Fong, serves as part of the remuneration package for the services provided by them as directors to the Company.

LETTER FROM GRAM CAPITAL

For our due diligence purpose, we have searched over the website of the Stock Exchange and to the best of our knowledge and as far as we are aware of, we found the grant of award shares/restricted share units by Hong Kong listed companies pursuant to their respective share award schemes announced (the “**Reference Cases**”) from 1 December 2018 to 19 March 2019, being the date of announcement of the Connected Restricted Shares Grant. Set out below is the list of our findings which is exhaustive to the best of our knowledge:

Company name (Stock code)	Announcement date	Principal business	Market capitalisation as at the date of relevant announcement <i>Approximate HK\$ million</i>	Value of total grant shares as at the date of relevant announcement <i>Approximate HK\$ million</i>	Vesting period <i>Years</i>	Value of grant shares to be vested in the first year over the latest full year profit attributable to owners of the company <i>%</i>	Value of total grant shares over the latest full year profit attributable to owners of the company <i>%</i>	Value of total grant shares over market capitalisation <i>%</i>
Samsonite International S.A. (1910)	4 December 2018	The company is principally engaged in the design, manufacture, sourcing and distribution of luggages, business and computer bags, outdoor and casual bags, travel accessories and slim protective cases for personal electronic devices.	35,774	19	1-3	0.15	0.75	0.05
Galaxy Entertainment Group Limited (27)	28 December 2018	The company develops and operates hotels, gaming and integrated resort facilities in Macau.	208,163	38	1-3	0.12	0.36	0.02
CSPC Pharmaceutical Group Limited (1093)	15 January 2019	The group is principally engaged in the manufacture and sales of pharmaceutical products.	74,337	29	3-5	Cannot be derived from publicly available information	1.03	0.04
Zhong Ao Home Group Limited (1538)	15 January 2019	The company is principally engaged in the provision of property management services and property management consulting services.	681	5	Not specified	Cannot be derived from publicly available information	5.17	0.80
SmarTone Telecommunications Holdings Limited (315)	31 January 2019	The company is mainly engaged in the telecommunications services.	10,439	17	1-3	0.83	2.77	0.16
Top Education Group Ltd (1752)	28 February 2019	The company provides higher education programs in international business studies.	923	4	Not specified	Cannot be derived from publicly available information	50.58	0.47
Pacific Basin Shipping Limited (2343)	1 March 2019	The company is principally engaged in the provision of dry bulk shipping services internationally.	7,924	44	Not specified	Cannot be derived from publicly available information	7.76	0.55
The Company (Connected Restricted Shares Grant)	19 March 2019	The Group is principally engaged in the provision of end-to-end solutions and services for biologics discovery, development and manufacturing to customers involving in biologics industry in both the PRC and other overseas countries.	102,253	97	1-5	2.75	13.09	0.09

LETTER FROM GRAM CAPITAL

Although the businesses of the subject companies of the Reference Cases are not the same with the Company and the value of grant shares of the Reference Cases varies given different background and circumstances of the grant, we consider the Reference Cases can provide a general reference for the market practice. We noted from above that it is not exceptional for listed companies in Hong Kong to adopt share award scheme and grant award shares/restricted share units to their key personnel and employees. Accordingly, we consider that the Connected Restricted Shares Grant under the Scheme is in line with the market practice.

Upon our enquiry, the Company advised us that its remuneration package of employees generally includes salary and bonus elements. In general, the Group determines the remuneration package based on the qualifications, position and performance of its employees. The Group also makes contributions to social insurance fund, including basic pension insurance, medical insurance, unemployment insurance, childbirth insurance, work-related injury insurance funds, and housing reserve fund as applicable to the countries where the Group operates. The Group also adopted the Scheme and the pre-IPO share option scheme to provide incentive or reward to eligible participants for their contribution or potential contribution to the Group.

After discussion with the Directors, We concur with the Company's view that the Connected Restricted Shares Grant under the Scheme is in line with the remuneration policy of the Group.

Having considered that (i) the Connected Grantees are Directors of the Group who has contributed or will contribute to the growth and development of the Group; (ii) the benefits of the Connected Restricted Shares Grant as mentioned above, (iii) it is not exceptional for listed companies in Hong Kong to adopt share award scheme and grant award shares to their key personnel and employees, and (iv) the Connected Restricted Shares Grant is in line with the remuneration policy of the Group and the market practice, we concur with the Directors that the Connected Restricted Shares Grant is in the interests of the Company and the Shareholders as a whole.

2. Principal terms of the Connected Restricted Shares Grant

On 19 March 2019, the Board approved, subject to acceptance of the Grantees, the grant of an aggregate of 1,223,464 Restricted Shares to the Grantees, of which (i) 64,986 Restricted Shares are granted to 6 employees of the Company (who are not connected persons of the Company) and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the 2018 General Mandate and in accordance with the terms of the Rules; and (ii) 1,158,478 Restricted Shares are proposed to be granted to 5 Directors (who are connected persons of the Company) and shall be satisfied by the issue and allotment of new Shares to the Trustee pursuant to the Specific Mandate and in accordance with the terms of the Rules. Further information of the Connected Restricted Shares is set out below:

LETTER FROM GRAM CAPITAL

Market price of the Shares:	The closing price of the Shares on the Grant Date as quoted on the Stock Exchange is HK\$83.35 per Share. The average closing price of the Shares for the five consecutive trading days immediately preceding the Grant Date as quoted on the Stock Exchange is HK\$79.57 per Share.
Funds to be raised:	The Grantees are not required to pay any consideration for the grant of the Connected Restricted Shares. No fund will be raised by the Company as a result of the issue and allotment of the new Restricted Shares.
Identity of the allottee(s):	Upon the issue and allotment of the new Restricted Shares, the Trustee will hold the new Shares on trust for the Grantees.
Vesting conditions:	The grant of the Connected Restricted Shares shall be transferred to the Grantees at no consideration until the end of each vesting period which may differ among the Grantees and upon satisfaction of the relevant vesting conditions as may be specified by the Board at the time of making the Grant.

The 1,158,478 Connected Restricted Shares represent approximately 0.094% of the total issue Shares as at the Latest Practicable Date.

With reference to the Board Letter, the number of Connected Restricted Shares proposed to be granted to each Connected Grantee is being derived at based on the commercial assessment of the Board having taken into account a number of factors, including, without limitation, the roles and responsibilities, seniority, the specific expertise and relevant experiences, such as expertise in biotech and pharmaceutical industry, marketing and business strategies, financial management and human resources management, and their historical and expected contributions to the Group. Details of the professional expertise, experience, business network and contributions to the Group of each of Dr. Zhisheng Chen and Dr. Weichang Zhou are set out under the section headed “Proposed Grant to Dr. Zhisheng Chen and Dr. Weichang Zhou” of the Board Letter.

In addition, under the service agreement, the Director may, at his discretion, requests his salary or any part of it to be satisfied by Shares in lieu of cash payment to him. At their requests, Mr. Hu and Mr. Fong will be granted the Connected Restricted Shares representing the value

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equivalent to the full amount of the annual salary for the year of 2019; and Mr. Keller will be granted the Connected Restricted Shares representing the value equivalent to half of the amount of the annual salary for the year of 2019 with the remaining balance being settled in cash. The number of Connected Restricted Shares to be granted to each of the above Directors is determined based on the average closing price of the Shares for the five consecutive trading days immediately preceding the Grant Date as quoted on the Stock Exchange, being HK\$79.57 per Share.

As referred to the Reference Cases as set out above, we noticed that:

- (a) The “value of grant shares to be vested in the first year over the latest full year profit attributable to owners of the company” of the Reference Cases ranged from approximately 0.12% to 0.83%. Under the Connected Restricted Shares Grant, the value of grant shares to be vested in the first year over latest full year profit attributable to owners of the Company is approximately 2.75%, which is higher than the aforesaid range. Nevertheless, we cannot derive the outcomes of four out of seven Reference Cases from publicly available information for this comparison. Therefore, this comparison may not provide a proper reference.
- (b) The “value of total grant shares over the latest full year profit attributable to owners of the company” of the Reference Cases ranged from approximately 0.36% to 50.58%. Under the Connected Restricted Shares Grant, the total value of the Connected Restricted Shares over the latest full year profit attributable to owners of the Company is approximately 13.09%, which is within the aforesaid range.
- (c) The “value of total grant shares over market capitalisation” of the Reference Cases ranged from approximately 0.02% to 0.80%. Under the Connected Restricted Shares Grant, the total value of the Connected Restricted Shares over the Company’s market capitalisation is approximately 0.09%, which is within and close to the minimum of the aforesaid range.

Having considered the following factors:

- (i) The basis of determining the number of Connected Restricted Shares proposed to be granted above.
- (ii) Under the leadership and with the contribution of Dr. Zhisheng Chen, Dr. Weichang Zhou and Mr. Edward Hu, the Group achieved significant growth during the five years ended 31 December 2018 and won many recognitions and awards in 2018. After Mr. William Robert Keller and Mr. Wo Felix Fong joining the Group in 2017, the Group’s financial performance continue to grow.

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- (iii) The 1,158,478 Connected Restricted Shares represent approximately 0.094% of the total issue Shares as at the Latest Practicable Date. The potential dilution effect of the Connected Restricted Shares Grant on the shareholding interests of the existing public Shareholders will not be material.
- (iv) The grant of the Connected Restricted Shares Grant does not incur cash outflow of the Group, while at the same time aligning the interests of the Connected Grantees with the Company and its Shareholders.
- (v) Our observation on the Reference Cases as set out above.

We considered that the number of Connected Restricted Shares (together with its value) proposed to be granted is justifiable.

Upon our enquiry, we were advised by the Company that the vesting period for the Connected Restricted Shares to be granted to Dr. Zhisheng Chen and Dr. Weichang Zhou is five years and the vesting period for the Connected Restricted Shares to be granted to Mr. Edward Hu, Mr. William Robert Keller and Mr. Wo Felix Fong is one year. Having considered the roles of Dr. Zhisheng Chen and Dr. Weichang Zhou in the Group, we consider that the five years vesting period can encourage and retain them to contribute to the long-term development of the Group. Having considered that the number of Connected Restricted Shares to be granted to Mr. Edward Hu, Mr. William Robert Keller and Mr. Wo Felix Fong is relatively small and such grant is relating to their annual salary for the year of 2019, we consider that a vesting period of one year is appropriate. In addition, as the vesting periods of the Reference Cases ranged from one to five years, the vesting periods of the Connected Restricted Shares Grant are in line with the market practices.

For our due diligence, we obtained and reviewed the Rules from the Company. We noted that the terms of the Connected Restricted Shares Grant complied with the Rules, in particular the scheme limit. The total number of 1,158,478 Connected Restricted Shares proposed to be granted to the Connected Grantees, together with other Restricted Shares granted under the Scheme is within the scheme limit of 3% of the issued share capital of the Company as at the adoption dates of the Scheme (i.e. 15 January 2018).

Having considered the principal terms of the Connected Restricted Shares Grant as highlighted above, we are of the opinion that the terms of the Connected Restricted Shares Grant are fair and reasonable so far as the Independent Shareholders are concerned.

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3. Potential dilution of the shareholding interests of the existing public Shareholders

As aforementioned, the 1,158,478 Connected Restricted Shares represent approximately 0.094% of the total issue Shares as at the Latest Practicable Date. Accordingly, the potential dilution effect of the Connected Restricted Shares Grant on the shareholding interests of the existing public Shareholders will not be material.

RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the opinion that (i) the terms of the Connected Restricted Shares Grant are on normal commercial terms and are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the Connected Restricted Shares Grant is conducted under the ordinary and usual course of business of the Company and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the resolution(s) to be proposed at the Annual General Meeting to approve the Connected Restricted Shares Grant and the transaction contemplated thereunder and we recommend the Independent Shareholders to vote in favour of the resolution(s) in this regard.

Yours faithfully,
For and on behalf of
Gram Capital Limited
Susanna Ho
Director

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules, were as follows:

Long and short positions in shares, underlying shares and debentures of the Company:

Name of Director	Capacity/ Nature of Interests	Number of Shares/underlying Shares held (Note 1)	Approximately percentage of shareholding interest (Note 2)
Dr. Ge Li	Interests of controlled corporations (Note 3) Interests of parties acting in concert (Note 4)	671,697,597 (L)	54.61%
Mr. Edward Hu	Beneficial owner	1,441,500 (L)	0.12%
Dr. Zhisheng Chen	Beneficial owner Beneficial owner (Note 5)	711,418 (L) 40,844,000 share options (L)	3.38%
Dr. Weichang Zhou	Beneficial owner (Note 5)	5,931,000 share options (L)	0.48%

Notes:

1. The letter “L” denotes the person’s long position in the Shares or underlying Shares.
2. As at the Latest Practicable Date, total number of Shares in issue in 1,229,930,522 Shares.
3. Dr. Ge Li controlled, directly and indirectly, the exercise of 59.37% and 100% of the voting power at general meetings of WuXi Biologics Holdings Limited and G&C VII Limited, respectively. Hence, Dr. Ge Li is deemed to be interested in 624,380,917 Shares and 44,602,361 Shares held by WuXi Biologics Holdings Limited and G&C VII Limited, respectively.
4. Dr. Ge Li entered into an acting-in-concert agreement dated June 30, 2016 with Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Xiaozhong Liu to acknowledge and confirm their acting in-concert relationship in relation to the Company. Hence, Dr. Ge Li is deemed to be interested in 1,160,544 Shares and 1,553,775 Shares interested by Mr. Zhaohui Zhang and Mr. Xiaozhong Liu, respectively.
5. Interests in share options granted pursuant to the pre-IPO share option scheme of the Company.

Long and short positions in shares and underlying shares of the associated corporations of the Company:

Name of Director	Name of associated corporation	Capacity/Nature of Interests	Number of shares held (<i>Note 1</i>)	Approximately percentage of shareholding interest
Dr. Ge Li	WuXi Biologics Holdings Limited	Interests of controlled corporations (<i>Note 2</i>)	192,001 Class A ordinary shares (L)	59.37%
	New WuXi Life Science Holdings Limited	Interests of controlled corporations (<i>Note 3</i>)	65,393,491 ordinary shares (L)	18.44%

Notes:

1. The letter “L” denotes the person’s long position in the shares or underlying shares.
2. Dr. Ge Li controlled, directly and indirectly, the exercise of 59.37% of the voting power at the general meetings of WuXi Biologics Holdings Limited.
3. Dr. Ge Li controlled, directly and indirectly, the exercise of 10.06% and 8.38% of the voting power at the general meetings of WuXi Life Science Holdings Limited through G&C IV Limited and Shanghai Xiaozhong Investment Center (Limited Partnership), respectively.

As at the Latest Practicable Date, save as disclosed above, none of the Directors nor chief executive of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to

Divisions 7 and 8 of Part XV of the SFO (including interests and shorts position which the directors and chief executive were deemed or taken to have under provisions of the SFO), or which were required to be and are recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules.

3. DIRECTORS' INTERESTS

- (a) None of the Directors has any direct or indirect interest in any assets which have been, since December 31, 2018, being the date to which the latest published consolidated financial statements of the Company were made up, acquired or disposed of by or leased to, or which are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (b) None of the Directors was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which was significant in relation to the business of the Group.
- (c) None of the Directors or chief executive of the Company and their respective close associates (as defined in the Listing Rules) has any competing interests which would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them was a controlling Shareholder of the Company.

4. SERVICE CONTRACTS

None of the Directors has any existing or proposed service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DISCLOSURE OF INTERESTS OF SUBSTANTIAL SHAREHOLDERS

Long and short positions in shares, underlying shares and debentures of the Company:

So far as is known to any directors or chief executive of the Company, as at the Latest Practicable Date, other than the interests and short positions of the directors or chief executive of the Company as disclosed in the section "Long and short positions in shares, underlying shares and debentures of the Company" above, the following person had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company

under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

Name of Shareholder	Capacity/ Nature of Interests	Number of Shares held <i>(Note 1)</i>	Approximately percentage of shareholding interest <i>(Note 2)</i>
Dr. Ge Li	Interests of controlled corporations <i>(Note 3)</i> Interests of parties acting in concert <i>(Note 5)</i>	671,697,597 (L)	54.61%
Dr. Ning Zhao	Interests of spouse <i>(Note 4)</i> Interests of parties acting in concert <i>(Note 5)</i>	671,697,597 (L)	54.61%
Mr. Zhaohui Zhang	Interests of controlled corporations <i>(Note 6)</i> Interests of parties acting in concert <i>(Note 5)</i>	671,697,597 (L)	54.61%
Mr. Xiaozhong Liu	Interests of controlled corporations <i>(Note 7)</i> Interests of parties acting in concert <i>(Note 5)</i>	671,697,597 (L)	54.61%
New WuXi Life Science Holdings Limited	Interests of controlled corporations <i>(Note 8)</i>	624,380,917 (L)	50.77%
New WuXi Life Science Limited	Interests of controlled corporations <i>(Note 8)</i>	624,380,917 (L)	50.77%
WuXi PharmaTech (Cayman) Inc.	Interests of controlled corporations <i>(Note 8)</i>	624,380,917 (L)	50.77%
WuXi Biologics Holdings Limited	Beneficial owner <i>(Note 3)</i>	624,380,917 (L)	50.77%
JPMorgan Chase & Co.	Interests of controlled corporations <i>(Note 9)</i>	61,952,334 (L) 3,730,884 (S) 38,416,948 (LP)	5.04% 0.30% 3.12%

Notes:

- The letter “L” denotes the person’s long position in the Shares; the letter “S” denotes the person’s short position in the Shares; and the letter “LP” denotes the person’s lending pool in the Shares.
- As at the Latest Practicable Date, total number of Shares in issue in 1,229,930,522 Shares.

3. Dr. Ge Li controlled, directly and indirectly, the exercise of 59.37% and 100% of the voting power at the general meetings of WuXi Biologics Holdings Limited and G&C VII Limited, respectively. Hence, Dr. Ge Li is deemed to be interested in 624,380,917 Shares and 44,602,361 Shares held by WuXi Biologics Holdings Limited and G&C VII Limited, respectively. Four of the Directors, namely Dr. Ge Li, Mr. Edward Hu, Mr. Yibing Wu and Mr. Yanling Cao, are also directors of WuXi Biologics Holdings Limited.
4. Dr. Ning Zhao is the spouse of Dr. Ge Li and is deemed to be interested in the Shares interested by Dr. Ge Li.
5. Dr. Ge Li, Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Xiaozhong Liu entered into an acting-in-concert agreement on June 30, 2016 to acknowledge and confirm their acting-in-concert relationship in relation to the Company. Hence, Dr. Ge Li, Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Xiaozhong Liu are deemed to be interested in the Shares held by each other.
6. Mr. Zhaohui Zhang wholly owned i-growth Ltd, which held 1,160,544 Shares. Thus, Mr. Zhaohui Zhang is deemed to be interested in the Shares held by i-growth Ltd.
7. Mr. Xiaozhong Liu wholly owned I-Invest World Ltd, which held 1,553,775 Shares. Thus, Mr. Xiaozhong Liu is deemed to be interested in the Shares held by I-Invest World Ltd.
8. New WuXi Life Science Holdings Limited wholly owned WuXi Life Science Limited, which wholly owned WuXi PharmaTech (Cayman) Inc., which in turn controlled 40.63% of the voting power at general meetings of WuXi Biologics Holdings Limited. WuXi Biologics Holdings Limited directly owned 624,380,917 Shares. New WuXi Life Science Holdings Limited, New WuXi Life Science Limited and WuXi PharmaTech (Cayman) Inc. are deemed to be interested in the Shares held by WuXi Biologics Holdings Limited. Two of the Directors, namely Mr. Yibing Wu and Mr. Yanling Cao, are also directors of New WuXi Life Science Holdings Limited, New WuXi Life Science Limited and WuXi PharmaTech (Cayman) Inc., respectively.
9. The Shares held by JP Morgan Chase & Co. were held via different entities in the following capacities:

No. of Shares <i>(Note 1)</i>	Capacity
4,902,886 (L)	Interests of controlled corporations
3,730,884 (S)	
18,175,500 (L)	Investment manager
454,500 (L)	Person having a security interest in shares
2,500 (L)	Trustee
38,416,948 (L)	Approved lending agent

Save as disclosed above, as at the Latest Practicable Date, there was no other person (other than the Directors or chief executive of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was not any material adverse change in the financial or trading position of the Group since December 31, 2018, the date to which the latest published consolidated financial statements of the Company were made up.

7. MATERIAL LITIGATION

No member of the Group was engaged in any litigation or claims of material importance, and no such litigation or claim of material importance was known to the Directors to be pending or threatened by or against any members of the Group, as at the Latest Practicable Date.

8. QUALIFICATION AND CONSENT OF EXPERT

The following is the qualification of the expert who has given opinion or advice, which are contained or referred to in this circular:

Name	Qualification
Gram Capital Limited	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO

As at the Latest Practicable Date, Gram Capital did not have (i) any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group and (ii) any direct or indirect interest in any assets which had, since December 31, 2018 (being the date to which the latest published consolidated financial statements of the Company were made up), been acquired or disposed of by, or leased to any member of the Group, or are proposed to be acquired or disposed of by, or leased to any member of the Group.

Gram Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and references to its name in the form and context in which it appears.

9. GENERAL

- (a) The authorized share capital of the Company is US\$50,000.
- (b) The principal share registrar and transfer agent of the Company is Maples Fund Services (Cayman) Limited — PO Box 1093, Boundary Hall, Cricket Square, Grand Cayman KY1-1102, Cayman Islands.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (d) The joint company secretaries of the Company are Mr. Huang Yue and Ms. Cheng Pik Yuk.
- (e) In the event of any inconsistency, the English language text of this circular shall prevail over the Chinese language text.

10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents will be available for inspection during normal business hours at the principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong from the date of this circular up to and including the date of the Annual General Meeting:

- (a) a copy of the Restricted Share Award Scheme;
- (b) the letter from the Independent Board Committee, the text of which is set out in pages 19 to 20 of this circular;
- (c) the letter from Gram Capital to the Independent Shareholders in respect of the grant of the Connected Restricted Shares to the Connected Grantees and the Specific Mandate, the text of which is set out in pages 21 to 34 of this circular;
- (d) the letter of consent referred to in the paragraph headed "Qualification and Consent of Expert" in this appendix;
- (e) the memorandum and articles of association of the Company;

- (f) the annual results announcement for the Company for the financial year ended December 31, 2018;
- (g) the annual reports for the Company for the two financial years ended December 31, 2017 and 2018 respectively; and
- (h) this circular.

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. WEICHANG ZHOU — Executive Director

Dr. Weichang Zhou (周偉昌), aged 55, 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 & Co. Inc., a pharmaceutical company listed on NYSE (stock code: MRK), 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 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 shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Zhou was interested in 5,931,000 underlying Shares in respect of share options granted to him under the share option scheme 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 RMB1,445,000 and a discretionary bonus for the year of 2018, 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's re-election that need to be brought to the attention of the Shareholders.

(2) MR. YIBING WU — Non-executive Director

Mr. Yibing Wu (吳亦兵), aged 51, 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 WuXi AppTec Co., Ltd., a company dual-listed on Shanghai Stock Exchange (上海證券交易所) (stock code: 603259) on May 8, 2018 and the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 2359) on December 13, 2018, since March 2016. Since November 2015, Mr. Wu has been serving as a director of Summer Bloom Investments Pte. Ltd. Since October 2013, Mr. Wu has been working with Temasek International Pte. Ltd. and is currently the joint head of Enterprise Development Group and the head of China. From April 2011 to April 2014, Mr. Wu served as a director of Neptune Orient Lines Limited, a company listed on 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 (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 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.

Mr. Wu is a director of WuXi Biologics Holdings Limited, New WuXi Life Science Holdings Limited, New WuXi Life Science Limited and WuXi PharmaTech (Cayman) Inc., controlling shareholders of the Company, WuXi AppTec Co., Ltd. and also a director of WuXi NextCode Holdings Limited and New WuXi Life Science Investment Limited, close associates of the controlling shareholders of the Company.

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 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.

Save for disclosed herein, Mr. Wu does not have any relationships with any Directors or senior management or substantial shareholders 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 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's re-election that need to be brought to the attention of the Shareholders.

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

Mr. Yanling Cao (曹彥凌), aged 35, 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.

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 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 WuXi Biologics Holdings Limited, New WuXi Life Science Holdings Limited, New WuXi Life Science Limited and WuXi PharmaTech (Cayman) Inc., controlling shareholders of the Company, and a director of WuXi NextCode Holdings Limited and New WuXi 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 shareholders 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 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's re-election 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 1,229,930,522 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, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period from the date of resolution granting the Share Repurchase Mandate until 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 law or the Articles of Association to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in a general meeting, a total of 122,993,052 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution for granting the Share Repurchase Mandate.

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 on the Stock Exchange 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, 2018) 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 been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

Month	Share Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May	89.15	69.30
June	98.50	81.10
July	89.00	72.15
August	84.50	60.20
September	81.00	65.50
October	81.00	51.10
November	68.30	56.60
December	68.15	49.05
2019		
January	67.60	44.50
February	79.80	66.55
March	86.95	71.35
April	84.90	75.60
May (<i>up to and including the Latest Practicable Date</i>)	81.90	78.80

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, WuXi Biologics Holdings Limited, 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 671,697,597 Shares, representing approximately 54.61% 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 60.68% 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 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

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 Wednesday, June 5, 2019 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 and of the independent auditor of the Company for the year ended December 31, 2018.
2. To re-elect the following Directors, each as a separate resolution:
 - (a) To re-elect Dr. Weichang Zhou as executive director.
 - (b) To re-elect Mr. Yibing Wu as non-executive director.
 - (c) To re-elect Mr. Yanling Cao as 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, 2019.
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.

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

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, in accordance with all applicable laws, rules and regulations;
- (b) the aggregate number of shares issued, allotted and deal with or agreed conditionally or unconditionally to be issued, allotted 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after 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 of members 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, issue or allotment of shares by way of rights shall be constructed accordingly;
 - (ii) the exercise of options under a share option scheme;
 - (iii) 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
 - (iv) 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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution) and the approval pursuant to paragraph (a) shall be limited accordingly; 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.”

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 (subject to adjustment in the case of any consolidation or subdivision of shares of the Company after the date of passing of this resolution).”

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

8. “**THAT**

- (a) conditional upon The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in an aggregate of 1,158,478 new shares of the Company (the “**Connected Restricted Shares**”), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate (the “**Specific Mandate**”) for the issue and allotment of the Connected Restricted Shares to Computershare Hong Kong Trustees Limited to hold on trust for selected participants who are Directors and/or directors of certain subsidiaries of the

NOTICE OF ANNUAL GENERAL MEETING

Company, accordingly connected persons (as defined in Chapter 14A of the Listing Rules) of the Company, and are selected by the Board for participation in the restricted share award scheme (the “**Scheme**”) adopted by the Company on January 15, 2018 (a copy of which has been produced at the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification); and

- (b) any one of the Directors be and is hereby authorised for and on behalf of the Company to take any action and execute such other documents as he considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the issue and allotment of the Connected Restricted Shares under the Specific Mandate and the transactions contemplated thereunder.”
9. “**THAT** the grant of 986,500 Connected Restricted Shares pursuant to the Scheme to Dr. Zhisheng Chen be and is hereby approved and confirmed.”
10. “**THAT** the grant of 157,840 Connected Restricted Shares pursuant to the Scheme to Dr. Weichang Zhou be and is hereby approved and confirmed.”
11. “**THAT** the grant of 5,655 Connected Restricted Shares pursuant to the Scheme to Mr. Edward Hu be and is hereby approved and confirmed.”
12. “**THAT** the grant of 2,828 Connected Restricted Shares pursuant to the Scheme to Mr. William Robert Keller be and is hereby approved and confirmed.”
13. “**THAT** the grant of 5,655 Connected Restricted Shares pursuant to the Scheme to Mr. Wo Felix Fong be and is hereby approved and confirmed.”

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

Hong Kong, May 6, 2019

NOTICE OF ANNUAL GENERAL MEETING

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 shareholder 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 shareholder to speak at the Meeting. A proxy need not be a shareholder of the Company. A shareholder 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 branch 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. no later than 2:00 p.m. on Monday, June 3, 2019, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting and, in such event, the form of proxy shall be deemed to be revoked.
4. For determining the qualification as shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, May 31, 2019 to Wednesday, June 5, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible 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 branch 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 Thursday, May 30, 2019.
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 May 6, 2019 (the “**Circular**”). The Circular is to be sent to all shareholders of the Company together with this notice. The Circular can also be viewed and downloaded from the website of the Company at www.wuxibiologics.com.cn and the website of Hong Kong Exchanges and Clearing Limited at 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, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will 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.