



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)

Number of shares to which this form of proxy relates <small>(Note 1)</small>	
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**FORM OF PROXY FOR THE ANNUAL GENERAL MEETING
TO BE HELD ON WEDNESDAY, JUNE 5, 2019**

I/We (Note 2) _____
of _____

being the registered holder(s) of _____ shares in the issued share capital of **WuXi Biologics (Cayman) Inc. 藥明生物技術有限公司*** (the “Company”) hereby appoint the Chairman of the meeting (Note 3) or _____

of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “AGM”) of the Company for the year 2019 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. (and at any adjournment thereof).

Please put a tick (“✓”) in the appropriate boxes to indicate how you wish your vote(s) to be cast (Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
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.	(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.		
5.	To grant a general mandate to the directors to issue, allot and deal with the shares of the Company.		
6.	To grant a general mandate to the directors to repurchase the shares of the Company.		
7.	To extend the general mandate granted to the directors to issue, allot and deal with the shares of the Company by adding thereto the shares to be repurchased by the Company.		
8.	(a) To grant a specific mandate to the directors of the Company to issue and allot the Connected Restricted Shares (as defined in the notice convening the AGM); and		
	(b) To authorise any one of the directors of the Company to take any action for and on behalf of the Company to carry out the issue and allotment of the Connected Restricted Shares under the specific mandate and the transactions contemplated thereunder.		
9.	To grant 986,500 Connected Restricted Shares pursuant to the Scheme (as defined in the notice convening the AGM) to Dr. Zhisheng Chen.		
10.	To grant 157,840 Connected Restricted Shares pursuant to the Scheme to Dr. Weichang Zhou.		
11.	To grant 5,655 Connected Restricted Shares pursuant to the Scheme to Mr. Edward Hu.		
12.	To grant 2,828 Connected Restricted Shares pursuant to the Scheme to Mr. William Robert Keller.		
13.	To grant 5,655 Connected Restricted Shares pursuant to the Scheme to Mr. Wo Felix Fong.		

Date: _____ 2019

Signature(s) (Note 5) _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. On a show of hands every shareholder who is present in person shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name in the register of members.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of 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.
7. In order to be valid, this 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 holding the AGM (i.e. no later than 2:00 p.m. on Monday, June 3, 2019, Hong Kong time) or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.

* *For identification purpose only*