
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional 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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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) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
**(2) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**
**(3) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting of WuXi Biologics (Cayman) Inc. to be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Wednesday, June 19, 2024 at 10:00 a.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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 10:00 a.m. on Monday, June 17, 2024, 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).

* For identification purpose only

May 24, 2024

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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 Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Wednesday, June 19, 2024 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 27 to 32 of this circular, or any adjournment thereof
“Articles of Association”	the third amended and restated 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
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan
“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
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the third amended and restated memorandum and articles of association of the Company currently in force
“Global Partner Program Share Scheme”	the share award scheme for global partner program adopted by the Company on June 16, 2021 and amended and restated on June 27, 2023

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 21, 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time
“New Memorandum and Articles of Association”	the fourth amended and restated memorandum and articles of association of the Company proposed to be adopted at the Annual General Meeting, which contains the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix II to this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Restricted Share(s)”	any Share(s) that may be offered by the Company to any eligible participants pursuant to the Restricted Share Award Scheme and/or the Global Partner Program Share Scheme
“Restricted Share Award Scheme”	the restricted share award scheme adopted by the Company on January 15, 2018 and amended and restated on June 27, 2023
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) in the capital of the Company with nominal value of US\$1/120,000 each

DEFINITIONS

“Shareholder(s)”	the holder(s) of the Shares
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares (including any sale or transfer of treasury Shares) not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) 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 not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time
“US\$”	United States dollars, the lawful currency of the United States of America
“2023 AGM”	the annual general meeting of the Company held on June 27, 2023
“2023 General Mandate”	the general mandate granted by the Shareholders to the Directors to issue, allot and otherwise deal with new Shares at the 2023 AGM
“%”	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 Director:

Dr. Zhisheng Chen (*Chief Executive Officer*)

Non-executive Directors:

Dr. Ge Li (*Chairman*)

Dr. Weichang Zhou

Dr. Yibing Wu

Mr. Yanling Cao

Independent Non-executive Directors:

Mr. William Robert Keller

Mr. Kenneth Walton Hitchner III

Mr. Jackson Peter Tai

Dr. Jue Chen

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:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

May 24, 2024

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS**
**(2) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**
**(3) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

* *For identification purpose only*

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with, among other things, information in respect of certain resolutions to be proposed at the Annual General Meeting. These include: (a) ordinary resolutions relating to, among other things, (i) the proposed re-election of each of the retiring Directors, and (ii) the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate; and (b) a special resolution relating to the proposed amendments to the Existing Memorandum and Articles of Association.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In relation to item 2 as set out in the notice of the Annual General Meeting, Dr. Weichang Zhou, Dr. Yibing Wu and Mr. William Robert Keller shall retire by rotation as Directors at the Annual General Meeting pursuant to Article 16.19 of the Articles of Association. In addition, Dr. Jue Chen who has been appointed by the Board on August 16, 2023 shall hold office only until the first annual general meeting of the Company after her appointment pursuant to Article 16.2 of the Articles of Association. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Mr. William Robert Keller and Dr. Jue Chen, being the independent non-executive Directors, have confirmed their independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Each of Mr. William Robert Keller and Dr. Jue Chen has confirmed that they will continue to devote sufficient time for discharge of their functions and responsibilities as an independent non-executive Director. With their background and experience, Mr. William Robert Keller and Dr. Jue Chen are fully aware of the responsibilities and expected time involvement in the Company.

To ensure that the Board has a balance of skills, knowledge, experience and gender diversity as well as different perspectives appropriate to the Company's business needs and development, the Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the retiring Directors, their qualifications, skills and experience, time commitment and contribution 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, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board, and the Board has accepted such recommendation, on the re-election Dr. Weichang Zhou, Dr. Yibing Wu, Mr. William Robert Keller and Dr. Jue Chen, who are due to retire at the Annual General Meeting, as non-executive Directors and independent non-executive Directors, respectively.

LETTER FROM THE BOARD

The biographies of the above retiring Directors who seek for re-election at the Annual General Meeting, namely Dr. Weichang Zhou, Dr. Yibing Wu, Mr. William Robert Keller and Dr. Jue Chen, are set out in Appendix I to this circular.

3. PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board has proposed to amend certain provisions of the Existing Memorandum and Articles of Association by way of adoption of the New Memorandum and Articles of Association in order to (i) bring the Existing Memorandum and Articles of Association in line with the relevant amendments made to the Listing Rules in respect of the electronic dissemination of corporate communications by listed issuers which became effective from December 31, 2023; and (ii) make other consequential and housekeeping amendments.

The legal advisers to the Company as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the New Memorandum and Articles of Association comply with the applicable requirements of the Listing Rules, and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the New Memorandum and Articles of Association from the perspective of a Cayman Islands company listed on the Stock Exchange.

The adoption of the New Memorandum and Articles of Association is subject to, and will be effective upon, the approval of the Shareholders by way of a special resolution at the Annual General Meeting.

A summary of the proposed amendments to the Existing Memorandum and Articles of Association is set out in Appendix II to this circular.

4. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

The 2023 General Mandate previously granted to the Directors to issue Shares at the 2023 AGM 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 additional Shares (including any sale or transfer of treasury Shares) not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) 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. not exceeding a total of 415,926,936 Shares as at the Latest Practicable Date on the basis that no further Shares are issued or repurchased before the Annual General Meeting), such Shares to be issued or transferred (whether wholly or partly for cash or otherwise) at a

LETTER FROM THE BOARD

discount of not more than 10% to the “Benchmarked Price” (as described in Rule 13.36(5) of the Listing Rules and defined in the proposed ordinary resolution contained in item 5) of the Shares (save for the Restricted Shares to be issued and granted under the Restricted Share Award Scheme and the Global Partner Program Share Scheme).

The Board is recommending the granting of the Share Issue Mandate for a maximum of 10% of the total number of issued Shares (excluding any treasury Shares) as at the date of the passing of the proposed ordinary resolution, and the Shares issued or transferred (whether wholly or partly for cash or otherwise) under the Share Issue Mandate will be subject to a maximum discount of 10% to the Benchmarked Price of the Shares, as opposed to the maximum limit of 20% of the total number of issued Shares (excluding any treasury Shares) and the maximum discount of 20% to the Benchmarked Price of the Shares permitted under the Listing Rules.

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

5. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares at the 2023 AGM will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares (excluding any treasury Shares) 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. not exceeding a total of 415,926,936 Shares as at the Latest Practicable Date 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. The Company may cancel such repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made.

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.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 27 to 32 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.

Save for Computershare Hong Kong Trustees Limited, being the trustee holding unvested Restricted Shares granted under the Restricted Share Award Scheme and/or the Global Partner Program Share Scheme, which holds 72,314,608 Shares as at the Latest Practicable Date and is required to abstain from voting on matters that require Shareholders' approval under the Listing Rules, no other Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the Annual General Meeting.

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). 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 10:00 a.m. on Monday, June 17, 2024, 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 re-election of retiring Directors, the proposed amendments to the Existing Memorandum and Articles of Association, and the proposed grant 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 favor 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

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

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 — Non-executive Director

Dr. Weichang Zhou (周偉昌), aged 60, was appointed as an executive Director, Chief Technology Officer and President of Global Biologics Development and Operations in May 2016, November 2016 and October 2022, respectively, until his retirement as senior management of the Company and re-designation as a non-executive Director in March 2024. He was primarily responsible for overseeing the development and manufacturing of biologics. He was also responsible for several global operational functions such as Global Information and Technology (GIT), Global Automation Integrated Service (GAIS), and Environment and Health and Safety (EHS) from October 2022 to March 2024. He joined the Group in December 2012 as the vice president, and has had responsibilities for the management of biologics development and manufacturing function teams at increased scales. Since December 2020, Dr. Zhou has been serving as a director of WuXi XDC Cayman Inc. (“XDC”), a subsidiary of the Company listed on the Main Board of the Stock Exchange (stock code: 2268), and was re-designated as a non-executive director of XDC in June 2023, where he is primarily responsible for providing guidance on corporate strategy and governance. Prior to joining the Group, Dr. Zhou served as a senior director of Genzyme Corporation (now part of Sanofi) 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 Ph.D. degree in Chemical Engineering from the University of Hannover in 1989 and conducted postdoctoral research at the German Association of Chemical Engineering and Biotechnology, Swiss Federal Institute of Technology Zurich, and the University of Minnesota.

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 director's service agreement with the Company in relation to his appointment and re-designation as a non-executive Director 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 provisions 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 247,139 Shares, 13,089,000 underlying Shares in respect of share options granted to him under the pre-IPO share option scheme of the Company, 1,847,990 Restricted Shares granted to him under the Restricted Share Award Scheme entitling him to receive 1,847,990 Shares upon vesting and 902,024 Restricted Shares granted to him under the Global Partner Program Share Scheme entitling him to receive 902,024 Shares upon vesting within the meaning of Part XV of the SFO.

Dr. Zhou is entitled to a salary of HK\$1,200,000 per annum as determined by the Board with reference to Dr. Zhou's relevant experience and qualifications, his duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

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 relating to Dr. Zhou's re-election that need to be brought to the attention of the Shareholders.

(2) Dr. Yibing Wu — Non-executive Director

Dr. Yibing Wu (吳亦兵), aged 56, was appointed as a non-executive Director in May 2016. He joined the Group in May 2016. Prior to joining the Group, Dr. Wu has been serving as a director of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), a company dual-listed on Shanghai Stock Exchange (stock code: 603259) and the Main Board of the Stock Exchange (stock code: 2359) since March 2016. Since November 2015, Dr. Wu has been serving as a director of Summer Bloom Investments Pte. Ltd. Since October 2013, Dr. Wu has been working with Temasek International Pte. Ltd. and is currently Global Executive Council Member, the joint head of Technology & Consumer, the head of Enterprise Development Group (China) and the president of China. From April 2011 to April 2014, Dr. Wu served as a director of Neptune Orient Lines Limited, a company listed on the Singapore Exchange Limited (stock code: RE2). From December 2009 to September 2013, Dr. Wu served as the president of CITIC Private Equity Funds Management Co., Ltd. From January 2012 to September 2013, Dr. Wu served as the

chairman and chief executive officer of CITIC Goldstone Investment Co. Ltd. From May 2009 to July 2013, Dr. Wu served as a non-executive director of Lenovo Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0992). From September 2008 to November 2009, Dr. Wu served as the executive vice president of Legend Holdings Co., Ltd. From August 2004 to August 2008, Dr. 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. Dr. 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.

Dr. 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., substantial shareholders of the Company.

Save as disclosed above, Dr. 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.

Dr. Wu has signed a director's service agreement 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 provisions of the Articles of Association.

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

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

Dr. 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 Dr. 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 relating to Dr. Wu's re-election that need to be brought to the attention of the Shareholders.

(3) Mr. William Robert Keller — Independent Non-executive Director

Mr. William Robert Keller, aged 76, was appointed as an independent non-executive Director on May 17, 2017. He joined the Group in May 2017. From December 2010 to November 2020, he served as the chairman of Coland Pharmaceutical Co., Ltd. (康聯藥業有限公司), a company previously listed on Taiwan Stock Exchange (stock code: 4144), and was responsible for providing business advice to the company. From September 2014 to December 2015, Mr. Keller served as an independent director of WuXi PharmaTech (Cayman) Inc., a company previously listed on the New York Stock Exchange (stock code: WX) which was delisted on December 10, 2015, and was responsible for providing independent advice to the board of the company. From December 2009 to May 2015, Mr. Keller served as a director of Alexion Pharmaceuticals, Inc., a company listed on NASDAQ (stock code: ALXN), and was responsible for providing independent advice to the board of the company. From February 2003 to June 2014, Mr. Keller served as the founder and principal of Keller Pharma Consultancy (Shanghai) Co. Ltd. (凱樂醫藥諮詢(上海)有限公司) and was responsible for market entry and strategy consulting. From March 2003 to June 2014, Mr. Keller served as the deputy general manager of Shanghai Zhangjiang Biotech and Pharmaceutical Base Development Co., Ltd. (上海張江生物醫藥基地開發有限公司) and was responsible for consulting of pharmaceutical and biotechnological startups' industry development in the park. From May 2007 to April 2010, Mr. Keller served as the chairman of HBM Biomed China Partners Ltd. and was responsible for investment in biotechnology companies. From December 2007 to December 2014, Mr. Keller served as a director and later a supervisor of TaiGen Biopharmaceuticals Holding Limited (太景醫藥研發控股股份有限公司), a company listed on Taiwan Stock Exchange (stock code: 4157), and was responsible for overseeing financial matters. From June 1997 to December 2013, Mr. Keller served as the deputy chairman of the Shanghai Association of Enterprises with Foreign Investment (上海市外商投資企業協會), and was responsible for supporting foreign invested companies as a business advisor. From March 2003 to December 2013, Mr. Keller served as a senior consultant of the Shanghai Foreign Investment Development Board (上海市外國投資促進中心) and was responsible for providing advice regarding foreign investment development. From March 2021 to May 2022, Mr. Keller served as an independent non-executive director of Artisan Acquisition Corp., a company listed on NASDAQ (stock code: ARTAU). Since September 14, 2018, Mr. Keller has been serving as an independent non-executive director of Hua Medicine (華領醫藥), a company listed on the Main Board of the Stock Exchange (stock code: 2552). Mr. Keller has been serving as a director of Cathay Biotech Inc. (上海凱賽生物技術股份有限公司), a company listed on Shanghai STAR Market (stock code: 688065) in August 2020. Mr. Keller obtained a bachelor of science's degrees from the School of Economics and Business Administration in Zurich, Switzerland in July 1972.

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

Mr. Keller has signed a director's service agreement 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 provisions of the Articles of Association.

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

As at the date of the Latest Practicable Date, Mr. Keller was interested in 21,899 Shares within the meaning of Part XV of the SFO.

Mr. Keller is entitled to a director's fee of HK\$1,200,000 per annum as determined by the Board with reference to Mr. Keller's relevant experience and qualification, his duties and responsibilities, the prevailing market condition and the recommendation from the Remuneration Committee.

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

(4) Dr. Jue Chen — Independent Non-executive Director

Dr. Jue Chen (陳珏博士), aged 54, was appointed as an independent non-executive Director on August 16, 2023. Dr. Chen is a biologist and possesses decades of experience in the biology related sectors. Dr. Chen is currently the William E. Ford Professor at The Rockefeller University, where she has joined since 2014. Dr. Chen has also been serving as an investigator at Howard Hughes Medical Institute since 2008. Prior to such, Dr. Chen joined Purdue University as an assistant professor in 2002, then promoted to an associate professor in 2007 and subsequently served as a professor from 2011 to 2014. Dr. Chen was elected to the National Academy of Sciences in 2019.

Dr. Chen obtained her bachelor of science's degree in chemistry from Ohio University in 1993 and Ph.D. degree in biochemistry from Harvard University in 1998. She completed her postdoctoral work at Harvard University from 1998 to 1999 and at Baylor College of Medicine from 1999 to 2001.

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

Dr. Chen has entered into a director's service agreement with the Company for a term of three years which is terminable by either party with at least 30 days' written notice, and she 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 provisions of the Articles of Association.

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

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

Dr. Chen is entitled to a director's fee of HK\$1,200,000 per annum as determined by the Board with reference to Dr. Chen's relevant experience and qualifications, her duties and responsibilities, the prevailing market conditions and the recommendation from the Remuneration Committee.

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

APPENDIX II PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

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

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
(Not applicable. The provision on the right column is newly added.)	2.2 <u>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</u>
6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided.	6.3 A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as herein provided <u>in Article 30.1.</u>
6.5 In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.	<i>(proposed to be removed)</i>

**APPENDIX II PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**

<p align="center">Existing Provisions of the Articles of Association</p>	<p align="center">Proposed Amendments to the Articles of Association</p>
<p>28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.</p>	<p>28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditors’ report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director’s report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
<p>30.1 Except as otherwise provided in these Articles, any notice or document, may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>	<p>30.1 Except as otherwise provided in these Articles, any notice or document, <u>including any Corporate Communication</u>, may be served by the Company and any notices may be served by the Board on any member either personally or by <u>in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u></p> <p>(a) <u>personally by leaving it at the registered address of such member as appearing in the register;</u></p> <p>(b) <u>by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted (which shall be sent by airmail where the notice or document is posted from one country to another);</u></p> <p>(c) <u>by the Listing Rules and all applicable laws and regulations,</u> by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company’s Website provided that the Company has obtained either (a) the member’s prior express positive confirmation in writing or (b) the member’s deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or;</p>

**APPENDIX II PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
	<p>(d) <u>by placing it on the Company’s Website and the Exchange’s website; or</u></p> <p>(e) (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules.</p> <p>In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.</p>
<p>30.4 A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.</p>	<p><i>(proposed to be removed)</i></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
<p>30.5 Any notice or document sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof.</p>	<p><u>30.4</u> Any notice or document, <u>including any Corporate Communication:</u></p> <p style="margin-left: 40px;">(a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u></p> <p style="margin-left: 40px;">(b) sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</p> <p style="margin-left: 40px;">(c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u></p>

**APPENDIX II PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM
AND ARTICLES OF ASSOCIATION**

Existing Provisions of the Articles of Association	Proposed Amendments to the Articles of Association
	<p>(d) <u>served by being placed on the Company’s Website and the Exchange’s website shall be deemed to be served at the time the notice or document first appears on the Company’s Website and the Exchange’s website, or at such later time as may be prescribed by the Listing Rules; and</u></p> <p>(e) served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</p>
<p>30.6 Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.</p>	<p><i>(proposed to be removed but has been incorporated into the revised Article 30.4(a))</i></p>
<p>30.7 Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates)</p>	<p><i>(proposed to be removed but has been incorporated into the revised Article 30.4(e))</i></p>
<p>30.8 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.</p>	<p><i>(proposed to be removed but has been incorporated into the revised Article 30.4(c))</i></p>

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 4,262,237,369 Shares. Assuming that (a) the cancellation of 102,968,000 Shares (being the total number of Shares bought back by the Company as mentioned in paragraph 8 headed “Share Repurchase made by the Company” of this Appendix III) would be completed prior to the Annual General Meeting and (b) there is no other change in the total number of Shares in issue prior to the Annual General Meeting, the total number of Shares in issue as at the date of the passing of the ordinary resolution No. 6 would be 4,159,269,369.

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 authorized 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 415,926,936 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 (excluding any treasury Shares).

Under the existing Listing Rules, the Company is required to cancel any Shares purchased by the Company as soon as reasonably practicable following such purchase. The Company notes that with effect from June 11, 2024, the Listing Rules will be amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of treasury shares. In view of the changes to the Listing Rules, if the Company purchases any Shares pursuant to the Share Repurchase Mandate, the Company may cancel the repurchased Shares and/or hold them as treasury Shares, subject to market conditions and the Company’s capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any treasury Shares, any sale or transfer of treasury Shares will be subject to the terms of the Share Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

To the extent that any treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares. The Company (i) will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

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 the memorandum and articles of association of the Company, 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, 2023) 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 HK\$	Lowest HK\$
2023		
May	48.55	39.30
June	48.70	35.45
July	45.35	36.85
August	47.35	38.70
September	46.20	39.80
October	51.20	42.55
November	52.45	42.70
December	43.90	26.60
2024		
January	33.40	20.25
February	21.85	14.70
March	21.95	12.94
April	15.00	12.42
May (<i>up to and including the Latest Practicable Date</i>)	16.22	13.14

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 will exercise the power of the Company to repurchase Shares under the Share Repurchase Mandate pursuant to the proposed resolution to be approved at the Annual General Meeting in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has confirmed that neither the explanatory statement as set out in this Appendix III nor the proposed Share repurchase has any unusual features.

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.

To the best knowledge and belief of the Directors, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the proposed Share Repurchase Mandate.

8. SHARE REPURCHASE MADE BY THE COMPANY

During the six months prior to the Latest Practicable Date, the Company has repurchased a total of 102,968,000 Shares on the Stock Exchange and the details are set out below:

Date of Repurchase	No. of Shares repurchased by the Company	Purchase Price	
		Highest HK\$	Lowest HK\$
December 7, 2023	13,161,000	30.00	28.65
December 8, 2023	6,670,000	29.35	28.75
December 12, 2023	3,250,000	28.75	28.20
December 13, 2023	3,320,000	28.10	27.50
December 18, 2023	782,000	29.40	29.15
December 19, 2023	1,365,000	28.75	28.10
December 20, 2023	1,340,000	29.15	28.65
December 21, 2023	1,075,000	29.00	28.15
December 22, 2023	2,280,000	27.85	26.70
December 27, 2023	830,000	27.70	27.30
December 28, 2023	673,000	29.30	28.25
December 29, 2023	23,000	29.45	29.45
January 16, 2024	428,500	30.35	29.90
January 17, 2024	798,000	29.05	28.40
January 18, 2024	785,000	29.30	28.90
January 19, 2024	8,080,000	29.90	28.00
February 5, 2024	13,493,000	17.82	16.90
February 6, 2024	11,916,000	18.28	17.06
February 7, 2024	12,147,500	19.70	18.90
March 28, 2024	3,490,000	14.38	13.80
April 2, 2024	705,000	14.22	14.08
April 3, 2024	565,000	14.10	14.04
April 5, 2024	1,485,000	13.50	13.32
April 11, 2024	1,415,000	14.16	13.98
April 16, 2024	1,510,000	13.42	12.90
April 19, 2024	1,570,000	12.80	12.62
April 22, 2024	1,550,000	12.94	12.78
April 23, 2024	1,905,000	13.32	12.92
May 7, 2024	1,370,000	14.60	14.40
May 13, 2024	2,261,000	14.54	13.90
May 14, 2024	2,725,000	15.00	14.42
Total	102,968,000		

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 Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Wednesday, June 19, 2024 at 10:00 a.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, 2023.
2. To re-elect the following Directors, each as a separate resolution:
 - (a) To re-elect Dr. Weichang Zhou as non-executive Director.
 - (b) To re-elect Dr. Yibing Wu as non-executive Director.
 - (c) To re-elect Mr. William Robert Keller as independent non-executive Director.
 - (d) To re-elect Dr. Jue Chen as independent non-executive Director.
3. To authorize the board of Directors or any duly authorized board committee to fix the Directors’ remuneration for the year ending December 31, 2024.
4. To re-appoint Messrs. Deloitte Touche Tohmatsu as auditors and to authorize the board of Directors or any duly authorized 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 paragraphs (b) and (c) 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 dealt 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 10% of the total number of issued shares of the Company as at the date of passing of this resolution (excluding any treasury shares of the Company and any repurchased shares of the Company which have to be cancelled but yet to be cancelled, and such number would be 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 recognized 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) the vesting of restricted shares and share awards granted or to be granted pursuant to the share award schemes of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (iv) any scrip dividend scheme or similar arrangement providing for the issue and allotment of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
- (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting;
- (c) the mandate in paragraph (a) above shall authorize the Directors to issue and allot, or agree conditionally or unconditionally to issue and allot the shares of the Company (whether wholly or partly for cash or otherwise), provided that the relevant price for shares shall not represent a discount of more than 10% to the Benchmarked Price (as hereinafter defined) of the shares of the Company; and
- (d) for the purposes of this resolution:

“**Benchmarked Price**” means the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price of the shares of the Company as quoted on the Stock Exchange for the five trading days immediately prior to the earlier of:
 - (A) the date of announcement of the transaction or arrangement involving the proposed issue of shares of the Company;
 - (B) the date of the agreement involving the relevant proposed issue of shares of the Company; and
 - (C) the date on which the price of the shares of the Company that are proposed to be issued is fixed.

“**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.

Any reference to an allotment, issue, grant, offer or disposal of shares of the Company shall include the sale or transfer of treasury shares of the Company to the extent permitted by, and subject to the provisions of, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and applicable laws and regulations.”

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 recognized 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 (excluding any treasury shares of the Company and any repurchased shares of the Company which have to be cancelled but yet to be cancelled, and such number would be 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 the following resolution as a special resolution:

“**THAT** the fourth amended and restated memorandum and articles of association of the Company, which contain the proposed amendments to the third amended and restated memorandum and articles of association of the Company currently in effect (the “**Existing Memorandum and Articles of Association**”) as set out in Appendix II of the circular of the Company dated May 24, 2024 (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), be and are hereby approved and adopted in substitution for and to the exclusion of the Existing Memorandum and Articles of Association with immediate effect.”

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

Hong Kong, May 24, 2024

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. For the avoidance of doubt, holders of treasury shares of the Company (if any) are not entitled to vote 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting (i.e. no later than 10:00 a.m. on Monday, June 17, 2024, 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, June 14, 2024 to Wednesday, June 19, 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, June 13, 2024.
5. Detailed information of all resolutions as set out in the Notice of Annual General Meeting is included in the circular dated May 24, 2024 (the “**Circular**”). The Circular can be viewed and downloaded from the website of the Company (www.wuxibiologics.com) and the website of Hong Kong Exchanges and Clearing Limited (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 as executive Director; Dr. Ge Li, Dr. Weichang Zhou, Dr. Yibing Wu and Mr. Yanling Cao as non-executive Directors; and Mr. William Robert Keller, Mr. Kenneth Walton Hitchner III, Mr. Jackson Peter Tai and Dr. Jue Chen as independent non-executive Directors.