
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 accompanying 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 AND APPOINTMENT OF DIRECTORS
(2) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES
AND
(3) 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 Friday, June 6, 2025 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 Wednesday, June 4, 2025, 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 15, 2025

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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 Friday, June 6, 2025 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 21 to 26 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
“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
“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
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	May 9, 2025, 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
“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
“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

DEFINITIONS

“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
“Strategy Committee”	the strategy committee of the Board
“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
“2024 AGM”	the annual general meeting of the Company held on June 19, 2024
“2024 General Mandate”	the general mandate granted by the Shareholders to the Directors to issue, allot or deal with additional Shares (including any sale or transfer of treasury Shares) at the 2024 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

Mr. Yanling Cao

Ms. Jingwen Miao

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:

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

May 15, 2025

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

**(2) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE SHARES AND TO REPURCHASE SHARES**

AND

(3) 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 ordinary resolutions relating to, among other things, (i) the proposed re-election of each of the retiring Directors and appointment of new Director; and (ii) the proposed grant of the Share Issue Mandate and the Share Repurchase Mandate.

2. PROPOSED RE-ELECTION AND APPOINTMENT OF DIRECTORS

Proposed Re-election of Retiring Directors

In relation to item 2 as set out in the notice of the Annual General Meeting, Dr. Zhisheng Chen, Mr. Yanling Cao and Mr. Jackson Peter Tai shall retire by rotation as Directors at the Annual General Meeting pursuant to Article 16.19 of the Articles of Association. In addition, Ms. Jingwen Miao who has been appointed by the Board on November 20, 2024 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. Jackson Peter Tai, being an independent non-executive Director, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules.

Mr. Jackson Peter Tai has confirmed that he will continue to devote sufficient time for discharge of his functions and responsibilities as an independent non-executive Director. With his background and experience, Mr. Jackson Peter Tai is fully aware of the responsibilities and expected time involvement in the Company.

Proposed Appointment of New Director

Dr. Weichang Zhou will retire as a Director at the conclusion of the Annual General Meeting on June 6, 2025 to devote more time to his own personal commitments. As such, he will no longer be a non-executive Director and a member of the Strategy Committee at the conclusion of the forthcoming Annual General Meeting. He has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement.

The Nomination Committee has recommended to the Board, and the Board has accepted such recommendation, the proposed appointment of Dr. Sherry Gu as a new executive Director and a member of the Strategy Committee.

LETTER FROM THE BOARD

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 relevant confirmations and disclosures given by the retiring Directors and by the proposed new Director to be appointed, 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 (i) the re-election of Dr. Zhisheng Chen, Mr. Yanling Cao, Ms. Jingwen Miao and Mr. Jackson Peter Tai, who are due to retire at the Annual General Meeting, as executive Director, non-executive Directors and independent non-executive Director, respectively; and (ii) the proposed appointment of Dr. Sherry Gu as an executive Director subject to Shareholders' approval at the Annual General Meeting.

The biographies of the above retiring Directors who seek for re-election at the Annual General Meeting, namely Dr. Zhisheng Chen, Mr. Yanling Cao, Ms. Jingwen Miao and Mr. Jackson Peter Tai, and the proposed new Director to be appointed, namely Dr. Sherry Gu, are set out in Appendix I to this circular.

3. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE SHARES

The 2024 General Mandate previously granted to the Directors to issue Shares at the 2024 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 406,169,269 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 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

LETTER FROM THE BOARD

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.

4. PROPOSED GRANT OF GENERAL MANDATE TO REPURCHASE SHARES

The general mandate previously granted to the Directors to repurchase Shares at the 2024 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 406,169,269 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 II to this circular.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 26 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.

LETTER FROM THE BOARD

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 54,113,750 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 Wednesday, June 4, 2025, 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.

6. RECOMMENDATION

The Directors consider that the proposed re-election and appointment of Directors, 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

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

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. Zhisheng Chen — Executive Director

Dr. Zhisheng Chen (陳智勝), aged 52, was appointed as an executive Director and chief executive officer in February 2014 and January 2016, respectively. He joined the Group in June 2011 and also serves as a director of most subsidiaries of the Company. Dr. Chen has been serving as a director of WuXi XDC Cayman Inc. (“**WuXi XDC**”), the Company’s subsidiary which is listed on the Main Board of the Stock Exchange (stock code: 2268), since December 2020 and was re-designated as a non-executive director since June 2023. He has been appointed as the chairman of the board of WuXi XDC since May 2021. From August 2008 to June 2011, Dr. Chen served as the chief operating officer of Shanghai Celgen Bio-Pharmaceutical Co., Ltd. (上海賽金生物醫藥有限公司), and was responsible for the development, manufacturing and quality control of biologics. From November 2005 to August 2008, Dr. Chen served as a director and senior engineering consultant of Eli Lilly and Company, a global pharmaceutical company listed on the New York Stock Exchange (“**NYSE**”) (stock code: LLY) (“**Eli Lilly**”), and was responsible for running a clinical manufacturing facility and providing technical guidance to biologics development and manufacturing. From June 2000 to November 2005, Dr. Chen served as a process engineer and manager of Merck & Co., Inc., a pharmaceutical company listed on NYSE (stock code: MRK), and was responsible for providing technical support and trouble-shooting manufacturing issues of biologics and recombinant vaccines. Dr. Chen obtained a bachelor’s degree in chemical engineering from Tsinghua University in 1994 and a Ph.D. degree in chemical engineering from University of Delaware in 2000.

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

Dr. Chen has signed a 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.

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

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As at the Latest Practicable Date, Dr. Chen was deemed to be interested in 14,189,015 Shares, 93,091,000 underlying shares in respect of share options granted to him under the pre-IPO share option scheme of the Company, and 4,671,687 Restricted Shares granted to him under the Restricted Share Award Scheme and 2,518,317 Restricted Shares granted to him under the Global Partner Program Share Scheme, which entitling him to receive a total of 7,190,004 Shares upon vesting within the meaning of Part XV of the SFO. Dr. Chen also directly held 3,242 shares of WuXi XDC, and through a trust of which he is the settlor (founder) and his spouse and child are the beneficiaries, he was deemed to be interested in 415,636 shares of WuXi XDC, an associated corporation of the Company within the meaning of Part XV of the SFO.

Dr. Chen is entitled to a chief executive officer's salary of RMB6,000,000 per annum and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee with reference to the Company's performance, the prevailing market condition and his performance. Dr. Chen is not entitled to any director's fee for his services as an executive Director.

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.

(2) Mr. Yanling Cao — Non-executive Director

Mr. Yanling Cao (曹彥凌), aged 41, was appointed as 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 Co. Limited since March 2011 and currently serves as a partner, mainly responsible for investments 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. In addition, Mr. Cao served as a director of CStone Pharmaceuticals (基石藥業), a company listed on the Main Board of the Stock Exchange (stock code: 2616), from April 2016 to March 2017 and a non-executive director from May 2019 to January 2023. From June 2019 to March 2021, Mr. Cao served as a director and then a non-executive director of Hygeia Healthcare Holdings Co., Limited (海吉亞醫療控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 6078). Mr. Cao has been serving as a non-executive director of Ocumension Therapeutics (歐康維視生物), a company

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listed on the Main Board of the Stock Exchange (stock code: 1477), since June 2019. From February 2018 to March 15, 2021, Mr. Cao served as a non-executive director of Viela Bio Inc., a company listed on NASDAQ and delisted in 2021. From February 2019 to December 2021, Mr. Cao served as a director and then a non-executive director of Antengene Corporation Limited (德琪醫藥有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 6996). From May 2020 to December 2021, Mr. Cao served as an independent non-executive director of JW (Cayman) Therapeutics Co. Ltd (藥明巨諾(開曼)有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2126). Mr. Cao obtained a bachelor's degree in economics and mathematics from Middlebury College in the United States in June 2006.

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., substantial shareholders of the Company.

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 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, Mr. Cao 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, Mr. Cao did not have any interests in the Shares or underlying Shares of the Company within the meaning of Part XV of the SFO.

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

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

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(3) Ms. Jingwen Miao — Non-executive Director

Ms. Jingwen Miao (繆靜雯), aged 38, was appointed as a non-executive Director in November 2024. Ms. Miao is currently a managing director at Temasek Capital (China) Holdings Pte. Ltd., where she joined in October 2014, and is responsible for overseeing investment efforts in the life sciences sector in China. Ms. Miao began her career in 2008 with Morgan Stanley Investment Banking Division, focusing on providing financial advisory services to clients in the transportation and industrials sectors. In 2010, she entered the private equity industry and joined The Carlyle Group's Asia Buyout Fund focusing on investment in various sectors including healthcare, consumer, retails and industrials. Ms. Miao obtained a bachelor's degree in business administration from Fudan University in 2008.

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

Ms. Miao 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 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.

Ms. Miao 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, Ms. Miao did not have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Ms. Miao will not receive any director's fee for her services as a non-executive Director.

There is no information which is discloseable nor is/was Ms. Miao 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 Ms. Miao's re-election that need to be brought to the attention of the Shareholders.

(4) Mr. Jackson Peter Tai — Independent Non-executive Director

Mr. Jackson Peter Tai, aged 74, was appointed as an independent non-executive Director on May 6, 2023. Mr. Tai has over 50 years of subject matter and governance experience in finance and risk management in the banking and pharmaceutical industries. Most recently, he retired as

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independent non-executive director for three publicly listed companies – Eli Lilly after 10 years of service, Mastercard Incorporated (NYSE stock symbol MA) after 15 years of service, and HSBC Holdings plc, (London Stock Exchange stock symbol HSBA, and Main Board of the Stock Exchange stock symbol 0005) after 7 years of service including as Chairman of the Group Risk Committee. Mr. Tai has served as independent non-executive director on other publicly listed companies, including Royal Philips NV, the Bank of China, NYSE Euronext, ING Groep NV, DBS Group, Singapore Airlines, CapitaLand, and Singapore Telecommunications. He was also a director of privately held Canada Pension Plan Investment Board and Russell Reynolds Associates. In terms of management experience, Mr. Tai was Chief Financial Officer in 1999, later President and Chief Operating Officer in 2001, and then Vice Chairman and CEO for DBS Bank and DBS Holdings till 2007. Before that he was an investment banker for J.P. Morgan & Co. Incorporated for 25 years from 1974 to 1999, during which he laterally held management responsibilities including as Chairman of the Western US Management Committee (1995, in San Francisco), Chairman of Asia-Pacific Management Committee (1992, in Tokyo), Global Head of Real Estate Investment Banking (1986, in New York), and Head of Japan Capital Markets (1983, in Tokyo). On the not-for-profit side, Mr. Tai is currently a member of the Harvard Business School Asia-Pacific Advisory Board, and of the boards of The Metropolitan Opera, New York Philharmonic and Rensselaer Polytechnic Institute. Mr. Tai obtained a bachelor of science degree in management from Rensselaer Polytechnic Institute in 1972 and a master's degree in business administration (MBA) from Harvard University in 1974.

Save as disclosed above, Mr. Tai 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. Tai 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. Tai 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. Tai was interested in 25,700 Shares within the meaning of Part XV of the SFO.

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Mr. Tai is entitled to a director's fee of RMB2,200,000 per annum (in line with the Director's fees for the other independent non-executive Directors) as determined by the Board with reference to his relevant experiences, qualifications, duties and responsibilities and taking into consideration the recommendation from the Remuneration Committee as well as the prevailing market conditions and other relevant factors including, but not limited to: (i) the remuneration levels being observed amongst global comparable industry peers to ensure competitive compensation offered to retain vital talents, and (ii) the expanded scope of Directors' responsibilities and associated risks owing to the Company's operation and development amidst diverse regulatory environments and evolving global market dynamics, necessitating broader strategic oversight and heightened governance responsibilities.

There is no information which is discloseable nor is/was Mr. Tai 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. Tai's re-election that need to be brought to the attention of the Shareholders.

PROPOSED APPOINTMENT OF NEW DIRECTOR

Dr. Sherry Gu, aged 54, is the Chief Technology Officer and Executive Vice President of the Company. She joined the Company in 2017 as the Vice President of CMC (Chemistry, Manufacturing and Controls) Management for the West Coast of the United States, and expanded her responsibilities to include the East Coast of the United States in 2019 and Europe in 2021. During such period, she led numerous early and late-stage CMC projects directly and achieved several project IND (Investigational New Drug), PPQ (Process Performance Qualification) and approval milestones, including from DNA to EUA (Emergency Use Authorization) approval of Sotrovimab through the VIR-GSK collaboration in the combat of the worldwide COVID-19 pandemic. Dr. Gu received her Ph.D. in Biochemical Engineering from Massachusetts Institute of Technology and has been working in the biopharmaceutical field for over 28 years, including two years at Bristol Myers Squibb and 18 years at Eli Lilly prior to joining the Company.

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

Subject to the passing of the resolution for Dr. Gu's appointment as a Director at the Annual General Meeting, Dr. Gu will sign 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, where she will

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AND THE NEW DIRECTOR PROPOSED TO BE
APPOINTED AT THE ANNUAL GENERAL MEETING**

also be 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. Gu 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. Gu was deemed to be interested in 1,247,470 Shares, 1,043,582 Restricted Shares granted to her under the Restricted Share Award Scheme and 94,381 Restricted Shares granted to her under the Global Partner Program Share Scheme, which entitling her to receive a total of 1,137,963 Shares upon vesting within the meaning of Part XV of the SFO. Dr. Gu also directly held 114,500 shares of WuXi XDC, an associated corporation of the Company within the meaning of Part XV of the SFO.

Dr. Gu is entitled to a chief technology officer and executive vice president's salary of US\$400,000 per annum and a discretionary bonus, which is determined by the Board at the recommendation of the Remuneration Committee with reference to the Company's performance, the prevailing market condition and her performance. Dr. Gu is not entitled to any director's fee for her services as an executive Director.

There is no information which is discloseable nor is/was Dr. Gu 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. Gu's election that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

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 4,061,692,691 Shares. Assuming that there is no 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 4,061,692,691.

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 406,169,269 Shares, representing 10% of the total number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution for granting the Share Repurchase Mandate.

Under 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

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

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 for the grant 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, 2024) 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.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

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\$
2024		
May	16.22	11.06
June	12.98	10.88
July	11.82	10.42
August	12.14	10.14
September	17.88	10.36
October	23.00	15.04
November	18.28	14.14
December	19.60	14.96
2025		
January	19.14	15.62
February	26.10	17.70
March	28.85	21.70
April	29.15	16.20
May (<i>up to and including the Latest Practicable Date</i>)	24.50	21.60

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.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

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 II 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 60,539,500 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\$
January 14, 2025	24,000	17.56	17.56
January 15, 2025	9,485,500	17.66	17.20
April 8, 2025	14,000,000	17.94	17.26
April 9, 2025	17,050,000	18.82	16.82
April 10, 2025	10,080,000	20.40	19.32
April 11, 2025	9,900,000	20.25	19.58
Total	60,539,500		

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

As of the Latest Practicable Date, the repurchased Shares had been cancelled by the Company.

The repurchases were effected for the benefit of the Company and the Shareholders as a whole by enhancing the value of net assets per share and earnings per share of the Company.

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 Friday, June 6, 2025 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 of the Company (“**Director(s)**”) and of the independent auditor of the Company for the year ended December 31, 2024.
2. To re-elect and appoint the following Directors, each as a separate resolution:
 - (a) To re-elect Dr. Zhisheng Chen as executive Director.
 - (b) To re-elect Mr. Yanling Cao as non-executive Director.
 - (c) To re-elect Ms. Jingwen Miao as non-executive Director.
 - (d) To re-elect Mr. Jackson Peter Tai as independent non-executive Director.
 - (e) To appoint Dr. Sherry Gu as 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, 2025.
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 (excluding any treasury shares of the Company) as at the date of passing of this resolution (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 (the “**Listing Rules**”) 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 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 (excluding any treasury shares of the Company) as at the date of passing of this resolution (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
- (c) for the purposes of this resolution:

NOTICE OF ANNUAL GENERAL MEETING

“**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.”

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

Hong Kong, May 15, 2025

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 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 Wednesday, June 4, 2025, 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 Tuesday, June 3, 2025 to Friday, June 6, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the

NOTICE OF ANNUAL GENERAL MEETING

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 Monday, June 2, 2025.

5. Detailed information of all resolutions as set out in the Notice of Annual General Meeting is included in the circular dated May 15, 2025 (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, Mr. Yanling Cao and Ms. Jingwen Miao 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.