



**WUXI BIOLOGICS (CAYMAN) INC.**

**藥明生物技術有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2269)**

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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**REVISED FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, JUNE 27, 2023**

I/We <sup>(Note 2)</sup> \_\_\_\_\_

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

of \_\_\_\_\_  
 as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the “**AGM**”) of the Company for the year 2023 to be held at the meeting room of Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Tuesday, June 27, 2023 at 10:00 a.m. (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditor of the Company for the year ended December 31, 2022.		
2.	(a) To re-elect Dr. Ge Li as non-executive director.		
	(b) To re-elect Dr. Zhisheng Chen as executive director.		
	(c) To re-elect Mr. Kenneth Walton Hitchner III as independent non-executive director.		
	(d) To re-elect Mr. Jackson Peter Tai 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, 2023.		
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.		
5.	(a) To approve and adopt the Proposed Amendments to the Scheme (as defined in the revised notice convening the AGM), and to authorize the directors to do all things necessary or expedient to implement the amended and restated Restricted Share Award Scheme of the Company which incorporates the Proposed Amendments to the Scheme.		
	(b) To approve and adopt the Proposed Amendments to the Program (as defined in the revised notice convening the AGM), and to authorize the directors to do all things necessary or expedient to implement the amended and restated Share Award Scheme for Global Partner Program of the Company which incorporates the Proposed Amendments to the Program.		
6.	To approve the adoption of Scheme Mandate Limit (as defined in the revised notice convening the AGM).		
7.	To grant a general mandate to the directors to issue, allot and deal with the shares of the Company.		
8.	To grant a general mandate to the directors to repurchase the shares of the Company.		

SPECIAL RESOLUTION		FOR	AGAINST
9.	To approve the adoption of third amended and restated memorandum and articles of association of the Company, which contain the proposed amendments to the Existing Memorandum and Articles of Association (as defined in the revised notice convening the AGM) as set out in Appendix IV of the circular of the Company dated May 23, 2023, in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association.		

Date: \_\_\_\_\_ 2023

Signature(s) <sup>(Note 5)</sup> \_\_\_\_\_

*Notes:*

1. Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) and address to be inserted in **BLOCK CAPITALS**.
3. If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. On a show of hands every shareholder who is present in person shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share registered in his name in the register of members.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PUT A TICK (“✓”) IN THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion.
5. This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. In case of joint holders, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM (i.e. no later than 10:00 a.m. on Sunday, June 25, 2023, Hong Kong time) or any adjournment thereof.
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.

\* *For identification purpose only*