
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Supplemental 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 adviser.

If you have sold or transferred all your shares in WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), you should at once hand this Supplemental Circular, together with the enclosed Form of Proxy, to the purchaser of 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 APPTEC CO., LTD.* 無錫藥明康德新藥開發股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)
(Stock Code: 2359)

(1) SUPPLEMENTAL CIRCULAR IN RELATION TO THE CIRCULAR OF THE COMPANY DATED AUGUST 18, 2022; AND (2) CHANGE OF DATE AND TIME OF THE EGM

This Supplemental Circular should be read in conjunction with the circular (the “Circular”) of the Company dated August 18, 2022, which has been despatched to the Shareholders on August 18, 2022; and the notice of EGM dated August 18, 2022. Capitalized terms used in this cover shall have the same meanings as those defined in this Supplemental Circular. The Form of Proxy for use in connection with the EGM is enclosed in the circular of the Company dated August 18, 2022, which is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn).

A letter from the Board is set out on pages 2 to 6 of this Supplemental Circular.

As disclosed in the announcement of the Company dated September 9, 2022, the EGM is unable to be held physically at the Original Venue, and Shareholders or their proxy will NOT be able to attend the EGM in person. The Company will conduct the EGM by way of a live online webcast instead, and Shareholders who are entitled to attend the EGM may join the EGM accordingly. The live online webcast of the EGM (originally scheduled to be held at 2:00 p.m. on Monday, September 26, 2022) will commence at 2:00 p.m. on Thursday, October 13, 2022 and Shareholders can log in from any location with access to the internet with a smart phone, tablet device or computer. Registered H Shareholders and non-registered H Shareholders who wish to join the EGM by way of the live online webcast should follow the instructions as set out in the section headed “Letter from the Board — III. Change of Date and Time of the EGM and Proxy Arrangement” in this Supplemental Circular.

H Shareholders who intend to exercise their right to vote at the EGM (whether they elect to join the EGM by way of the live webcast or not) should do so by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, by completing and signing the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's H 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 24 hours before the time appointed for the EGM (i.e. not later than 2:00 p.m. on Wednesday, October 12, 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the Form of Proxy will not preclude H Shareholders from joining the EGM by way of the live online webcast if they so wish.

References to time and dates in this Supplemental Circular are to Hong Kong time and dates.

* For identification purpose only

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DEFINITIONS

In this Supplemental Circular, unless otherwise defined or as defined in this section, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular:

“Circular”	the circular of the Company dated August 18, 2022 in relation to, among other things, (a) the proposed adoption of the 2022 Scheme; (b) the proposed grant of Awards to the Connected Selected Participants under the 2022 Scheme; and (c) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the 2022 Scheme, which was despatched to the Shareholders on August 18, 2022
“EGM”	the extraordinary general meeting (originally scheduled to be held at 2:00 p.m. on Monday, September 26, 2022) of the Company to be convened by way of live online webcast (or any adjournment thereof) at 2:00 p.m. on Thursday, October 13, 2022 to consider and, if thought fit, approve the resolutions contained in the Notice of EGM
“Original Venue”	Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China
“Supplemental Circular”	this supplemental circular

LETTER FROM THE BOARD



WUXI APPTEC CO., LTD.*
無錫藥明康德新藥開發股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2359)

Executive Directors:

Dr. Ge Li *(Chairman and chief executive officer)*

Mr. Edward Hu

(Vice chairman and global chief investment officer)

Dr. Steve Qing Yang *(Co-chief executive officer)*

Dr. Minzhang Chen *(Co-chief executive officer)*

Mr. Zhaohui Zhang

Dr. Ning Zhao

Non-executive Directors:

Mr. Xiaomeng Tong

Dr. Yibing Wu

Independent Non-executive Directors:

Dr. Jiangnan Cai

Ms. Yan Liu

Dr. Hetong Lou

Mr. Xiaotong Zhang

Mr. Dai Feng

Registered Office:

Mashan No. 5 Bridge

Binhu District, WuXi

Jiangsu Province

PRC

Headquarters and Principal Place of

Business in the PRC:

288 Fute Zhong Road

Waigaoqiao Free Trade Zone

Shanghai

PRC

Principal Place of Business

in Hong Kong:

5/F, Manulife Place, 348

Kwun Tong Road, Kowloon, Hong Kong

September 21, 2022

To the Shareholders

Dear Sir/Madam,

**(1) SUPPLEMENTAL CIRCULAR IN RELATION TO THE CIRCULAR OF
THE COMPANY DATED AUGUST 18, 2022;
AND
(2) CHANGE OF DATE AND TIME OF THE EGM**

LETTER FROM THE BOARD

I. INTRODUCTION

References are made to (i) the announcement of the Company dated August 15, 2022 in relation to, among other things, (a) the proposed adoption of the 2022 Scheme; (b) the proposed grant of Awards to the Connected Selected Participants under the 2022 Scheme; and (c) the proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the 2022 Scheme; (ii) the Circular; (iii) the announcement of the Company dated September 9, 2022 in relation to the update on the arrangements of the EGM; and (iv) the announcement of the Company dated September 20, 2022 in relation to, among other things, the change of date and time of the EGM.

This Supplemental Circular shall be read in conjunction with the Circular. Unless otherwise defined or as defined in the section headed “Definitions” in this Supplemental Circular, capitalized terms used in this Supplemental Circular shall have the same meanings as those defined in the Circular.

The purpose of this Supplemental Circular is to provide you with further illustrative details of the condition of the grant of Awards to the Selected Participants under the 2022 H Share Award and Trust Scheme. In order to (i) allow sufficient time for the Shareholders to consider the further information in relation to the Condition of Grant (as defined below); and (ii) fulfill the notice requirements under the Listing Rules, the date and time of the EGM (originally scheduled to be held at 2:00 p.m. on Monday, September 26, 2022) has been changed to 2:00 p.m. on Thursday, October 13, 2022 by way of live online webcast.

II. CONDITION OF THE GRANT OF AWARDS

As disclosed in the section headed “Letter from the Board — II. Proposed Adoption of the 2022 H Share Award and Trust Scheme — Grant of Awards” in the Circular, the grant of Awards to the Selected Participants shall be subject to the fulfilment of the conditions as determined by the Board and/or the Delegatee to be set out in the Award Letter (if any). In this regard, the Board would like to inform the Shareholders that, if the 2022 Scheme is approved by the Shareholders, the Executive Committee of the Company, to whom the Board will delegate its authority to administer the 2022 Scheme, will set the condition for the grant of Awards to the Selected Participants to take effect (the “**Condition of Grant**”) as the year-on-year growth of the revenue realized by the Group for the year 2022 being not less than 68%.

The Condition of Grant is set with reference to the year-on-year growth of the revenue realized by the Group for year 2022 (the “**Growth Target**”). On March 9, 2022, the Company initially disclosed that the Growth Target is expected to reach 65% to 70%. Subsequent to the

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publication of the interim results of the six months ended June 30, 2022, the Company has raised the expected Growth Target to 68% to 72% which is the record high over the past 15 years. The Condition of Grant was thus correspondingly set at the Growth Target being not less than 68%.

Subject to the approval of the resolutions in relation to the 2022 Scheme by the Shareholders at the EGM, if the Condition of Grant is satisfied and the grant of Awards to the Selected Participants takes effect, the Awards shall vest in accordance with the criteria, conditions and schedule as further particularized in the 2022 Scheme Rules and the Award Letter. Please refer to the section headed “Letter from the Board — II. Proposed Adoption of the 2022 H Share Award and Trust Scheme — Vesting of the Awards” in the Circular for further details. If the Condition of Grant cannot be satisfied, as disclosed in the Circular, the relevant grant of Awards to the Selected Participants will not take effect. Please refer to the section headed “Letter from the Board — II. Proposed Adoption of the 2022 H Share Award and Trust Scheme — Grant of Awards” in the Circular for further details.

III. CHANGE OF DATE AND TIME OF THE EGM AND PROXY ARRANGEMENT

In order to (i) allow sufficient time for the Shareholders to consider the further information in relation to the Condition of Grant; and (ii) fulfill the notice requirements under the Listing Rules, the Company will (i) change the date and time of the EGM from 2:00 p.m. on Monday, September 26, 2022 to 2:00 p.m. on Thursday, October 13, 2022 by way of live online webcast; and (ii) change the period during which the register of members of H Shares of the Company will be closed to determine the entitlements of Shareholders to attend and vote at the EGM (the details of which are set out in the section headed “Letter from the Board — IV. Closure of Register of Members of H Shares” in this Supplemental Circular).

As disclosed in the announcement of the Company dated September 9, 2022, in order to conform to and implement the relevant requirements pertaining to COVID-19 prevention and control, restrict group gatherings, lower the risk of infection, protect the health and safety of the Shareholders, agents of the Shareholders and other participants of the EGM, and safeguard the legitimate rights and interests of the Shareholders in accordance with relevant laws, the EGM is unable to be held physically at the Original Venue, and Shareholders or their proxy will NOT be able to attend the EGM in person. The Company will conduct the EGM by way of a live online webcast instead, and Shareholders who are entitled to attend the EGM may join the EGM accordingly. The live online webcast will commence at 2:00 p.m. on Thursday, October 13, 2022 and Shareholders can log in from any location with access to the internet with a smart phone, tablet device or computer.

LETTER FROM THE BOARD

Registered holders of H Shares (“**H Shareholders**”) who wish to join the EGM by way of the live online webcast should liaise with the Company’s H Share Registrar, Tricor Investor Services Limited, by providing your email addresses and proof of ownership of the Shares no later than 2:00 p.m. on Wednesday, October 12, 2022. After verifying your identity as a registered H Shareholder, the Company will make the necessary pre-meeting registration on its back-end platform. An email setting out the instructions on how to join the EGM by way of the live online webcast (which include a personalized access link) will be sent by the Company to such registered H Shareholders no later than 9:00 a.m. on Thursday, October 13, 2022.

Non-registered H Shareholders who wish to join the EGM by way of the live online webcast should liaise with your bank(s), broker(s), custodian(s), nominee(s) or HKSCC Nominees Limited through which your H Shares are held to make the necessary arrangements.

Shareholders are hereby reminded to maintain confidentiality and not disclose the abovementioned access details to anyone. Shareholders who are not registered by the Company before the EGM as abovementioned will not be allowed to join the EGM by way of the live online webcast.

H Shareholders joining the EGM by way of the live online webcast will not be able to cast their vote online. As such, H Shareholders who intend to exercise their right to vote at the EGM (whether they elect to join the EGM by way of the live online webcast or not) are hereby reminded to do so by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, by completing and returning the Form of Proxy in accordance with the instructions printed thereon.

If any H Shareholder has any question relating to the abovementioned arrangements, please contact the H Share Registrar, Tricor Investor Services Limited as follows:

Tricor Investor Services Limited
17/F, Far East Finance Centre
16 Harcourt Road
Hong Kong
Tel.: +852 2980 1333
Fax: +852 2810 8185
Email: is-enquiries@hk.tricorglobal.com

Shareholders will be able to raise questions related to the proposed resolutions by text during the live online webcast. Shareholders can also send the questions in writing before the EGM to our email at ir@wuxiapptec.com. The Company will answer the questions which the Shareholders are generally focused on.

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IV. CLOSURE OF REGISTER OF MEMBERS OF H SHARES

As disclosed in the Circular, the register of members of H Shares of the Company was originally scheduled to be closed from Wednesday, September 21, 2022 to Monday, September 26, 2022 (both days inclusive), during which no transfer of H shares will be effected for determining the entitlements of Shareholders to attend and vote at the EGM. Due to the change of the date of the EGM, the period of the closure of the register of members of H Shares of the Company will be changed accordingly, and no transfer of H Shares will be effected for determining the entitlements of Shareholders to attend and vote at the EGM from Monday, October 10, 2022 to Thursday, October 13, 2022 (both days inclusive). In order to qualify as Shareholders to attend and vote at the EGM, holders of H Shares who are not registered must lodge all transfers of shares accompanied by the relevant share certificates with the Company's H Share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, October 7, 2022. In order to be eligible to attend and vote at the EGM, the Bondholders shall exercise the conversion rights attaching to the Bonds no later than 3:30 p.m. on Thursday, August 25, 2022 (which is the same as that disclosed in the Circular).

V. GENERAL

Save as disclosed above, all information in the Circular remains unchanged. The text of the Notice of the EGM and the Form of Proxy for use in connection with the EGM enclosed in the Circular remain unchanged. The Form of Proxy remains valid for the EGM and the Shareholders are not required to re-submit the Form of Proxy if they have already done so.

Yours faithfully,
For and on behalf of the Board
Dr. Ge Li
Chairman