



WuXi Biologics (Cayman) Inc.  
藥明生物技術有限公司\*

(the “Company”)

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

(Stock Code: 2269)

## **Procedures for Shareholders to Propose a Person for Election as a Director of the Company (a “Director”)**

The following procedures apply to shareholders who wish to propose a person for election as a Director. These procedures are subject to the Companies Law of the Cayman Islands, Cap. 22 (Law 3 of 1961) (as amended from time to time), the memorandum and articles of association of the Company (as amended from time to time) and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other applicable legislation and regulation:

- (1) If a shareholder (other than the person to be proposed), who is duly qualified to attend and vote at a general meeting convened, wishes to propose a person (the “**Candidate**”) (other than a retiring Director or the shareholder himself/herself) for election as a Director at a general meeting, he/she shall lodge a written notice (the “**Notice**”) at the Company’s principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (2) The Notice must state (i) his/her intention to propose the Candidate for election as a Director, and (ii) the personal information of the Candidate as required under Rule 13.51(2) of the Listing Rules; and (iii) must be signed by the shareholder concerned and the Candidate to indicate his/her willingness to be elected and consent to the publication of his/her personal data.
- (3) The minimum length of the period for lodgment of the above notice shall be at least seven (7) days and the period for lodgment of the above notice shall commence on the day after the dispatch of the notice of the general meeting appointed for such election of Director and end no later than seven (7) days prior to the date of such general meeting.

\* *For identification purpose only*

### **Requisite information of the candidate(s) nominated by Shareholders**

Additional information of the nominated candidate required:

- (a) full name (in both English and Chinese), age and gender;
- (b) types of proposed directorship (i.e. executive Director, non-executive Director or independent non-executive Director);
- (c) length or proposed length of service with the Company (if any);
- (d) positions held with the Company and/or any of its subsidiaries (if any);
- (e) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (f) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware, pertaining to the ability or integrity of the candidate;
- (g) relationships with any Directors or senior management or substantial Shareholders or controlling Shareholders of the Company, or an appropriate negative statement;
- (h) interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong), or an appropriate negative statement;
- (i) contact details (including telephone number, facsimile number and e-mail address, if any);
- (j) supporting documents that are required to facilitate necessary disclosure in the announcement of the Company concerning the nomination; and
- (k) other information as required under Rule 13.51(2) of the Listing Rules, or an appropriate negative statement.

*Shareholders who have enquiries about the above procedures may write to the Company Secretary at the Company's principal place of business in Hong Kong at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.*

June 12, 2017