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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)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of WuXi Biologics (Cayman) Inc. (the “**Company**”) proposes to amend certain provisions of the existing third amended and restated articles of association of the Company (the “**Articles of Association**”) by way of adoption of the fourth amended and restated memorandum and articles of association of the Company (the “**New Memorandum and Articles of Association**”), in order to bring the existing memorandum and articles of association of the Company (the “**Existing Memorandum and Articles of Association**”) in line with the relevant amendments made to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) in respect of the electronic dissemination of corporate communications by listed issuers which became effective from December 31, 2023.

A comparison between the existing provisions of the Articles of Association and the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) is set out in the table below.

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-align: center;">Proposed Amendments to the Articles of Association</p>
<p>(Not applicable. The provision on the right column is newly added.)</p>	<p>2.2 <u>“Corporate Communication” shall have the meaning given to it in the Listing Rules.</u></p>
<p>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.</p>	<p>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></p>
<p>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.</p>	<p><i>(proposed to be removed)</i></p>

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-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>

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-align: center;">Proposed Amendments to the Articles of Association</p>
<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) 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;</p>

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-align: center;">Proposed Amendments to the Articles of Association</p>
	<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>

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-align: center;">Proposed Amendments to the Articles of Association</p>
<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>30.4 Any notice or document, including any <u>Corporate Communication</u>:</p> <p>(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>(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>(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>

<p style="text-align: center;">Existing Provisions of the Articles of Association</p>	<p style="text-align: center;">Proposed Amendments to the Articles of Association</p>
	<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>

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 the 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.

The adoption of the New Memorandum and Articles of Association containing the Proposed Amendments is subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting of the Company (the “**AGM**”) to become effective.

The forthcoming AGM is expected to be held on Wednesday, June 19, 2024. A circular containing, among other things, particulars of the Proposed Amendments and the proposed adoption of the New Memorandum and Articles of Association together with a notice convening the AGM and the related proxy form, will be published in due course in accordance with the requirements of the Listing Rules. Save for Computershare Hong Kong Trustees Limited, being the trustee holding unvested restricted shares of the Company granted under the restricted share award scheme and/or the share award scheme for global partner program of the Company, which holds 72,314,608 shares as at the date of this announcement and is required to abstain from voting on matters that require Shareholders’ approval under the Listing Rules, no other Shareholder has a material interest in the Proposed Amendments and thus be required to abstain from voting on the relevant resolution.

By order of the Board
WuXi Biologics (Cayman) Inc.
Dr. Ge Li
Chairman

Hong Kong, May 24, 2024

As at the date of this announcement, the Board 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.

* *For identification purpose only*