

WUXI APPTEC CO., LTD.

NOMINATION COMMITTEE OF THE BOARD OF DIRECTORS

TERMS OF REFERENCE

**Initially approved at the 1st meeting of the
1st session of the Board of Directors of WuXi AppTec Co., Ltd.
on February 17, 2017**

**Amended pursuant to approval of the 20th meeting of the
1st session of the Board of Directors of WuXi AppTec Co., Ltd.
on August 6, 2018**

**Amended for the second time pursuant to approval of the
24th meeting of the 1st session of the Board of Directors of
WuXi AppTec Co., Ltd. on November 19, 2018**

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WuXi AppTec Co., Ltd.

Terms of Reference Nomination Committee of the Board of Directors

Chapter 1 General

Clause 1 To govern the appointment of directors and senior management and to optimize the composition of the board of directors (the “Board”) as well as the corporate governance of WuXi AppTec Co., Ltd. (the “Company”), the Board has established the nomination committee and formulated these terms of reference in accordance with the Company Law of the People’s Republic of China, the Code of Corporate Governance for Listed Companies, Rules of Committees under the Board of Directors (2) — Guidelines of the Rules of Nomination Committee under the Board of Directors, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Articles of Association of WuXi AppTec Co., Ltd. (the “Articles”) and Rules of the Board of Directors of WuXi AppTec Co., Ltd..

Clause 2 The Nomination Committee is a specialized body set up by the Board and is mainly responsible for providing advice on the selection, qualifications, standards and procedures of appointment of directors and senior management of the Company.

Clause 3 The senior management referred to in these terms of reference shall have the meaning prescribed in the Articles.

Chapter 2 Composition

Clause 4 The Nomination Committee shall be composed of three directors, more than half of whom shall be independent directors.

Clause 5 The members of the Nomination Committee shall be nominated by the chairman of the Board, not less than half of the independent directors or not less than one third of all directors and shall be elected by the Board.

Clause 6 The Nomination Committee shall have a chairman (the convener) who shall be an independent director approved by the Board. The chairman of Nomination Committee shall be responsible for the work of the Nomination Committee. The chairman shall be responsible for convening and presiding over the committee meeting. When the chairman fails to perform his duties, he/she may designate another member to act on his behalf. If the chairman fails to perform his/her duties or to designate other member to perform the duties on his/her behalf, any member shall inform the Board and the Board shall appoint a member to perform the duties of the chairman.

Clause 7 The term of office of the members the Nomination Committee shall coincide with that of the current session of the Board. A member of the Nomination Committee may be re-appointed if re-elected upon expiry of his/her term of office. If any member ceases to be a director of the Company during his/her term of office, he/she shall immediately cease to be a member. The vacancy shall be filled up by the Board in accordance with these terms of reference.

Clause 8 A member of the committee may tender his/her resignation to the Board before expiry of his/her term of office. The resignation letter shall include statements on the reason of resignation and any matters that need to be brought to the attention of the Board.

Clause 9 In the event that the number of members of the committee falls below the minimum required, the Board shall fill up the vacancy in accordance with these terms of reference.

Clause 10 The Nomination Committee shall have a nomination unit (the “Unit”) to deal with daily operation, headed and established by senior management responsible for human resources of the Company. Members of the Unit need not be members of the Nomination Committee. The Unit is responsible for the preliminary study of the qualification and selection of candidates for directors and senior management and shall propose their terms of office. The Unit shall prepare materials and reports of candidates for consideration by the committee and shall implement the decision of the Remuneration and Appraisal Committee.

The human resources department of the Company shall facilitate the communication between the Nomination Committee and the Unit. The office of the Board shall be in charge of the arrangement of meetings of the Nomination Committee.

Chapter 3 Duties and Responsibilities

Clause 11 The main duties of the Nomination Committee are:

- (1) to advise the Board on the size and composition of the Board on the basis of the operation, asset value and shareholding structure of the Company;
- (2) to advise the Board on the criteria and procedure of selection of directors and senior management. The ultimate responsibility for selecting and appointing of directors shall be borne by all directors;
- (3) to identify candidates of directors and senior management and advise the Board on their appointment;
- (4) to examine the candidates of directors and senior management and make suggestions;
- (5) to examine other senior management to be appointed by the Board and provide opinion of their appointment;
- (6) to review the structure, size and composition of the Board (including the skill, expertise and experience of its members) at least once a year and provide advice on any proposed changes to the Board for implementation of the strategies of the Company;
- (7) to examine the independence of independent directors;
- (8) to propose plans and advice the Board and conduct regular reviews in regard of the appointment, reappointment and succession of directors;
- (9) to formulate the policy on the identification of candidates for directors. The selection process shall be transparent and fair and shall select candidates outside the social circles of existing directors as far as possible according to the diversity policy of the Board;
- (10) to deal with other matters authorized by the Board;
- (11) to assist the Company to disclose the nomination policy when necessary and regularly disclose the achievements of the policy in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited; and
- (12) to monitor and review the formal procedures of the nomination policy to ensure that the policy continues to meet the requirements of the Company and reflect current regulatory requirements and good corporate governance practices.

Clause 12 The Nomination Committee is accountable to the Board; proposals made by the Nomination Committee shall be subject to review and determination by the Board. Controlling shareholders shall, if not with sufficient reason or reliable evidence, fully respect proposals made by the Nomination Committee and shall not make recommendation on replacement of directors or senior management otherwise.

Clause 13 Where necessary, the Nomination Committee may seek professional advice from intermediaries for their judgement at the expense of the Company.

Chapter 4 Rules of Decision Making

Clause 14 The Unit shall prepare materials for the review of the Nomination Committee and shall propose resolutions and relevant materials for the decision of the Nomination Committee.

The Nomination Committee shall, in accordance with the relevant laws and regulations, the Articles and the situation of the Company, submit resolutions regarding the qualification, selection procedures and term of office of directors and senior management of the Company to the Board for consideration, and shall implement accordingly upon approval.

Clause 15 Selection of directors and senior management:

- (1) The Unit shall actively communicate with relevant departments of the Company to understand the demand for new directors and senior management and shall record the results in writing;
- (2) The Unit may search for director and senior management candidates from the Company, its subsidiaries and investees as well as the market;
- (3) The Unit shall collect information of the candidates, such as profession, academic qualifications, working experience (and titles) and all part-time jobs, skills, gender and other necessary information and shall record the results in writing. The selection of members of the Board shall take into account the skills, experience and diversity required for the operation of the Company;
- (4) In respect of independent non-executive directors, the Unit shall:
 1. consider the reasons for selection and the independence of the candidates;
 2. if a proposed candidate will be holding directorship of seven (or more) listed companies, consider whether the candidate would be able to devote sufficient time to the Board;
 3. the perspectives, skills and experience that the individual can bring to the Board; and
 4. how the individual contributes to the diversity of the Board.
- (5) The Unit shall seek consent from the nominees before they are proposed for nomination as director or senior management;
- (6) The Nomination Committee shall convene a meeting upon receiving sufficient information from the Unit to examine the qualification of the candidates according to the conditions for the appointment of director and senior management;
- (7) The Nomination Committee shall advise the Board on the candidates for directors and/or senior management one to two months prior the election of new directors and the appointment of senior management;
- (8) The Nomination Committee shall perform other duties pursuant to the decisions and feedbacks of the Board.

Chapter 5 Rules of Meeting

Clause 16 The chairman of the Nomination Committee may convene meeting if he/she considers necessary or upon suggestion of the manager of the Unit by giving three days' notice to members of the Nomination Committee. In case of emergency or special events, the requirement of notice may be waived upon approval of the chairman and the notice of meeting may be sent at any time and the chairman of the Nomination Committee shall make an explanation at the meeting. The chairman of the Nomination Committee shall convene and preside over the meetings of the committee. Where the chairman fails to perform his duties, he/she shall appoint another member to perform the duties on his behalf. Where the chairman fails to perform his/her duties or to appoint another member to perform the duties on his/her behalf, any of the members shall inform the Board and the Board shall appoint a member to perform the duties of the chairman of the committee.

Clause 17 The quorum of a Nomination Committee meeting shall be more than two-thirds of its members and each member shall have one vote. The resolutions proposed at the meeting shall be passed by simple majority of all members.

Clause 18 Members of the Nomination Committee may attend the meeting in person and may authorize other members to attend the meeting and exercise their voting rights. Members shall fully communicate with each other and consider the opinions of other members when considering the resolutions. Resolution shall be thoroughly discussed and agreed by the Nomination Committee before submission to the Board for consideration.

Clause 19 The Nomination Committee shall vote by a show of hands or by a poll. Meetings may also be convened by voting through communication.

Clause 20 Where necessary, the Nomination Committee may invite directors, supervisors and other senior management of the Company to the meetings.

Clause 21 The Nomination Committee shall keep minutes of its meetings. Members present at committee meetings shall sign the minutes of the meetings to be kept by the secretary of the Board.

Clause 22 Minutes of the Nomination Committee meetings shall contain, inter alia, the following: the date and venue of the meeting and name of the convener; names of attendees (with remarks of proxy if so appointed), the agenda of the meeting; summary of members' opinion; the method and results of voting on each resolution; and other matters required to be explained or recorded.

Clause 23 The resolutions passed and the results of voting at the meeting of the Nomination Committee shall be reported in writing to the Board.

Clause 24 Members and representatives attending and observing the meeting shall have an obligation to keep all matters discussed in such meetings confidential and shall not disclose any information without authorization.

Clause 25 The convening procedures, voting method and the resolutions passed at the meetings of Nomination Committee shall comply with the relevant laws, regulations, Articles and these terms of references.

Chapter 6 Miscellaneous

Clause 26 These terms of references shall come into effect when overseas listed foreign shares (H Shares) are listed on The Stock Exchange of Hong Kong Limited under a public offer subject to approval of the Board. The existing terms of reference of the Nomination Committee of the Board of WuXi AppTec Co., Ltd shall automatically lapse by then.

Clause 27 Any matters not covered by these terms of references shall be dealt with in accordance with the relevant laws, regulations, the Listing Rules of the stock exchanges where the Company's shares are listed and the Articles. If these terms of references contravene any laws, regulations, the Listing Rules of the stock exchanges where the Company's shares are listed and the Articles, laws, regulations, the Listing Rules of the stock exchanges where the Company's shares are listed and the Articles shall prevail.

Clause 28 The interpretation of these terms of references shall be vested in the Board.