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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)

**UNLOCKING AND TRADING OF
THE FIRST TRANCHE OF RESTRICTED A SHARES GRANTED UNDER
THE ADJUSTED INITIAL GRANT OF THE 2019 A SHARE
INCENTIVE PLAN**

References are made to the (1) announcement of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “Company” together with its subsidiaries, the “**Group**”) dated July 19, 2019; (2) the circular of the Company dated August 5, 2019 (the “**EGM Circular**”); (3) the poll results announcement of the Company dated September 22, 2019; (4) the announcement of the Company dated September 30, 2019; (5) the circular of the Company dated October 4, 2019; (6) the poll results announcement of the Company dated November 18, 2019 in relation to, among other things (i) the adoption of the 2019 A Share Incentive Plan; and (ii) the adoption of the list of Incentive Participants of the 2019 A Share Incentive Plan; (7) the announcement of the Company dated November 25, 2019 in relation to (i) the adjustments to the number of Incentive Participants and number of Restricted A Shares and Share Options to be granted under the initial grant of the 2019 A Share Incentive Plan; and (ii) the Adjusted Initial Grant of Restricted A Shares and Share Options under the 2019 A Share Incentive Plan (the “**Announcement**”); and (8) the announcement of the Company dated December 14, 2020 and December 17, 2020 in relation to, among other things, the repurchase and cancellation of part of the Restricted A Shares granted under the 2019 A Share Incentive Plan. Unless otherwise stated, the terms used in this announcement shall have the same meanings as defined in the Circular and the Announcement.

The 2019 A Share Incentive Plan was approved at the EGM, the A Share Class Meeting and the H Share Class Meeting on September 20, 2019. The Shares granted under the 2019 A Share Incentive Plan consist of Restricted A Shares and A Share share options. The date of the grant of the Restricted A Shares (the “**Adjusted Initial Grant**”) under the 2019 A Share Incentive Plan was November 25, 2019.

On June 25, 2021, the Board considered and approved, among other things, the resolutions in relation to the fulfilment of the conditions for unlocking the first tranche of the Restricted A Shares granted under the Adjusted Initial Grant.

FULFILLMENT OF CONDITIONS FOR UNLOCKING THE FIRST TRANCHE OF RESTRICTED A SHARES GRANTED UNDER THE ADJUSTED INITIAL GRANT OF THE 2019 A SHARE INCENTIVE PLAN

(a) Expiry of the lock-up period

Pursuant to the terms of the 2019 A Share Incentive Plan, the Restricted A Shares granted under the Adjusted Initial Grant are subject to lock-up for 12, 24 and 36 months (each a “**Lock-up Period**”) from the date on which the registration of the Restricted A Shares granted under the Adjusted Initial Grant is completed (the “**Registration Date**”). The unlocking periods (each, an “**Unlocking Period**”) in relation to the Restricted A Shares granted under the Initial Grant are as follows:

	Unlocking Period	Proportion of unlocking
First Unlocking Period	From the first trading day of the Shanghai Stock Exchange after 12 months from the Registration Date to the last trading day within 24 months from the Registration Date	40%
Second Unlocking Period	From the first trading day of the Shanghai Stock Exchange after 24 months from the Registration Date to the last trading day within 36 months from the Registration Date	30%
Third Unlocking Period	From the first trading day of the Shanghai Stock Exchange after 36 months from the Registration Date to the last trading day within 48 months from the Registration Date	30%

The first Unlocking Period shall commence from the first trading day of the Shanghai Stock Exchange after 12 months from the Registration Date to the last trading day within 24 months from the Registration Date. As the Registration Date was December 31, 2019, the first Lock-up Period has expired on December 30, 2020 while the first Unlocking Period commenced on December 31, 2020. Incentive participants are entitled to apply for unlocking 40% of the Restricted A Shares held by them upon the fulfillment of certain specific conditions.

(b) Black-out Period of the Restricted A Shares granted under the Adjusted Initial Grant

Pursuant to the terms of the 2019 A Share Incentive Plan, any holder of the Restricted A Shares shall not transfer the Restricted A Shares which fulfill the unlocking conditions to any third party in any form within the 6 months from the expiration of each Lock-up Period. In respect of the holders of the Restricted A Shares, after the expiration of the Black-out Period, the Company shall uniformly process the unlocking of the Restricted A Shares that satisfy the conditions for unlocking.

The Black-out Period for the first tranche of Restricted A Shares granted under the Adjusted Initial Grant will expire on June 30, 2021.

(c) Conditions for unlocking of Restricted A Shares granted under the Adjusted Initial Grant

Pursuant to the terms of the 2019 A Share Incentive Plan, the following conditions must be fulfilled before the Restricted A Shares granted under the Adjusted Initial Grant can be unlocked:

- (I) None of the following circumstances has occurred to the Company before each Unlocking Period:
1. issue of the Company's financial and accounting report for the most recent accounting year in which a certified public accountant gives an adverse opinion or indicates the inability to give an opinion;
 2. issue of the Company's financial internal control report for the most recent accounting year in which a certified public accountant gives an adverse opinion or indicates the inability to give an opinion;
 3. the Company has distributed profit in violation of the laws and regulations, Articles of Associations or public undertakings within the most recent 36 months after listing;

4. the implementation of the share incentive scheme is prohibited by the laws and regulations; and
5. other circumstances as determined by the CSRC.

(II) None of the following circumstances has occurred to the incentive participant before each Unlocking Period:

1. such incentive participant is deemed as an inappropriate candidate by the relevant stock exchange in the most recent 12 months;
2. such incentive participant is deemed as an inappropriate candidate by the CSRC or its agency authorities in the most recent 12 months;
3. such incentive participant has been imposed administrative penalties or is banned from the securities market by the CSRC or its agency authorities due to material non-compliance of laws and regulations in the most recent 12 months;
4. occurrence of circumstances under which such incentive participant is prohibited from acting as a director or member of the senior management of a company, as stipulated in the PRC Company Law;
5. such incentive participant is prohibited by law from participating in share incentive scheme of listed companies; and
6. other circumstances as determined by the CSRC.

(III) The following performance targets must be achieved for unlocking the Restricted A Shares granted under the Adjusted Initial Grant:

(i) *Performance target at the Group's level*

Unlocking period	Performance targets
First Unlocking Period	The growth of operating revenue for 2019 is not less than RMB1.5 billion as compared with 2018
Second Unlocking Period	The growth of operating revenue for 2020 is not less than RMB3.0 billion as compared with 2018
Third Unlocking Period	The growth of operating revenue for 2021 is not less than RMB4.5 billion as compared with 2018

(ii) *Performance target at individual level:*

According to the Employee Performance Management System of the Company, the Remuneration and Appraisal Committee shall carry out annual comprehensive assessment on the incentive participants and determine the actual unlocking ratio accordingly.

The actual unlocking amount of individual for the year shall be equal to the standard coefficient x the planned unlocking amount of individual for the year.

The coefficient for performance appraisal results of grade B (including B-) or above is 100% whereas the coefficient for performance appraisal results below grade B is 0.

(d) **Fulfilment of conditions for unlocking the Restricted A Shares granted under the Adjusted Initial Grant**

(i) *Performance target at the Group's level*

The operating revenue of the Company for 2019 was RMB12,872,206,437.16, representing an increase of RMB3.259 billion when compared with that of 2018, and thus the performance target of the Group for the first Unlocking Period was achieved.

(ii) Performance target at individual level

There were 1,880 incentive participants under the Adjusted Initial Grant of the first tranche of Restricted A Shares under the 2019 A Share Incentive Plan, who have reached the performance requirements at individual level and has fulfilled the conditions for unlocking the Restricted A Shares.

(e) Details of the incentive participant and the number of Restricted A Shares which have been unlocked in the first Unlocking Period

Details of the incentive participants who have satisfied the conditions for unlocking the first tranche of Restricted A Shares under the Adjusted Initial Grant pursuant to the 2019 A Share Incentive Plan are set out as follows:

No.	Name	Position	Number of Restricted A Shares granted under the Adjusted Initial Grant pursuant to the 2019 A Share Incentive Plan (Shares)	Number of Restricted A Shares to be unlocked for the first Unlocking Period (Shares)	Proportion of Restricted A Shares to be unlocked for the first Unlocking Period to the total number of Restricted A Shares granted to the incentive participant pursuant to 2019 A Share Incentive Plan (%)
1.	Edward Hu	Executive Director, vice chairman and global chief investment officer	210,000	84,000	40.00
2.	Steve Qing Yang	Executive Director, co-chief executive officer	193,200	77,280	40.00

No.	Name	Position	Number of Restricted A Shares granted under the Adjusted Initial Grant pursuant to the 2019 A Share Incentive Plan (Shares)	Number of Restricted A Shares to be unlocked for the first Unlocking Period (Shares)	Proportion of Restricted A Shares to be unlocked for the first Unlocking Period to the total number of Restricted A Shares granted to the incentive participant pursuant to 2019 A Share Incentive Plan (%)
3.	Shuhui Chen	Vice president	193,200	77,280	40.00
4.	Minzhang Chen	Vice president	193,200	77,280	40.00
5.	Chi Yao	Board secretary	42,000	16,800	40.00
6.	1,875 incentive participants which consist of senior-level managers, mid-level managers and backbone technicians, and junior-level managers and other technicians of the Company (non-special grant portion)		19,818,690	7,927,399	40.00
A total of 1,880 incentive participants			20,650,290	8,260,039	40.00

(f) Changes in share capital structure of the Company

Nature of Shares		Before the	Changes in	Unit: Share
		change	share capital	After the
		(Note 1)		(Note 2)
A Shares	Shares with restricted conditions	25,803,711	-8,260,039	17,543,672
	Shares without restricted conditions	2,537,649,150	8,260,039	2,545,909,189
H Shares		<u>385,248,457</u>	<u>0</u>	<u>385,248,457</u>
Total		<u>2,948,701,318</u>	<u>0</u>	<u>2,948,701,318</u>

Note 1: The number of shares before the change is based on the total issued share capital of the Company as at June 24, 2021, being 2,948,701,318 Shares.

Note 2: The number of shares after the change is based on the number of shares immediately before such unlocking, taking into account only the changes in the total issued share capital of the Company as a result of such unlocking as disclosed in this announcement.

(g) Commencement of listing of and trading in the unlocked Restricted A Shares

The listing of and trading in the aforementioned unlocked Restricted A Shares on the Shanghai Stock Exchange shall commence on July 1, 2021.

OPINION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors (the “INEDs”) had formed the following independent opinion:

The unlocking arrangement of the Company is in compliance with the “Administrative Measures of Share Incentive Plan of Listed Companies” and other relevant laws and regulations as well as the requirements of 2019 A Share Incentive Plan and the “Methods of Implementation, Assessment and Management of the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2019”. The relevant conditions of the first Unlocking Period have been satisfied. The unlocking arrangement of the Company is in compliance with the relevant requirements and is not detrimental to the interest of the Company and its Shareholders as a whole. Accordingly, the INEDs approved the unlocking of 8,260,039 Restrict A Shares of 1,880 incentive participants under the Adjusted Initial Grant for the first Unlocking Period in accordance with the relevant requirements and regulations.

OPINION FROM THE SUPERVISORY COMMITTEE

The Supervisory Committee had formed the following opinion:

The unlocking conditions of the first Unlocking Period of the Restricted A Shares granted under the Adjusted Initial Grant of the 2019 A Share Incentive Plan have been fulfilled. The qualification of the 1,880 incentive participants under the Adjust Initial Grant of the 2019 A Share Incentive Plan for the first Unlocking Period is legal and effective. The unlocking arrangement of the Company does not violate the relevant laws and regulations and is not detrimental to the interest of the Company and its Shareholders as a whole. Accordingly, the Supervisory Committee approved the unlocking of 8,260,039 Restrict A Shares of 1,880 incentive participants granted under the Adjusted Initial Grant for the first Unlocking Period in accordance with the relevant requirements and regulations.

LEGAL OPINION FROM THE PRC COUNSEL

Fangda Partners, the PRC legal advisor of the Company, is of the opinion that the unlocking is in compliance with the requirements of the 2019 A Share Incentive Plan and the “Methods of Implementation, Assessment and Management of the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2019”, and the Company has fulfilled the necessary unlocking procedures in compliance with the applicable PRC laws and the provisions of the 2019 A Share Incentive Plan.

By order of the Board
WuXi AppTec Co., Ltd.*
Dr. Ge Li
Chairman

Hong Kong, June 25, 2021

As of the date of this announcement, the board of directors of the Company comprises Dr. Ge Li, Mr. Edward Hu, Dr. Steve Qing Yang, Mr. Zhaohui Zhang and Dr. Ning Zhao as executive directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive directors and Dr. Jiangnan Cai, Ms. Yan Liu, Mr. Dai Feng, Dr. Hetong Lou and Mr. Xiaotong Zhang as independent non-executive directors.

* *For identification purposes only*