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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 SECOND 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**”); (8) the announcements of the Company dated June 10, 2020, October 19, 2020, June 25, 2021 and October 29, 2021 in relation to, among other things, the repurchase and cancellation of part of the Restricted A Shares and Share Options granted under the 2019 A Share Incentive Plan; and (9) the announcement of the Company dated June 25, 2021 in relation to the unlocking and trading of the first tranche of Restricted A Shares granted under the Adjusted Initial Grant of 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.

On June 27, 2022, the Board considered and approved, among other things, the resolutions in relation to the fulfilment of the conditions for unlocking the second tranche of the Restricted A Shares granted under the Adjusted Initial Grant.

FULFILLMENT OF CONDITIONS FOR UNLOCKING THE SECOND 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 second Unlocking Period shall commence 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. As the Registration Date was December 31, 2019, the second Lock-up Period has expired on December 30, 2021 while the second Unlocking Period commenced on December 31, 2021. Incentive participants are entitled to apply for unlocking 30% 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 second tranche of Restricted A Shares granted under the Adjusted Initial Grant will expire on June 30, 2022.

(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.

As of the commencement of the second Unlocking Period, there are no circumstances which would prohibit unlocking having occurred.

(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 2020 was RMB16,535,431,465.41, representing an increase of RMB6.922 billion when compared with that of 2018, and thus the performance target of the Group for the second Unlocking Period was achieved.

Note:

The “operating revenue” represents the operating revenue as shown in the consolidated financial statements of the Company.

(ii) Performance target at individual level

Among the 1,818 incentive participants^(Note) of the 2019 A Share Incentive Plan, (a) 6 incentive participants had not reached the performance target at individual level for 2020, and the Restricted A Shares granted to them which are ineligible to be unlocked for the second Lock-Up Period have been repurchased and cancelled by the Company in accordance with the terms of the 2019 A Share Incentive Plan in August 2021; and (b) due to the resignation of 14 incentive participants prior to the second Lock-Up Period, the Company intended to repurchase and cancel the granted but not yet unlocked Restricted A Shares from such incentive participants. The remaining 1,800 incentive participants under the Adjusted Initial Grant of the second tranche of Restricted A Shares under the 2019 A Share Incentive Plan have reached the performance requirements at individual level and have fulfilled the conditions for unlocking the Restricted A Shares.

Note:

Among which 2 incentive participants had not reached the performance target at individual level for 2020, and the Restricted A Shares granted to them which are ineligible to be unlocked for the second Lock-Up Period have been repurchased and cancelled by the Company in accordance with the terms of the 2019 A Share Incentive Plan in August 2021, and since they also resigned prior to the second Lock-Up Period, the remaining Restricted A Shares that have been granted but not yet unlocked will be repurchased and cancelled.

(e) **Details of the incentive participants and the number of Restricted A Shares which have been unlocked in the second Unlocking Period**

Details of the incentive participants who have satisfied the conditions for unlocking the second 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 second Unlocking Period (Shares)	Proportion of Restricted A Shares to be unlocked for the second 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	63,000	30.00
2.	Steve Qing Yang	Executive Director, co-chief executive officer	193,200	57,960	30.00
3.	Minzhang Chen	Executive Director, co-chief executive officer	193,200	57,960	30.00
4.	Shuhui Chen	Vice president	193,200	57,960	30.00
5.	Chi Yao	Board secretary	42,000	12,600	30.00
6.	1,795 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)		18,890,877	5,667,263	30.00
A total of 1,800 incentive participants			<u>19,722,477</u>	<u>5,916,743</u>	<u>30.00</u>

(f) **Changes in share capital structure of the Company**

Nature of Shares		Before the change ^(Note 1)	Changes in share capital	<i>Unit: Share</i>
				After the change ^(Note 2)
A Shares	Shares with restricted conditions	12,464,899	-5,916,743	6,548,156
	Shares without restricted conditions	2,552,113,660	5,916,743	2,558,030,403
H Shares		<u>392,171,271</u>	<u>0</u>	<u>392,171,271</u>
Total		<u>2,956,749,830</u>	<u>0</u>	<u>2,956,749,830</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, 2022, being 2,956,749,830 Shares. As compared to the total issued share capital of the Company as at May 4, 2022 (being 2,955,913,987 Shares), there has been an increase in 835,843 A Shares without restricted conditions due to the exercise of the share options granted under the 2019 A Share Incentive Plan by the relevant incentive participants at their discretion during the period from May 5, 2022 to June 24, 2022.

Note 2: The number of shares after the change is based on the number of shares immediately before such unlocking, and has only taken into account the changes to the total issued share capital of the Company caused by the commencement of the listing of and trading in the second tranche of the Restricted A Shares granted under the Adjusted Initial Grant of the 2019 A Share Incentive Plan on July 1, 2022.

(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, 2022.

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 second 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 5,916,743 Restrict A Shares of 1,800 incentive participants under the Adjusted Initial Grant for the second 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 second 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 1,800 incentive participants under the Adjust Initial Grant of the 2019 A Share Incentive Plan for the second 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 handling of the matters in relation to the unlocking of the abovementioned Restricted A Shares that have fulfilled the conditions for unlocking.

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 27, 2022

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, Dr. Minzhang Chen, 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, Dr. Hetong Lou, Mr. Xiaotong Zhang and Mr. Dai Feng as independent non-executive directors.

* *For identification purposes only*