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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)

**REPURCHASE AND CANCELLATION OF PART OF
THE RESTRICTED A SHARES AND CANCELLATION OF PART OF
THE SHARE OPTIONS GRANTED UNDER
THE 2019 A SHARE INCENTIVE PLAN**

References are made to (i) the announcement of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) dated July 19, 2019; (ii) the circular of the Company dated August 5, 2019 (the “**Circular**”); (iii) the poll results announcement of the Company dated September 20, 2019; (iv) the announcement of the Company dated September 30, 2019; (v) the circular of the Company dated October 4, 2019; (vi) the poll results announcement of the Company dated November 18, 2019; (vii) the announcements of the Company dated November 25, 2019, June 10, 2020, August 16, 2020 and August 19, 2020 in relation to, among other things, (i) the adoption of the 2019 A Share Incentive Plan; (ii) the adoption of the list of Incentive Participants of the 2019 A Share Incentive Plan; (iii) 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; (iv) the initial grant of Restricted A Shares and Share Options under the 2019 A Share Incentive Plan; (v) the reserved grant of Restricted A Shares and Share Options under the 2019 A Share Incentive Plan; (vi) the repurchase and cancellation of part of the Restricted A Shares and cancellation of part of the Share Options granted under the 2019 A Share Incentive Plan; and (vii) the adjustment to the repurchase number and repurchase price of Restricted A Shares granted under the 2019 A Share Incentive Plan. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

The “Proposal on the Repurchase and Cancellation of Part of the Restricted A Shares and the Cancellation of Part of the Share Options Granted under the Restricted A Shares and Stock Option Incentive Plan of 2019 of the Company” was approved at the sixth meeting of the second session of the Board. Pursuant to the above proposal, due to (i) the departure of 33 Incentive Participants before the expiry of the lock-up period of the Restricted A Shares granted under the Initial Grant; and (ii) the departure of 30 Incentive Participants before the expiry of the vesting period of the Share Options, the Company shall (i) repurchase a total of 266,230 Restricted A Shares granted under the Initial Grant at the repurchase price of RMB22.95 per A Share; (ii) cancel 249,900 units of Share Options granted under the Initial Grant; and (iii) cancel 29,131 units of Share Options granted under the Reserved Grant. None of the above 63 Incentive Participants are connected persons of the Company as defined under the Listing Rules. The relevant matters are explained as follows:

I. The Information on the Repurchase and Cancellation of Part of the Restricted A Shares and the Cancellation of Part of the Share Options granted under the 2019 A Share Incentive Plan

(a) Basis of the Repurchase and Cancellation of Part of the Restricted A Shares and the Cancellation of Part of the Share Options Granted under the 2019 A Share Incentive Plan

Pursuant to the relevant terms of the 2019 A Share Incentive Plan in relation to the change in circumstances of the Incentive Participants as a result of the resignation, redundancy, failure to renew the labour contract upon the expiration or the termination of labour relations with the Company, the Restricted A Shares that have been granted to the Incentive Participants but are still subject to the lock-up period for the Initial Grant shall not be unlocked, and shall be repurchased and cancelled; while the Share Options that have been granted to the Incentive Participants but are not yet exercised shall not be exercised, and shall be cancelled by the Company.

As such, in light of the abovementioned (i) departure of 33 Incentive Participants before the expiry of the lock-up period of the Restricted A Shares granted under the Initial Grant; and (ii) departure of 30 Incentive Participants before the expiry of the vesting period of the Share Options, the Company agreed to (i) repurchase the granted but not yet unlocked Restricted A Shares from the abovementioned 33 Incentive Participants; and (ii) cancel the unexercised Share Options granted to the abovementioned 30 Incentive Participants, as considered and approved at the sixth meeting of the second session of the Board.

(b) Number of the Restricted A Shares to be Repurchased and Cancelled and the Number of the Share Options to be Cancelled

Pursuant to the 2019 A Share Incentive Plan and the approval of the sixth meeting of the second session of the Board, an aggregate of 266,230 Restricted A Shares granted under the Initial Grant shall be repurchased and cancelled, and (i) an aggregate of 249,900 Share Options granted under the Initial Grant; and (ii) an aggregate of 29,131 Share Options granted under the Reserved Grant shall be cancelled.

(c) Repurchase Price of the Restricted A Shares to be Repurchased and Cancelled

As the profit distribution plan of the Company for the year ended December 31, 2019 has been implemented, the repurchase price of the Restricted A Shares granted under the 2019 Share Incentive Plan has been adjusted accordingly pursuant to the relevant adjustment mechanism of the 2019 A Share Incentive Plan. As such, the repurchase price of the Restricted A Shares granted under the Initial Grant has been adjusted to RMB22.95 per A Share.

II. Table of Expected Changes in the Shareholding Structure of the Company Immediately upon the Repurchase and Cancellation of the Restricted A Shares

Class of Shares	Immediately before the repurchase and cancellation ^{Note}		Immediately after the repurchase and cancellation	
	Number of Shares issued	Percentage of shareholding	Number of Shares issued	Percentage of shareholding
A Shares	2,135,026,667	87.4312%	2,134,760,437	87.4298%
H Shares	306,924,384	12.5688%	306,924,384	12.5702%
Total number of Shares	<u>2,441,951,051</u>	<u>100.0000%</u>	<u>2,441,684,821</u>	<u>100.0000%</u>

Note: The number of shares issued and percentage of shareholding immediately before the repurchase and cancellation of the Restricted A Shares granted under the 2019 A Share Incentive Plan have taken into account the change of share capital after the repurchase and cancellation of part of the Restricted A Shares granted under the Restricted A Shares and Stock Option Incentive Plan of 2018 of the Company, details of which are set out in the relevant announcement of the Company dated October 19, 2020.

III. The Impact of the Repurchase and Cancellation of the Restricted A Shares on the Company

The repurchase and cancellation of part of the Restricted A Shares granted under the Initial Grant of the 2019 A Share Incentive Plan will not result in the shareholding distribution of the Company not being in compliance with the listing requirements under the Rules Governing the Listing of Stock on the Shanghai Stock Exchange by the Company, and will not affect the continued implementation of the 2019 A Share Incentive Plan and the public float of the Company as required under the Listing Rules, nor will it have a significant impact on the operating results of the Company.

IV. Opinion of the INEDs

The independent non-executive Directors (the “**INEDs**”) were of the view that: (i) repurchase and cancellation of part of the Restricted A Shares and cancellation of part of the Share Options granted to the Incentive Participants who departed before the expiry of the lock-up period or the vesting period under the 2019 A Share Incentive Plan were in compliance with the Administrative Measures on Share Incentives of Listed Companies (the “**Administrative Measures**”), the relevant laws and regulations and the terms of the 2019 A Share Incentive Plan; (ii) the reasons for, the repurchase number and repurchase price of the Restricted A Shares and the number of the Share Options to be cancelled are legal and effective; and (iii) the abovementioned matters will not result in the shareholding distribution of the Company not being in compliance with the listing requirements under the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, and will not affect the continued implementation of the 2019 A Share Incentive Plan of the Company and they are not detrimental to the interests of the Company and the Shareholders as a whole. As such, the INEDs agreed to the Company repurchasing and cancelling part of the Restricted A Shares granted under the 2019 A Share Incentive Plan, as well as cancelling part of the Share Options granted under the 2019 A Share Incentive Plan as abovementioned.

V. Examination Opinion of the Supervisory Committee

The Supervisory Committee was of the view that: (i) repurchase and cancellation of part of the Restricted A Shares and cancellation of part of the Share Options granted to the Incentive Participants who departed before the expiry of the lock-up period or the vesting period under the 2019 A Share Incentive Plan were in compliance with the Administrative Measures, the relevant laws and regulations and the terms of the 2019 A Share Incentive Plan; (ii) the reasons for, the repurchase number and repurchase price of the Restricted A Shares and the number of the Share Options to be cancelled are legal and effective; and (iii) the abovementioned matters will not result in the shareholding distribution of the Company not being in compliance with the listing requirements under the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, and will not affect the continued implementation of the 2019 A Share Incentive Plan of the Company and they are not detrimental to the interests of the Company and the Shareholders as a whole. As such, the Supervisory Committee agreed to the Company repurchasing and cancelling part of the Restricted A Shares granted under the 2019 A Share Incentive Plan, as well as cancelling part of the Share Options granted under the 2019 A Share Incentive Plan as abovementioned.

VI. Legal Opinion from the PRC Legal Advisor of the Company

Fangda Partners, the PRC legal advisor of the Company, is of the opinion that (i) the Company has obtained the necessary approvals and authorizations for the repurchase and cancellation of part of the Restricted A Shares and the cancellation of part of the Share Options and they are in compliance with the relevant requirements under the Administrative Measures and the 2019 A Share Incentive Plan; and (ii) the reasons for the repurchase and cancellation of part of the Restricted A Shares and the cancellation of part of the Share Options, and the repurchase number and the repurchase price of part of the Restricted A Shares are in compliance with the relevant requirements under the Administrative Measures and the 2019 A Share Incentive Plan.

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

Hong Kong, October 19, 2020

As of the date of this announcement, the Board 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