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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)

**(1) GRANT OF SHARE APPRECIATION RIGHTS
UNDER THE 2019 SHARE APPRECIATION SCHEME; AND
(2) PROPOSED ADOPTION OF THE LIST OF
INCENTIVE PARTICIPANTS**

References are made to the circular dated August 5, 2019 (the “**Circular**”) and the announcement dated September 20, 2019 (the “**Poll Results Announcement**”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”), in relation to, amongst other things, the proposed adoption of the 2019 Share Appreciation Scheme and the proposed adoption of the list of grantees under the Initial Grant (the “**List of Incentive Participants**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Circular and the Poll Results Announcement.

**(1) GRANT OF SHARE APPRECIATION RIGHTS UNDER THE 2019
SHARE APPRECIATION SCHEME**

On September 20, 2019, the 2019 Share Appreciation Scheme and the authorization for the Board to handle matter pertaining to 2019 Share Incentive Schemes were approved at the Company’s first extraordinary general meeting of 2019 (the “**First Extraordinary General Meeting**”), the second A Share class meeting for 2019 (the “**Second A Share Class Meeting**”) and the second H Share class meeting for 2019 (the “**Second H Share Class Meeting**”). Details of the 2019 Share Appreciation Scheme are set out in the Circular.

(I) Information of the grant under the 2019 Share Appreciation Scheme

On September 30, 2019, the Company granted 2,901,172 Share Appreciation Rights (representing approximately 0.1771% of the total share capital of the Company as at the date of the announcement of the proposed adoption of the 2019 Share Appreciation Scheme) to a total of 234 incentive participants under the 2019 Share Appreciation Scheme at the exercise price of HK\$72.00 per unit (the “**SAS Incentive Participants**”). Details of the allocation are set out as follows:

| | | Share Appreciation Rights granted as a percentage of total number of Share Appreciation Rights authorized under the 2019 Share Appreciation Scheme | Share Appreciation Rights granted as a percentage of the total issued Shares as at the date of the announcement of the proposed adoption of the 2019 Share Appreciation Scheme |
|---|--|---|---|
| Total number of SAS Incentive Participants | Total number of Share Appreciation Rights granted to SAS Incentive Participants | | |
| 234 | 2,901,172 | 100.00% | 0.1771% |

Note:

- (i) The SAS Incentive Participants under the 2019 Share Appreciation Scheme do not include supervisors and independent directors of the Company, nor Shareholders who holds 5% or above of the Shares of the Company individually or jointly or de-facto controllers of the Company and their respective spouses, parents and children.
- (ii) The number of Shares to be granted to any participant under all effective incentive plans of the Company does not exceed 1% of the total share capital of the Company at the time of submission of the 2019 Share Appreciation Scheme for consideration at the general meeting. The cumulative total number of underlying shares involved under all valid stock incentive plans does not exceed 10% of the total issued share capital of the Company as at the date on which the 2019 Share Appreciation Scheme is proposed to the general meeting.

(II) Exercise Arrangements of the Share Appreciation Rights under the 2019 Share Appreciation Scheme

| | Vesting Schedule | Exercisable period | Exercise Percentage |
|--------------------------|-------------------------|-----------------------------------|----------------------------|
| First batch of exercise | May 31, 2020 | From June 1, 2020 to May 31, 2021 | 40% |
| Second batch of exercise | May 31, 2021 | From June 1, 2021 to May 31, 2022 | 30% |
| Third batch of exercise | May 31, 2022 | From June 1, 2022 to May 31, 2023 | 30% |

(III) Payment Arrangement of the Share Appreciation Rights under the 2019 Share Appreciation Scheme

The incentives payable to the SAS Incentive Participants shall be calculated by the Company. The incentive amount for each Share Appreciation Right shall be equal to the excess of Redemption Price over the exercise price. The Redemption Price shall be linked with the price of the H Shares. Detailed determination method of the Redemption Price and the payment arrangement of the incentives shall be specified under the Agreement on Grant of Share Appreciation Rights of 2019 (《2019年股票增值權授予協議書》) to be entered into between the Company and the SAS Incentive Participants. The incentives shall be payable in cash by the Company or its subsidiary.

(IV) Implications of the Listing Rules

Pursuant to the 2019 Share Appreciation Scheme, the SAS Incentive Participants will be granted certain Share Appreciation Rights, with each of them being notionally linked to one H Share, and will be conferred the right to gain specified amount of benefits in cash from the increase in market price of the relevant H Shares. However, no H Shares will actually be issued to any SAS Incentive Participants. The 2019 Share Appreciation Scheme does not involve the grant of options over new Shares or other new securities issuable by the Company (or any of its subsidiaries) and therefore, it does not fall within the ambit of, and is not subject to, the regulations of Chapter 17 of the Listing Rules.

(2) PROPOSED ADOPTION OF THE LIST OF INCENTIVE PARTICIPANTS

As disclosed in the Circular, 13,657,803 Restricted A Shares and 5,292,174 Share Options, representing approximately 0.8338% and 0.3231% of the total share capital of the Company as at August 2, 2019 (being the latest practicable date of the Circular), respectively, were proposed to be granted initially under the 2019 A Share Incentive Plan to the Incentive Participants, including the Company's Directors, senior-level management, mid-level management, technical backbones, basic-level management and technicians (the "**Incentive Participant(s)**").

The List of Incentive Participants, along with other matters relating to the adoption of the 2019 A Share Incentive Plan, were voted upon at the First Extraordinary General Meeting, the Second A Share Class Meeting and the Second H Share Class Meeting held on September 20, 2019. As disclosed in the Poll Results Announcement, the adoption of the 2019 A Share Incentive Plan was approved in all three meetings. The resolution to approve the List of Incentive Participants was passed at the First Extraordinary General Meeting and the Second A Share Class Meeting but not at the Second H Share Class Meeting.

Notwithstanding that the statutory review and approval process required under the relevant PRC laws and regulations has been duly completed given (1) the List of Incentive Participants has been considered and approved by the Supervisory Committee and has been published and announced and (2) the Supervisory Committee has also issued an approval and explanatory statement on the publication and announcement in respect of the List of Incentive Participants, on the belief and view that the implementation of the 2019 A Share Incentive Plan supports and promotes the long-term interests of the Company and the Shareholders, the Company remains earnest in promoting the 2019 A Share Incentive Plan and wishes to follow through its initial plan to voluntarily seek the approval on the List of Incentive Participants from the H Shareholders and therefore proposes to convene a third H Share class meeting for 2019 (the "**Third H Share Class Meeting**") to reconsider the List of Incentive Participants with a view to demonstrating the Company's (1) utmost respect for the opinions of the Shareholders, (2) steadfast principle in consulting the views of the Shareholders on the 2019 A Share Incentive Plan and (3) all-time commitment to valuing the views of the Shareholders in its corporate governance regime. As the List of Incentive Participants has already been passed at the First Extraordinary General Meeting and the Second A Share Class Meeting, a special resolution to consider and approve the List of Incentive Participants will only be proposed at a H Share class meeting of the Company.

A circular containing, among other things, information on the proposed adoption of the of the List of Incentive Participants and a notice convening the Third H Share Class Meeting of the Company, will be despatched to the H Shareholders on or around October 4, 2019.

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

Hong Kong, September 30, 2019

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Mr. Xiaozhong Liu, 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 purpose only*