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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 INITIAL GRANT OF
RESTRICTED A SHARES FOR THE THIRD UNLOCKING PERIOD
UNDER THE 2018 A SHARE INCENTIVE PLAN**

References are made to the (i) prospectus 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 December 3, 2018 (the “**Prospectus**”); (ii) the announcements of the Company in relation to, among other things, (a) the repurchase and cancellation of part of the Restricted A Shares granted under the Restricted A Shares and Stock Option Incentive Plan of 2018 adopted by the Company (the “**2018 A Share Incentive Plan**”); and (b) the unlocking and trading of the Initial Grant (as defined below) of Restricted A Shares for the second Unlocking Period (as defined below) under the 2018 A Share Incentive Plan; and (c) the adjustment to the repurchase price and number of the Restricted A Shares granted under the Initial Grant of the 2018 A Share Incentive Plan and the repurchase and cancellation of part of the Restricted A Shares granted under the Initial Grant of the 2018 A Share Incentive Plan, dated March 22, 2019, June 13, 2019, June 18, 2019, July 19, 2019, September 17, 2019, September 20, 2019, June 10, 2020, August 16, 2020, August 19, 2020, October 19, 2020, December 14, 2020, December 17, 2020, May 6, 2021, June 25, 2021, August 26, 2021, August 31, 2021, October 29, 2021, January 11, 2022 and January 14, 2022 (collectively, the “**Announcements**”). Unless otherwise stated, the terms used in this announcement shall have the same meanings as those defined in the Prospectus and the Announcements.

The 2018 A Share Incentive Plan was approved at the Shareholders’ meeting and became effective on August 22, 2018. The Shares granted under the 2018 A Share Incentive Plan consist of Restricted A Shares and A Share share options. The date of the initial grant of the Restricted A Shares (the “**Initial Grant**”) under the 2018 A Share Incentive Plan was August 28, 2018.

On April 28, 2022, the Board considered and approved, among other things, the resolutions in relation to the fulfilment of the conditions for unlocking the Restricted A Shares granted under the Initial Grant for the third Unlocking Period (as defined below). Due to the departure of 3 incentive participants before the expiry of the relevant Lock-up Period, the Restricted A Shares which have been granted to the abovementioned incentive participants but have not fulfilled the conditions for unlocking will be repurchased and cancelled by the Company in due course. As a result, a total of 1,162 incentive participants have satisfied the conditions for unlocking the Restricted A Shares granted under the Initial Grant for the third Unlocking Period (as defined below) and a total of 3,786,121 Restricted A Shares can be unlocked, representing approximately 0.1281% of the total share capital of the Company and approximately 0.1477% of the total number of A Shares of the Company as at the date of this announcement, respectively.

FULFILLMENT OF CONDITIONS FOR UNLOCKING THE INITIAL GRANT OF RESTRICTED A SHARES FOR THE THIRD UNLOCKING PERIOD UNDER THE 2018 A SHARE INCENTIVE PLAN

(a) Expiry of the lock-up period

Pursuant to the terms of the 2018 A Share Incentive Plan, the Restricted A Shares granted under the 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 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 third Unlocking Period shall commence 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. As the Registration Date was November 12, 2018, the third Lock-up Period has expired on November 11, 2021 while the third Unlocking Period commenced on November 12, 2021.

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

Pursuant to the terms of the 2018 A Share Incentive Plan, no incentive participant shall transfer the Restricted A Share to any third party in any form within the six months from the expiration of each Lock-up Period (the “**Black-out Period**”).

For all holders of Restricted A Shares who have fulfilled the conditions for unlocking the Restricted A Shares, the Company shall complete the unlocking procedures upon the expiration of the Black-out Period.

The third Black-out Period for the Restricted A Shares under the Initial Grant will expire on May 11, 2022.

(c) Fulfillment of conditions for unlocking of Restricted A Shares under the Initial Grant for the third Unlocking Period

Pursuant to the terms of the 2018 A Share Incentive Plan, the following conditions must be fulfilled before the Restricted A Shares granted under the Initial Grant can be unlocked:

(I) None of the following circumstances has occurred to the Company:

1. issue of the Company’s financial and accounting report for the most recent accounting year in which a certified public accountant gives a negative 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 a negative 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 forbidden by the laws and regulations; and

5. other circumstances as determined by the CSRC.

As at the date of this announcement, none of the abovementioned circumstances has occurred to the Company.

(II) None of the following circumstances has occurred to the incentive participant:

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 Company Law of the People's Republic of China;
5. such incentive participant is prohibited by laws and regulations from participating in equity incentive scheme of listed companies; and
6. other circumstances as determined by the CSRC.

As at the date of this announcement, none of the abovementioned circumstances has occurred to the relevant incentive participants under the Initial Grant of the Restricted A Shares under the 2018 A Share Incentive Plan.

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

(i) Performance target at the Group's level

Unlocking period	Performance targets
First Unlocking Period of the Initial Grant	The growth rate of operating income for 2018 is not less than 15% of that of 2017

Second Unlocking Period of the Initial Grant The growth rate of operating income for 2019 is not less than 30% of that of 2017

Third Unlocking Period of the Initial Grant The growth rate of operating income for 2020 is not less than 45% of that of 2017

The operating revenue of the Company for 2020 was RMB16,535,431,465.41, representing an increase of 112.94% when compared with that of 2017, and thus the performance target of the Group for the third 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:*

Pursuant to the employee performance appraisal system of the Company, the remuneration and appraisal committee of the Company shall conduct annual performance appraisal on the incentive participants of the 2018 A Share Incentive Plan and determine their respective performance rating. The number of the Restricted A Shares to be unlocked for an incentive participant shall be determined as follows:

The actual number of the Restricted A Shares to be unlocked for that particular year = Standard factor x the number of Restricted A Shares allowed to be unlocked for that particular year

The standard factor shall be 100% if the performance rating is B or above; or 0% if the performance rating is below B.

The incentive participants under the Initial Grant of the Restricted A Shares under the 2018 A Share Incentive Plan have reached the performance requirements at individual level and have fulfilled the conditions for unlocking the Restricted A Shares granted under the Initial Grant for the third Unlocking Period.

Save for 3 incentive participants who have departed before the expiry of the relevant Lock up Period, a total of 1,162 incentive participants have satisfied the conditions for unlocking the Restricted A Shares granted under the Initial Grant for the third Unlocking Period and a total of 3,786,121 Restricted A Shares can be unlocked, representing approximately 0.1281% of the total share capital of the Company and approximately 0.1477% of the total number of A Shares of the Company as at the date of this announcement, respectively.

(d) Details of the incentive participants and the number of Restricted A Shares granted under the Initial Grant which can be unlocked in the third Unlocking Period

Details of the incentive participants who have satisfied the conditions for unlocking the respective Restricted A Shares granted under the Initial Grant for the third Unlocking Period pursuant to the 2018 A Share Incentive Plan are set out as follows:

No.	Name	Position	Number of Restricted A Shares granted under the Initial Grant pursuant to the 2018 A Share Incentive Plan (Shares)	Number of Restricted A Shares granted under the Initial Grant to be unlocked for the third Unlocking Period (Shares)	Proportion of Restricted A Shares granted under the Initial Grant to be unlocked for the third Unlocking Period to the total number of Restricted A Shares granted to the incentive participants under the Initial Grant pursuant to the 2018 A Share Incentive Plan (%)
1.	Edward Hu	Executive director, vice chairman and global chief investment officer	214,033	64,210	30.00
2.	Steve Qing Yang	Executive director and co-chief executive officer	152,407	45,722	30.00
3.	Shuhui Chen	Vice president	222,733	66,820	30.00
4.	Chi Yao	Board secretary	31,517	9,455	30.00
5.	1,158 incentive participants which consist of senior-level managers, mid-level managers and backbone technicians, and junior-level managers and other technicians of the Company		11,999,713	3,599,914	30.00
A total of 1,162 incentive participants			12,620,403	3,786,121	30.00

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

Unit: Share

Nature of Shares		Before the change	Changes in share capital	After the change
A Shares	Shares with restricted conditions	16,251,020	-3,786,121	12,464,899
	Shares without restricted conditions	2,547,491,696	3,786,121	2,551,277,817
H Shares		<u>392,171,271</u>	<u>0</u>	<u>392,171,271</u>
Total		<u>2,955,913,987</u>	<u>0</u>	<u>2,955,913,987</u>

Note 1: The total issued share capital of the Company immediately before the unlocking and trading of Restricted A Shares as disclosed in this announcement is based on the Company's total issue share capital as at May 4, 2022, being 2,955,913,987 Shares, 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 Restricted A Shares under the reserved grant of the 2018 A Share Incentive Plan to be unlocked for the second Unlocking Period on May 9, 2022. As compared to the total issued share capital of the Company as at April 27, 2022 (being 2,955,833,740 Shares), there has been an increase in 80,247 A Shares without restricted conditions which was due to the exercise of the share options granted under the Company's Restricted A Shares and Stock Option Incentive Plan of 2019 by the relevant incentive participants at their discretion during the period from April 28, 2022 to April 30, 2022.

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

(f) **Commencement of the listing of and trading in the Restricted A Shares to be unlocked**

The listing of and trading in the Restricted A Shares to be unlocked shall commence on May 12, 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 2018 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 2018”. The relevant conditions of the unlocking 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 3,786,121 Restrict A Shares of 1,162 incentive participants granted under the Initial Grant under the 2018 A Share Incentive Plan for the third 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 have been fulfilled. The qualification of the 1,162 incentive participants as incentive participants under the Initial Grant of the 2018 A Share Incentive Plan 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 3,786,121 Restrict A Shares of 1,162 incentive participants under the Initial Grant under the 2018 A Share Incentive Plan for the third 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 2018 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 2018”, and the Company has fulfilled the necessary unlocking procedures in compliance with the applicable PRC laws and the provisions of the 2018 A Share Incentive Plan.

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

Hong Kong, May 5, 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, 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*