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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 RESTRICTED A SHARES GRANTED UNDER
THE SPECIAL 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 “**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 circular and the poll results announcement of the Company dated March 31, 2020 and May 15, 2020, respectively, in relation to, among other things, the 2019 Profit Distribution Plan (as defined below). 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. Amongst the Restricted A Shares granted under the Adjusted Initial Grant, 174,220 Restricted A Shares were granted as special grants (the “**Special Grant**”) (as adjusted following the implementation of the profit distribution plan of the Company for the year ended December 31, 2019 on June 4, 2020 under which 4 new Shares were issued for every existing 10 Shares held by the Shareholders on June 3, 2020 (being the relevant record date) by way of capitalization of reserve and a cash dividend of RMB3.37 (inclusive of tax) for every 10 Shares was distributed to the Shareholders (collectively, the “**2019 Profit Distribution Plan**”)) and are subject to different conditions and restrictions from the other Adjusted Incentive Participants who are independent of the Company and its connected persons as defined under the Listing Rules (please refer to the Circular for further details).

On March 1, 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 Special Grant.

FULFILLMENT OF CONDITIONS FOR UNLOCKING THE RESTRICTED A SHARES GRANTED UNDER THE SPECIAL 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 four tranches of the Restricted A Shares granted under the Special Grant will be locked up from the Registration Date to February 28, 2021, February 28, 2022, February 28, 2023 and February 29, 2024, respectively (each a “**Lock-up Period**”). The unlocking periods (each an “**Unlocking Period**”) in relation to the Restricted A Shares granted under the Special Grant are as follows:

	Unlocking Period	Proportion of unlocking
First Unlocking Period	From March 1, 2021 to February 28, 2022	20%
Second Unlocking Period	From March 1, 2022 to February 28, 2023	20%
Third Unlocking Period	From March 1, 2023 to February 29, 2024	20%
Fourth Unlocking Period	From March 1, 2024 to February 28, 2025	40%

The first Lock-up Period has expired on February 28, 2021 while the first Unlocking Period commenced on March 1, 2021. The Adjusted Incentive participants that were granted Restricted A Shares under the Special Grant are entitled to apply for unlocking 20% of the Restricted A Shares held by them upon the fulfillment of certain specific conditions.

(b) Conditions for unlocking of Restricted A Shares granted under the Special 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 Special 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;
4. the implementation of the share incentive scheme is forbidden 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:

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.

(III) The following performance targets must be achieved for unlocking the Restricted A Shares granted under the Special 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 Adjusted Incentive Participants (no performance indicators for the fourth Unlocking Period for the Special Grant) 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.

(c) **Fulfilment of conditions for unlocking the Restricted A Shares granted under the Special 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 was 1 incentive participant under the Special Grant of the Restricted A Shares under the 2019 A Share Incentive Plan, who has reached the performance requirements at individual level and has fulfilled the conditions for unlocking the Restricted A Shares.

(d) **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 participant who has satisfied the conditions for unlocking the Restricted A Shares under the Special 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 Special 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.	Senior-level manager (Special Grant portion)		174,220	34,843	20.00
A total of 1 incentive participant			174,220	34,843	20.00

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

Nature of Shares		Before the change	Changes in share capital	<i>Unit: Share</i> After the change
A Shares	Shares with restricted conditions	721,558,083	-34,843	721,523,240
	Shares without restricted conditions	1,413,300,354	34,843	1,413,335,197
	Sub-total	2,134,858,437	0	2,134,858,437
H Shares		<u>315,107,181</u>	<u>0</u>	<u>315,107,181</u>
Total		<u>2,449,965,618</u>	<u>0</u>	<u>2,449,965,618</u>

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

The listing of and trading in the aforementioned unlocked Restricted A Shares shall commence on March 5, 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 34,843 Restrict A Shares of 1 incentive participant under the Special 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 Special Grant of the 2019 A Share Incentive Plan have been fulfilled. The qualification of the 1 incentive participant under the Special 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 34,843 Restrict A Shares of 1 incentive participant granted under the Special 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, March 1, 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*