

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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) PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY
(2) PROPOSED AMENDMENTS TO THE BUSINESS SCOPE
OF THE COMPANY
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) hereby announces that in light of the recent development of the Company, the Company proposes to change its registered capital, amend its business scope and the articles of association of the Company (the “**Articles of Association**”).

(1) PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY

Reference is made to the announcement of the Company dated March 23, 2019 in relation to the repurchase and cancellation of 31,347 Restricted A Shares (as defined therein). The repurchase and cancellation of Restricted A Shares was completed on July 18, 2019. Accordingly, the total number of shares of the Company was changed from 1,170,062,286 shares to 1,170,030,939 shares, and the registered capital of the Company was changed from RMB1,170,062,286 to RMB1,170,030,939.

Reference is made to the circular of the Company dated April 18, 2019 (the “**Circular**”). The Proposal on the 2018 Profit Distribution Plan of the Company was approved at the 2018 annual general meeting, 2019 first session of A Share Class Meeting and 2019 first session of H Share Class Meeting held on June 3, 2019 by the Company. Pursuant to the 2018 Profit Distribution Plan (as defined in the Circular), 4 shares of the Company were issued for every 10 shares of the Company held by the shareholders of the Company on the relevant record date by way of capitalization of reserve. As the 2018 Profit Distribution Plan was completed, a total of 468,012,375 shares were issued. The newly-issued shares were available for trading commencing on July 3, 2019. Accordingly, the total number of shares of the Company has changed from 1,170,030,939 shares to 1,638,043,314 shares, and the registered capital of the Company has changed from RMB1,170,030,939 to RMB1,638,043,314.

As a result of the above change of registered capital of the Company, the Board proposes to change the Company's registered capital from RMB1,170,062,286 divided into 1,170,062,286 shares to RMB1,638,043,314 divided into 1,638,043,314 shares.

The proposed changes in registered capital shall be subject to the approval by resolution of shareholders at general meeting and all the necessary approval, authorization, filing and/or registration from the relevant governmental or regulatory authorities of the People's Republic of China (the "PRC").

(2) **PROPOSED AMENDMENTS TO THE BUSINESS SCOPE OF THE COMPANY**

The original business scope of the Company includes "the production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services; outward investment with own funds. (Projects subject to approval according to law may only commence operation after approval by relevant departments)" (the "**Original Business Scope**").

In light of the current operating activities and principal business of the Company, the Company proposes to amend the Original Business Scope. The revised business scope will be "development, research and approval of new drugs, and research and development of pharmaceutical intermediates and refined chemical products (excluding hazardous chemicals); technology development, transfer, services and consultation of pharmaceutical technology, biotechnology, combinatorial chemistry, organic chemistry, medical technology, detection technology and computer technology; wholesale of medical devices and drugs of Class I and sales of machinery and spare parts; import and export business of various commodities and technologies of its own and on agency basis (other than commodities and technologies which are restricted for business operation or prohibited for import to or export from the PRC); corporate management consultation, medicine information consultation and health consultation (excluding medical treatment activities or psychological counselling); house leasing; conference and exhibition services; outward investment with own funds. (Projects subject to approval according to law may only commence operation after approval by relevant departments)".

The proposed changes of the business scope of the Company shall be subject to the approval by resolution of shareholders at general meeting.

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the changes in the business scope and registered capital of the Company and to further refine its corporate governance, the Board proposes to make relevant amendments to the Articles of Association as follows:

Original Articles	Amended Articles
<p>Article 6 The registered capital of the Company is RMB1,170,062,286.</p>	<p>Article 6 The registered capital of the Company is RMB<u>1,170,062,286</u> <u>1,638,043,314</u>.</p>
<p>Article 15 The Company's business scope registered according to law: production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services; outward investment with own funds. (Projects subject to approval according to law may only commence operation after approval by relevant departments).</p>	<p>Article 15 The Company's business scope registered according to law: production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services; outward investment with own funds. (Projects subject to approval according to law may only commence operation after approval by relevant departments) <u>development, research and approval of new drugs, and research and development of pharmaceutical intermediates and refined chemical products (excluding hazardous chemicals); technology development, transfer, services and consultation of pharmaceutical technology, biotechnology, combinatorial chemistry, organic chemistry, medical technology, detection technology and computer technology; wholesale of medical devices and drugs of Class I and sales of machinery and spare parts; import and export business of various commodities and technologies of its own and on agency basis (other than commodities and technologies which are restricted for business operation or prohibited for import to or export from the PRC); corporate management consultation, medicine information consultation and health consultation (excluding medical treatment activities or psychological counselling); house leasing; conference and exhibition services; outward investment with own funds. (Projects subject to approval according to law may only commence operation after approval by relevant departments).</u></p>

Original Articles	Amended Articles
<p>Article 51 Within thirty days before convention of a general meeting or within five (5) days before the base date of dividend distribution decided by the Company, no change of registration of the register of shareholders arising from share transfer shall be conducted.</p>	<p>Article 51 Within thirty days before convention of a general meeting or within five (5) days before the base date of dividend distribution decided by the Company, no change of registration of the register of shareholders arising from share transfer shall be conducted. <u>The aforesaid provision shall apply to holders of H Shares.</u></p>
<p>Article 58 The shareholders of ordinary shares of the Company shall have the following rights:</p> <p>(I) to receive dividends and profit distributions in any other form in proportion to the shares they hold;</p> <p>.....</p> <p>(V) to acquire relevant information according to the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the Articles of Association obtained after paying the cost; 2. after paying reasonable fees, have the right to consult and reproduce: <ol style="list-style-type: none"> (1) the whole and all parts of register of shareholders; (8) duplicate of annual report for the recent year that has been submitted to the administration for industry and commerce and other competent authorities. 	<p>Article 58 The shareholders of ordinary shares of the Company shall have the following rights:</p> <p>(I) to receive dividends and profit distributions in any other form in proportion to the shares they hold;</p> <p>.....</p> <p>(V) to acquire relevant information according to the provisions of the Articles of Association, including:</p> <ol style="list-style-type: none"> 1. the Articles of Association obtained after paying the cost; 2. after paying reasonable fees, have the right to consult and reproduce: <ol style="list-style-type: none"> (1) the whole and all parts of register of shareholders; (8) duplicate of annual report for the recent year that has been submitted to the <u>administration for industry and commerce company registration authority</u> and other competent authorities.

Original Articles	Amended Articles
<p>Article 72 The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting and online. The Company will also provide telephone or any other means for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. The time and venue of meeting shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders' participation in the meeting. Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.</p>	<p>Article 72 The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting and online. The Company will also provide telephone or any other means <u>online voting method</u> for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. The time and venue of meeting shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders' participation in the meeting. Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.</p>
<p>Article 138 Directors shall be elected or replaced at general meetings and shall each serve a term of three years. A director may seek re-election upon expiry of the said term. A director, before his term of office expires, shall not be dismissed by the general meeting without any reason. However, the general meeting of shareholders may remove any director before the expiration of the term of office in the form of ordinary resolution subject to the relevant laws and regulations in the place where the stocks of the Company are listed as well as the listing rules of the stock exchange (however, the claim for damages in accordance with any contract is not affected).</p>	<p>Article 138 Directors shall be elected or replaced at general meetings and shall each serve a term of three years. A director may seek re-election upon expiry of the said term. A director, before his term of office expires, <u>may</u> shall not be dismissed by the general meeting without any reason. However, the general meeting of shareholders may remove any director before the expiration of the term of office in the form of ordinary resolution subject to the relevant laws and regulations in the place where the stocks of the Company are listed as well as the listing rules of the stock exchange (however, the claim for damages in accordance with any contract is not affected).</p>

Original Articles	Amended Articles
<p>The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association until a new director is elected.</p>	<p>The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association until a new director is elected.</p>
<p>The Company shall enter into contracts with directors to specify the rights and obligations of the Company and directors, the term of office of directors, the liabilities of directors in case of breach of laws, regulations and the Articles of Association and the compensation from the Company in case of early termination of such contracts by the Company.</p>	<p>The Company shall enter into contracts with directors to specify the rights and obligations of the Company and directors, the term of office of directors, the liabilities of directors in case of breach of laws, regulations and the Articles of Association and the compensation from the Company in case of early termination of such contracts by the Company.</p>
<p>A director may serve concurrently as president (CEO) or other senior management officers, but the directors serving concurrently as such and directors who are employee representatives shall not be more than half of the directors of the Company.</p>	<p>A director may serve concurrently as president (CEO) or other senior management officers, but the directors serving concurrently as such and directors who are employee representatives shall not be more than half of the directors of the Company.</p>
<p>It is not necessary for directors to hold shares of the Company.</p>	<p>It is not necessary for directors to hold shares of the Company.</p>

Original Articles	Amended Articles
<p>Article 163 The Board may establish special committees such as strategy committee, audit committee, nomination committee, and remuneration and evaluation committee according to relevant resolutions of the general meeting. All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall be the majority and shall act as conveners, the audit committee shall at least include one accountant as independent director, and the convener shall be an accounting professional.</p> <p>Special committees may engage intermediaries to provide professional opinions. Expenses required for duty performance by special committees shall be borne by the Company.</p>	<p>Article 163 The Board may establish special committees such as strategy committee, audit committee, nomination committee, and remuneration and evaluation committee according to relevant resolutions of the general meeting. <u>The special committees shall be accountable to the Board and perform duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and approval.</u> All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall be the majority and shall act as conveners, the audit committee shall at least include one accountant as independent director, and the convener shall be an accounting professional. <u>The Board shall formulate the rules of procedures of the special committees to regulate their operation.</u></p> <p>Special committees may engage intermediaries to provide professional opinions. Expenses required for duty performance by special committees shall be borne by the Company.</p>
<p>Article 185 Members of staff of the controlling shareholders and de facto controllers of the Company who serve positions other than director shall not serve as senior management officer of the Company.</p>	<p>Article 185 Members of staff of the controlling shareholders and de facto controllers of the Company who serve <u>administrative positions</u> other than director <u>and supervisor</u> shall not serve as senior management officer of the Company.</p>

Original Articles	Amended Articles
<p>Article 208 The Supervisory Committee shall comprise shareholder’s representatives and an appropriate proportion of corporate representatives, of which proportion of employee representatives shall not be lower than one third. The method and procedure for nominating shareholder supervisors are:</p> <p>(I) the candidates for shareholder supervisors shall be nominated by the Supervisory Committee or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company, and shall be elected at a general meeting of the Company.</p> <p>(II) the candidates for shareholder supervisors shall, before the notice of the general meeting is sent, provide written undertakings that they accept the nomination, that the information announced about them is true and complete, and that they will diligently fulfil the duties as supervisors if elected.</p> <p>The Supervisory Committee shall disclose detailed information relating to candidates for shareholder supervisors ten days before the general meeting is convened, so that the shareholders will have sufficient understanding of the candidates in voting.</p>	<p>Article 208 The Supervisory Committee shall comprise shareholder’s representatives and an appropriate proportion of corporate representatives, of which proportion of employee representatives shall not be lower than one third. <u>including one employee representative and two shareholder’s representatives.</u> The method and procedure for nominating shareholder supervisors are:</p> <p>(I) the candidates for shareholder supervisors shall be nominated by the Supervisory Committee or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company, and shall be elected at a general meeting of the Company.</p> <p>(II) the candidates for shareholder supervisors shall, before the notice of the general meeting is sent, provide written undertakings that they accept the nomination, that the information announced about them is true and complete, and that they will diligently fulfil the duties as supervisors if elected.</p> <p>The Supervisory Committee shall disclose detailed information relating to candidates for shareholder supervisors ten days before the general meeting is convened, so that the shareholders will have sufficient understanding of the candidates in voting.</p>
<p>Article 209 The employee representatives in the Supervisory Committee shall be elected democratically at the employee representatives’ meeting, employees’ meeting or in other forms.</p>	<p>Article 209 The employee representatives in the Supervisory Committee shall be elected democratically at the employee representatives’ meeting; employees’ meeting or in other forms.</p>

Original Articles	Amended Articles
<p>Article 298 The Articles of Association shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles of Association, the Chinese version of Articles of Association latest approved and registered by Wuxi Administration for Industry and Commerce shall prevail.</p>	<p>Article 298 The Articles of Association shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles of Association, the Chinese version of Articles of Association latest approved and registered by Wuxi Administration for Industry and Commerce <u>company registration authority</u> shall prevail.</p>

Apart from the above amendments, references to the “president (CEO)” in the original Articles of Association shall be amended as “manager (president and CEO)”. The proposed amendments to the Articles of Association will be put forward to the Company’s shareholders for approval at the general meeting.

Save for the proposed amendments, the content of other chapters and articles shall remain unchanged. The English version of the proposed amendments is an unofficial translation of its Chinese version and therefore it is for reference only. In case of discrepancies, the Chinese version shall prevail.

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

Hong Kong, July 19, 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*