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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**”); (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); (9) the announcement of the Company dated March 1, 2021 in relation to the unlocking and trading of the first tranche of the Restricted A Shares granted under the Special Grant of the 2019 A Share Incentive Plan; and (10) the circular and the poll results announcement of the Company dated April 9, 2021 and May 13, 2021, respectively, in relation to, among other things, the 2020 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.

Resolutions in relation to the 2019 A Share Incentive Plan and related matters were considered and approved at (i) the first extraordinary general meeting of the Company of 2019, the second A Share class meeting of the Company of 2019 and the second H Share class meeting of the Company of 2019 held on September 20, 2019, and (ii) the third H Share class meeting of the Company of 2019 held on November 18, 2019. 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, 124,443 Restricted A Shares were granted as special grants (the “**Special Grant**”) (which was subsequently changed following the adjustment as a result of the implementation of (i) the profit distribution plan of the Company for the year ended December 31, 2019 on June 4, 2020 (the “**2019 Profit Distribution Plan**”) and (ii) the profit distribution plan of the Company for the year ended December 31, 2020 on June 8, 2021 (the “**2020 Profit Distribution Plan**”). In addition, listing of and trading in 34,843 Restricted A Shares which have been unlocked in the first Unlocking Period (as defined below) commenced on March 5, 2021. The Restricted A Shares granted under the Special Grant are subject to different conditions and restrictions from the other 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 February 23, 2022, the Board considered and confirmed that the Restricted A Shares granted under the Special Grant pursuant to the 2019 A Share Incentive Plan will enter into the second Unlocking Period on March 1, 2022. As of the date of this announcement, the conditions for unlocking the second tranche of the Restricted A Shares granted under the Special Grant pursuant to the 2019 A Share Incentive Plan (as further particularized below) have been fulfilled, and the Board approved the handling of the unlocking matters for the abovementioned Restricted A Shares that would have fulfilled the conditions for unlocking.

FULFILLMENT OF CONDITIONS FOR UNLOCKING THE RESTRICTED A SHARES GRANTED UNDER THE SPECIAL GRANT OF THE 2019 A SHARE INCENTIVE PLAN

(a) 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%

	Unlocking Period	Proportion of unlocking
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 second Lock-up Period will expire on February 28, 2022 while the second Unlocking Period will commence on March 1, 2022. The Incentive Participant that was granted Restricted A Shares under the Special Grant is entitled to apply for unlocking 20% of the Restricted A Shares granted to him 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.

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 participant under the Special Grant of the Restricted A Shares under the 2019 A Share Incentive Plan.

(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 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 2020 was RMB16,535,431,465.41, representing an increase of RMB6.922 billion when compared with that of 2018, and thus the performance target of the Group for the second 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 are to be unlocked in the second 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 <i>(Shares)</i>	Number of Restricted A Shares to be unlocked for the second Unlocking Period <i>(Shares)</i>	Proportion of Restricted A Shares to be unlocked for the second Unlocking Period to the total number of Restricted A Shares granted to the incentive participant pursuant to 2019 A Share Incentive Plan <i>(%)</i>
1.	Senior-level manager (Special Grant portion)	209,060	41,812	20.00
A total of 1 incentive participant		<u>209,060</u>	<u>41,812</u>	<u>20.00</u>

Note:

The number of Restricted A Shares granted under the Special Grant pursuant to the 2019 A Share Incentive Plan and the number of Restricted A Shares to be unlocked for the second Unlocking Period have been adjusted pursuant to the 2019 Profit Distribution Plan and the 2020 Profit Distribution Plan.

(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	16,635,290	-41,812	16,593,478
	Shares without restricted conditions	2,546,945,561	41,812	2,546,987,373
H Shares		<u>392,171,271</u>	<u>0</u>	<u>392,171,271</u>
Total		<u>2,955,752,122</u>	<u>0</u>	<u>2,955,752,122</u>

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

The listing of and trading in the aforementioned Restricted A Shares to be unlocked shall commence on March 1, 2022.

OPINION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors (the “INEDs”) had formed the following independent opinion:

The proposed unlocking of 41,812 Restricted A Shares of 1 incentive participant under the Special Grant for the second Unlocking Period 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 abovementioned Restricted A Shares involved in the unlocking arrangement will enter the second Unlocking Period on March 1, 2022. As of the date of this announcement, the unlocking conditions of the second Unlocking Period have been fulfilled. The proposed 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 handling of the unlocking matters for the abovementioned Restricted A Shares that would have fulfilled the conditions for unlocking.

OPINION FROM THE SUPERVISORY COMMITTEE

The Supervisory Committee had formed the following opinion:

The Restricted A Shares granted under the Special Grant of the 2019 A Share Incentive Plan will enter into the second Unlocking Period on March 1, 2022. As of the date of this announcement, the unlocking conditions of the second Unlocking Period have been fulfilled. The qualification of the 1 incentive participant under the Special Grant of the 2019 A Share Incentive Plan for the second Unlocking Period is legal and effective. The proposed 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 handling of the unlocking matters for the abovementioned Restricted A Shares that would have fulfilled the conditions for unlocking.

LEGAL OPINION FROM THE PRC COUNSEL

Fangda Partners, the PRC legal advisor of the Company, is of the opinion that the Restricted A Shares granted under the Special Grant of the 2019 A Share Incentive Plan will enter into the second Unlocking Period on March 1, 2022. As of the date of this legal opinion, 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, February 23, 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*