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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)

PROPOSED ISSUE OF USD-DENOMINATED CONVERTIBLE BONDS

This announcement is made by the Company pursuant to Part XIVA of the SFO and Rule 13.09 of the Listing Rules.

The Company proposes to conduct an international offering of USD-denominated convertible bonds to professional investors only.

As at the date of this announcement, the amount, terms and conditions of the Proposed Bonds Issue have yet to be determined. Upon finalising the terms of the Bonds, the Company, the Joint Lead Managers and the Co-Manager are expected to enter into a subscription agreement in respect of the Proposed Bonds Issue. The completion of the Proposed Bonds Issue is subject to market conditions and investor interest. The Company will make further announcement(s) in respect of the Proposed Bonds Issue should the subscription agreement in respect of the Proposed Bonds Issue be signed. **The Bonds to be issued under the Proposed Bonds Issue will not be offered or sold in Hong Kong to the public within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Bonds to be issued under the Proposed Bonds Issue will be offered by way of debt issue to professional investors only.**

Any Bonds to be issued under the Proposed Bonds Issue and any Conversion Shares have not been, and will not be registered under the Securities Act or the securities laws of any state of the United States and no public offering will be made in the United States. Neither the Bonds nor the Conversion Shares may be offered or sold within the United States absent registration under, or an applicable exemption from, or in a transaction not subject to, the registration requirements under the Securities Act and applicable state or local securities laws of the United States. The Bonds will be offered, sold or delivered outside the United States in offshore transactions in reliance on Regulation S under the Securities Act.

As no definitive agreement in relation to the Proposed Bonds Issue has been entered into as at the time of release of this announcement, the Proposed Bonds Issue may or may not materialise. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

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THE PROPOSED BONDS ISSUE

The Company proposes to conduct an offering of USD-denominated convertible bonds to professional investors only.

The completion of the Proposed Bonds Issue is subject to, among other things, market conditions and investor interest. As at the time of release of this announcement, the amount, terms and conditions of the Proposed Bonds Issue have yet to be determined. Upon finalising the terms of the Bonds, the Company, the Joint Lead Managers and the Co-Manager are expected to enter into a subscription agreement in respect of the Proposed Bonds Issue. The Company will make further announcement(s) in respect of the Proposed Bonds Issue should the subscription agreement in respect of the Proposed Bonds Issue be signed.

The Bonds will only be offered, sold and delivered outside the United States in offshore transaction in reliance on Regulation S under the Securities Act. None of the Bonds will be offered to the public in Hong Kong other than to “professional investors” as defined in Chapter 37 of the Listing Rules and in the SFO and the rules made thereunder and none of the Bonds will be placed to any connected person of the Company.

PROPOSED USE OF PROCEEDS

The Group intends to apply the net proceeds from the Bonds for, among others, (i) mergers and acquisitions; (ii) business expansion; and (iii) working capital and general corporate purposes.

LISTING

A formal application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in the Bonds, on the Hong Kong Stock Exchange and an application will be made by the Company to the Hong Kong Stock Exchange for the listing of, and permission to deal in, the H Shares to be issued upon the exercise of the conversion rights attaching to the Bonds on the Hong Kong Stock Exchange. Listing of the Bonds on the Hong Kong Stock Exchange is not to be taken as an indication of the commercial merits or credit quality of the Company or the Bonds.

INFORMATION ON THE GROUP

The Group provides comprehensive and integrated research and manufacturing services throughout the discovery, development and manufacturing spectrum for small molecule drugs. The Group also provides development and manufacturing services for cell and gene therapies, testing services for medical devices as well as precision medical research and development production services.

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DEFINITIONS

In this announcement, the following expressions have the following meanings unless the context requires otherwise:

“Board”	the board of directors of the Company
“Bonds”	the USD-denominated convertible bonds proposed to be issued by the Company
“Co-Manager”	SPDB International Capital Limited
“Company”	WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) a joint stock limited company incorporated under the laws of the PRC, the A Shares of which are listed on the Shanghai Stock Exchange (stock code: 603259) and the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (stock code: 2359)
“connected person”	has the meaning given to it in the Listing Rules
“Conversion Share(s)”	the H Share(s) to be issued upon the conversion of the Bonds
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Joint Lead Managers”	Goldman Sachs (Asia) L.L.C., Huatai Financial Holdings (Hong Kong) Limited, J.P. Morgan Securities plc and Morgan Stanley & Co. International plc (in alphabetical order)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“professional investors”	as defined in Chapter 37 of the Listing Rules and in the SFO and the rules made thereunder
“Proposed Bonds Issue”	the proposed issue of the Bonds by the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“United States”	the United States of America
“USD”	United States dollars, the lawful currency of the United States

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

Hong Kong, September 3, 2019

As at 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 purposes only*