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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)**

**REPURCHASE AND CANCELLATION OF PART OF  
THE RESTRICTED A SHARES GRANTED UNDER  
THE 2018 A SHARE INCENTIVE PLAN**

References are made to (i) the Restricted A Shares and Stock Option Incentive Plan of 2018 (the “**2018 A Share Incentive Plan**”) of WuXi AppTec Co., Ltd.\* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) which became effective on August 22, 2018 as disclosed in the prospectus of the Company dated December 3, 2018 (the “**Prospectus**”); and (ii) the announcements of the Company dated June 10, 2020 and June 25, 2021 in relation to, among other things, the adjustment to the repurchase number and repurchase price of the Restricted A Shares granted under the 2018 A Share Incentive Plan. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus.

The “Proposal on the Repurchase and Cancellation of Part of the Restricted A Shares Granted under the Restricted A Shares and Stock Option Incentive Plan of 2018 of the Company” was approved at the twentieth meeting of the second session of the Board. Pursuant to the above proposal, due to the departure of 17 incentive participants of the 2018 A Share Incentive Plan (the “**Incentive Participants**”) before the expiry of the lock-up period of the Initial Grant, the Company shall repurchase a total of 57,044 Restricted A Shares granted under the Initial Grant at the repurchase price of RMB18.69 per A Share. None of the abovementioned 17 Incentive Participants are connected persons of the Company as defined under the Listing Rules. The relevant matters are explained as follows:

**I. The Information on the Repurchase and Cancellation of Part of the Restricted A Shares granted under the 2018 A Share Incentive Plan**

**(a) *Basis of the Repurchase and Cancellation of Part of the Restricted A Shares granted under the 2018 A Share Incentive Plan***

Pursuant to the relevant terms of the 2018 A Share Incentive Plan in relation to the change in circumstances of the Incentive Participants, (i) as a result of the resignation, redundancy, failure to renew the labour contract upon the expiration or the termination of labour relations with the Company; or (ii) in case an Incentive Participant has a job position change because he/she is not qualified for his/her job, violates laws, violates professional ethics, reveals confidential information of the Company, fails to discharge his/her duties or has willful misconduct, violates the system of the Company materially, causing damages to the interest or reputation of the Company, or the Company terminates his/her employment contract for any of the above reasons, the Restricted A Shares that have been granted to such Incentive Participants but are still subject to the lock-up period of the Initial Grant shall not be unlocked, and shall be repurchased and cancelled by the Company.

As such, in light of the abovementioned departure of 17 Incentive Participants before the expiry of the lock-up period of the Initial Grant, the Company agreed to repurchase the Restricted A Shares that have been granted but not yet unlocked from the abovementioned 17 Incentive Participants, as considered and approved at the twentieth meeting of the second session of the Board.

**(b) *Number of the Restricted A Shares to be Repurchased and Cancelled***

Pursuant to the 2018 A Share Incentive Plan and the approval at the twentieth meeting of the second session of the Board, an aggregate of 57,044 Restricted A Shares granted under the Initial Grant shall be repurchased and cancelled.

(c) **Repurchase Price of the Restricted A Shares to be Repurchased and Cancelled**

As the profit distribution plan of the Company for the year ended December 31, 2020 has been implemented, the repurchase price of the Restricted A Shares granted under the 2018 A Share Incentive Plan has been adjusted accordingly pursuant to the relevant adjustment mechanism of the 2018 A Share Incentive Plan. As a result, the repurchase price of the Restricted A Shares granted under the Initial Grant has been adjusted to RMB18.69 per A Share.

**II. Table of Expected Changes in the Shareholding Structure of the Company Immediately upon the Repurchase and Cancellation of the Restricted A Shares**

Class of Shares	Immediately before the repurchase and cancellation <sup>(Note 1)</sup>		Immediately after the repurchase and cancellation <sup>(Note 2)</sup>	
	Number of Shares issued	Percentage of shareholding	Number of Shares issued	Percentage of shareholding
A Shares	2,563,493,617	86.74%	2,563,436,573	86.74%
H Shares	391,934,191	13.26%	391,934,191	13.26%
Total number of Shares	<u>2,955,427,808</u>	<u>100.00%</u>	<u>2,955,370,764</u>	<u>100.00%</u>

*Note 1:* The issued share capital of the Company immediately before the repurchase and cancellation as disclosed in this announcement is based on the Company's total issued share capital as at October 29, 2021, being 2,955,427,808 Shares.

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

**III. The Impact of the Repurchase and Cancellation of the Restricted A Shares on the Company**

The repurchase and cancellation of part of the Restricted A Shares granted under the Initial Grant of the 2018 A Share Incentive Plan will not result in the shareholding distribution of the Company not being in compliance with the listing requirements under the Rules Governing the Listing of Stock on the Shanghai Stock Exchange by the Company, and will not affect the continued implementation of the 2018 A Share Incentive Plan and the public float of the Company as required under the Listing Rules, nor will it have a significant impact on the operating results of the Company.

#### **IV. Opinion of the INEDs**

The independent non-executive Directors (the “**INEDs**”) were of the view that: (i) the repurchase and cancellation of part of the Restricted A Shares granted to the Incentive Participants who departed before the expiry of the lock-up period under the 2018 A Share Incentive Plan were in compliance with the Administrative Measures on Share Incentives of Listed Companies (the “**Administrative Measures**”), the relevant laws and regulations and the terms of the 2018 A Share Incentive Plan; (ii) the reasons for, the repurchase number and repurchase price of the Restricted A Shares are legal and effective; and (iii) the abovementioned matters will not result in the shareholding distribution of the Company not being in compliance with the listing requirements under the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, and will not affect the continued implementation of the 2018 A Share Incentive Plan of the Company, and they are not detrimental to the interests of the Company and the Shareholders as a whole. As such, the INEDs agreed to the Company repurchasing and cancelling part of the Restricted A Shares granted under the 2018 A Share Incentive Plan as abovementioned.

#### **V. Examination Opinion of the Supervisory Committee**

The Supervisory Committee was of the view that: (i) the repurchase and cancellation of part of the Restricted A Shares granted to the Incentive Participants who departed before the expiry of the lock-up period under the 2018 A Share Incentive Plan were in compliance with the Administrative Measures, the relevant laws and regulations and the terms of the 2018 A Share Incentive Plan; (ii) the reasons for, the repurchase number and repurchase price of the Restricted A Shares are legal and effective; and (iii) the abovementioned matters will not result in the shareholding distribution of the Company not being in compliance with the listing requirements under the Rules Governing the Listing of Stock on the Shanghai Stock Exchange, and will not affect the continued implementation of the 2018 A Share Incentive Plan of the Company, and they are not detrimental to the interests of the Company and the Shareholders as a whole. As such, the Supervisory Committee agreed to the Company repurchasing and cancelling part of the Restricted A Shares granted under the 2018 A Share Incentive Plan as abovementioned.

## VI. Legal Opinion from the PRC Legal Advisor of the Company

Fangda Partners, the PRC legal advisor of the Company, is of the opinion that (i) the Company has obtained the necessary approvals and authorizations for the repurchase and cancellation of part of the Restricted A Shares and it is in compliance with the relevant requirements under the Administrative Measures and the 2018 A Share Incentive Plan; and (ii) the reasons for the repurchase and cancellation, the repurchase number and the repurchase price of part of the Restricted A Shares are in compliance with the relevant requirements under the Administrative Measures and the 2018 A Share Incentive Plan.

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

Hong Kong, October 29, 2021

*As of the date of this announcement, the Board 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*