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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)

**(1) ADJUSTMENT TO THE REPURCHASE NUMBER AND
REPURCHASE PRICE OF THE RESTRICTED A SHARES AND
THE EXERCISE PRICE AND NUMBER OF THE SHARE OPTIONS
GRANTED UNDER THE 2018 A SHARE INCENTIVE PLAN; AND
(2) 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**”); (ii) the announcements of the Company dated March 22, 2019, June 13, 2019, June 18, 2019, July 19, 2019, September 17, 2019 and September 20, 2019 in relation to, among other things, the repurchase and cancellation of part of the Restricted A Shares granted under the 2018 A Share Incentive Plan and the adjustment to the amount of reserved interests granted under the 2018 A Share Incentive Plan; (iii) the announcement of the Company dated May 6, 2020 in relation to the unlocking and trading of Restricted A Shares of the initial grant under the 2018 A Share Incentive Plan; and (iv) 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 profit distribution plan of the Company for the year ended December 31, 2019 which comprises the Capitalization of Reserve (as defined below) and the distribution of a cash dividend of RMB3.37 for every 10 Shares (inclusive of tax) held by the Shareholders on the relevant record date (as defined below). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus.

(1) ADJUSTMENT TO THE REPURCHASE NUMBER AND REPURCHASE PRICE OF THE RESTRICTED A SHARES AND EXERCISE PRICE AND NUMBER OF SHARE OPTIONS GRANTED UNDER THE 2018 A SHARE INCENTIVE PLAN

The “Proposal on the Adjustment to the Repurchase Number and Repurchase Price of Restricted A Shares granted under the Initial Grant and the Reserved Grant and the Adjustment to the Exercise Price and Number of Share Options granted under the Reserved Grant of the Restricted A Shares and Stock Option Incentive Plan of 2018 of the Company” was approved at the second meeting of the second session of the Board.

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 (the “**Capitalization of Reserve**”) and a cash dividend of RMB3.37 (inclusive of tax) for every 10 Shares will be distributed to the Shareholders (collectively, the “**2019 Profit Distribution Plan**”). Pursuant to the relevant adjustment mechanism of the 2018 A Share Incentive Plan as detailed in the Prospectus, (i) the repurchase number of Restricted A Shares granted under the initial grant of the 2018 A Share Incentive Plan (the “**Initial Grant**”) shall be adjusted to 367,960 Restricted A Shares and the repurchase price of the same shall be adjusted to RMB22.75 per A Share; (ii) the repurchase number of Restricted A Shares granted under the reserved grant of the 2018 A Share Incentive Plan (the “**Reserved Grant**”) shall be adjusted to 172,625 Restricted A Shares and the repurchase price of the same shall be adjusted to RMB22.95 per A Share; and (iii) the number of Share Options granted under the Reserved Grant shall be adjusted to 401,800 units at the Exercise Price of RMB46.34 per unit the (collectively, the “**Adjustments**”).

(2) REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED A SHARES GRANTED UNDER THE 2018 A SHARE INCENTIVE PLAN

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 second meeting of the second session of the Board. Pursuant to the above proposal, due to (i) the departure of 57 incentive participants of the 2018 A Share Incentive Plan (the “**Incentive Participants**”) before the expiry of the lock-up period for the Initial Grant and/or the Reserved Grant; (ii) a total of 18 Incentive Participants being unable to satisfy the performance appraisal target at the individual level for 2018 and 2019; and (iii) the implementation of the 2019 Profit Distribution Plan, the Company shall repurchase a total of 367,960 Restricted A Shares granted under the Initial Grant at

the repurchase price of RMB22.75 per share and a total of 172,625 Restricted A Shares granted under the Reserved Grant at the repurchase price of RMB22.95 per A Share after the abovementioned adjustments to the repurchase price. None of the above 75 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

Pursuant to the relevant terms of the 2018 A Share Incentive Plan in relation to the change in circumstances of the Incentive Participants, as a result of the resignation, redundancy, failure to renew the labour contract upon expiration or the termination of labour relations with the Company, the Restricted A Shares that have been granted to the Incentive Participants but are still subject to the lock-up period for the Initial Grant and/or the Reserved Grant shall not be unlocked, and shall be repurchased and cancelled by the Company.

As such, in light of the abovementioned departure of 57 Incentive Participants before the expiry of the lock-up period for the Initial Grant and/or the Reserved Grant, the Company agreed to repurchase the granted but not yet unlocked Restricted A Shares from the abovementioned 57 Incentive Participants, as considered and approved at the second meeting of the second session of the Board.

Pursuant to the relevant terms of the 2018 A Share Incentive Plan in relation to the performance appraisal targets for Incentive Participants at the individual level and in accordance with the Employee Performance Appraisal System (《員工績效考核制度》), the remuneration and appraisal committee of the Board shall conduct comprehensive appraisal of the Incentive Participants and grade the results for each assessment year. The proportion of Restricted A Shares that can be unlocked by the Incentive Participants shall be determined based on the appraisal results and in the following manner:

Number of Restricted A Shares to be unlocked by an Incentive Participant for the respective year = standard coefficient × the scheduled number of Restricted A Shares to be unlocked by the Incentive Participant for the respective year. The standard coefficient shall be 100% if the assessment result of the Incentive Participant is “B” or above, and shall be 0 if the assessment result is below “B”.

As a total of 18 Incentive Participants are unable to satisfy the performance appraisal target at the individual level for 2018 and 2019, the Board resolved to repurchase and cancel the Restricted A Shares which were granted but ineligible to be unlocked from the abovementioned 18 Incentive Participants.

(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 second meeting of the second session of the Board, an aggregate of 540,585 Restricted A Shares which comprise 367,960 Restricted A Shares granted under the Initial Grant and 172,625 Restricted A Shares granted under the Reserved Grant shall be repurchased and cancelled.

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

As the 2019 Profit Distribution Plan has been implemented, the repurchase price of the Restricted A Shares granted under the 2018 A Share Incentive Plan shall be 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 Initial Grant shall be adjusted to RMB22.75 per A Share while the repurchase price of the Restricted A Shares granted under the Reserved Grant shall be adjusted to RMB22.95 per A Share.

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

Class of Shares	Immediately before the repurchase and cancellation		Immediately after the repurchase and cancellation	
	Number of Shares issued	Percentage of shareholding	Number of Shares issued	Percentage of shareholding
A Shares	2,072,858,159	89.6729%	2,072,317,574	89.6705%
H Shares	<u>238,718,984</u>	<u>10.3271%</u>	<u>238,718,984</u>	<u>10.3295%</u>
Total number of Shares	<u><u>2,311,577,143</u></u>	<u><u>100.0000%</u></u>	<u><u>2,311,036,558</u></u>	<u><u>100.0000%</u></u>

III. The Impact of the Repurchase and Cancellation on the Company

The repurchase and cancellation of part of the Restricted A Shares granted under 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, 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.

(3) OPINION OF THE INEDs

The independent non-executive Directors (the “**INEDs**”) were of the view that: (i) the Adjustments are in compliance with the Administrative Measures on Share Incentives of Listed Companies (the “**Administrative Measures**”) and they agreed to the Adjustments; (ii) the repurchase and cancellation of part of the Restricted A Shares granted under the 2018 A Share Incentive Plan were in compliance with the Administrative Measures, relevant laws and regulations and the terms of the 2018 A Share Incentive Plan; (iii) the reasons for, the repurchase number and repurchase price of the Restricted A Shares are legal and effective; and (iv) 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 in accordance with the adjusted repurchase price and adjusted repurchase number.

(4) EXAMINATION OPINION FROM THE SUPERVISORY COMMITTEE

The Supervisory Committee was of the view that: (i) the Adjustments are in compliance with the Administrative Measures and they agreed to the Adjustments; (ii) the repurchase and cancellation of part of the Restricted A Shares granted under the 2018 A Share Incentive Plan were in compliance with the Administrative Measures and relevant laws and regulations and the terms of the 2018 A Share Incentive Plan; (iii) the reasons for, the repurchase number and repurchase price of the Restricted A Shares are legal and effective; and (iv) 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 in accordance with the adjusted repurchase price and adjusted repurchase number.

(5) LEGAL OPINION FROM THE PRC COUNSEL OF THE COMPANY

Fangda Partners, the PRC legal advisor of the Company, is of the opinion that (i) after taking into consideration of the restrictions under the Listing Rules, the Company has obtained necessary approvals and authorizations for the repurchase and cancellation of the Restricted A Shares and cancellation of the Share Options granted under the 2018 A Share Incentive Plan as well as the Adjustments, and is in compliance with the relevant requirements under the Administrative Measures and the 2018 A Share Incentive Plan; (ii) the reasons for, the adjustments to the repurchase number and repurchase price of the Restricted A Shares are in compliance with the relevant requirements under the Administrative Measures and the 2018 A Share Incentive Plan; and (iii) the relevant adjustments to the Share Options are in compliance with the Administrative Measures, the Articles of Association and the 2018 A Share Incentive Plan.

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

Hong Kong, June 10, 2020

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*