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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 PRICE OF RESTRICTED  
A SHARES GRANTED  
UNDER THE 2019 A SHARE INCENTIVE PLAN; AND  
(2) REPURCHASE AND CANCELLATION OF PART OF  
THE RESTRICTED A SHARES AND CANCELLATION OF PART OF  
THE SHARE OPTIONS GRANTED UNDER  
THE 2019 A SHARE INCENTIVE PLAN**

References are made to (i) the announcement of WuXi AppTec Co., Ltd.\* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) dated July 19, 2019; (ii) the circular of the Company dated August 5, 2019 (the “**EGM Circular**”); (iii) the poll results announcement of the Company dated September 20, 2019; (iv) the announcement of the Company dated July 20, 2019, September 12, 2019 and September 30, 2019 in relation to, among other things, the assurance opinion on the list of Incentive Participants of the 2019 A Share incentive Plan and the adoption of the list of Incentive Participants; (v) the circular and poll results announcements of the Company dated October 4, 2019 and November 18, 2019, respectively; (vi) the announcements of the Company dated November 25, 2019 and June 10, 2020 in relation to, among other things, (a) the adoption of the 2019 A Share Incentive Plan; (b) the adoption of the list of Incentive Participants of the 2019 A Share Incentive Plan; (c) 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; (d) the initial grant of Restricted A Shares and Share Options under the 2019 A Share Incentive Plan; and (e) the grant of reserved interest under the 2019 A Share Incentive Plan; (vii) the announcement of the Company dated May 20, 2021, August 26, 2021, August 31, 2021, October 29, 2021, January 11, 2022, January 14, 2022, May 25, 2022 and June 25, 2022 in relation to, among other things, the repurchase and cancellation of part of the Restricted A Shares and cancellation of part of the Share Options granted under the 2019 A Share Incentive Plan; the announcement dated March 17, 2022 in relation to the unlocking and trading of the Restricted A Shares granted under the Initial Grant and Reserved Grant of the 2019 A Share Incentive Plan; and (viii) the circular of the Company dated March 30,

2022 (the “**2021 AGM Circular**”, and together with the EGM Circular, the “**Circulars**”) and the poll results announcement of the Company dated May 6, 2022, in relation to, among other things, the profit distribution plan of the Company for the year ended December 31, 2021 which comprises the distribution of a cash dividend of RMB0.5174 for every existing Share (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 Circulars.

**(1) ADJUSTMENT TO THE REPURCHASE PRICE OF THE RESTRICTED A SHARES GRANTED UNDER THE 2019 A SHARE INCENTIVE PLAN**

The “Proposal on the Adjustment to the Repurchase Price of Restricted A Shares granted under the Initial Grant and the Reserved Grant of the Restricted A Shares and Stock Option Incentive Plan of 2019 of the Company” was approved at the thirtieth 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, 2021 on June 9, 2022 under which a cash dividend of RMB5.174 (inclusive of tax) for every 10 Shares was distributed to the Shareholders whose names appear on the register of members of the Company on June 8, 2022 (being the relevant record date) (the “**2021 Profit Distribution Plan**”). Pursuant to the relevant adjustment mechanism of the 2019 A Share Incentive Plan as detailed in the EGM Circular,

- (i) the repurchase price of Restricted A Shares granted under the initial grant of the 2019 A Share Incentive Plan (the “**Initial Grant**”) shall be adjusted to RMB18.34 per A Share; and
- (ii) the repurchase price of Restricted A Shares granted under the reserved grant of the 2019 A Share Incentive Plan (the “**Reserved Grant**”) shall be adjusted to RMB33.04 per A Share (collectively, the “**Adjustments**”).

**(2) REPURCHASE AND CANCELLATION OF PART OF THE RESTRICTED A SHARES AND CANCELLATION OF PART OF THE SHARE OPTIONS GRANTED UNDER THE 2019 A SHARE INCENTIVE PLAN**

The “Proposal on the Repurchase and Cancellation of Part of the Restricted A Shares and the Cancellation of Part of the Share Options Granted under the Restricted A Shares and Stock Option Incentive Plan of 2019 of the Company” was approved at the thirtieth meeting of the second session of the Board. Pursuant to the above proposal, due to the implementation of the 2021 Profit Distribution Plan, and:

- (i) due to 73 Incentive Participants either departing before the expiry of lock-up period of the Restricted A Shares or being unable to satisfy the performance appraisal target at the individual level for 2021, the Company shall repurchase a total of 332,977 Restricted A Shares granted under the Initial Grant at the repurchase price of RMB18.34 per A Share;
- (ii) due to the departure of 2 Incentive Participants before the expiry of lock-up period of the Restricted A Shares, the Company shall repurchase a total of 30,845 Restricted A Shares granted under the Reserved Grant at the repurchase price of RMB33.04 per A Share; and
- (iii) due to the departure of 1 Incentive Participant, the Company shall cancel a total of 3,729 units of Share Options granted and the validity period for the exercise of which has expired under the Initial Grant.

None of the above 76 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 and the Cancellation of the Share Options granted under the 2019 A Share Incentive Plan**

***(a) Basis of the Repurchase and Cancellation of Part of the Restricted A Shares and the Cancellation of Part of the Share Options Granted under the 2019 A Share Incentive Plan***

Pursuant to the relevant terms of the 2019 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 the expiration or the termination of labour relations with the Company, (a) the Restricted A Shares that have been granted to the Incentive Participants but are still subject to the lock-up period shall not be unlocked, and shall be repurchased and cancelled by the Company; and (b) the Share Options that have been granted to the Incentive Participants but are not yet exercised shall not be exercised, and shall be cancelled by the Company.

As such, in light of the abovementioned departure of the relevant Incentive Participants before the expiry of the lock-up period of the Restricted A Shares and before the expiry of the vesting period of the Share Options, the Company agreed to (a) repurchase the granted but not yet unlocked Restricted A Shares from the relevant Incentive Participants; and (b) cancel the unexercised Share Options granted and the validity period for the exercise of which has expired to the relevant Incentive Participants, as considered and approved at the thirtieth meeting of the second session of the Board.

Pursuant to the relevant terms of the 2019 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 the Restricted A Shares, that can be unlocked by the Incentive Participants shall be determined based on the appraisal results and in the following manner:

For Restricted A Shares:

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 the assessment result of certain of the Incentive Participants were below “B”, the Board resolved to repurchase and cancel the Restricted A Shares which were granted but have not been unlocked from such Incentive Participants.

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

Pursuant to the 2019 A Share Incentive Plan and the approval of the thirtieth meeting of the second session of the Board, an aggregate of 363,822 Restricted A Shares which comprise 332,977 Restricted A Shares granted under the Initial Grant and 30,845 Restricted A Shares granted under the Reserved Grant shall be repurchased and cancelled, and an aggregate of 3,729 Share Options granted under the Initial Grant shall be cancelled.

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

As the 2021 Profit Distribution Plan has been implemented, the repurchase price of the Restricted A Shares granted under the 2019 A Share Incentive Plan shall be adjusted accordingly pursuant to the relevant adjustment mechanism of the 2019 A Share Incentive Plan.

As a result, the repurchase price of the Restricted A Shares granted under the Initial Grant shall be adjusted to RMB18.34 per A Share and the repurchase price of the Restricted A Shares granted under the Reserved Grant shall be adjusted to RMB33.04 per A Share.

**II. The Table of Expected Changes in the Shareholding Structure of the Company 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	2,564,549,958	86.74%	2,564,186,136	86.73%
H Shares	<u>392,171,271</u>	<u>13.26%</u>	<u>392,171,271</u>	<u>13.27%</u>
Total number of Shares	<u>2,956,721,229</u>	<u>100.0000%</u>	<u>2,956,357,407</u>	<u>100.0000%</u>

*Note 1:* The number of shares issued and percentage of shareholding immediately before the repurchase and cancellation of part of the Restricted A Shares granted under the 2019 A Share Incentive Plan has taken into account the change in the issued share capital of the Company after the repurchase and cancellation of part of the Restricted A Shares granted under the 2018 A Share Incentive Plan of the Company (being 2,956,721,229 Shares). For further details, please refer to the relevant announcement of the Company dated June 27, 2022.

*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 (which has also reflected the change in issued share capital after the abovementioned repurchase and cancellation of the Restricted A Shares granted under the 2018 A Share Incentive Plan), 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**

The repurchase and cancellation of part of the Restricted A Shares granted under the 2019 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 2019 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 the 2019 A Share Incentive Plan, and they agreed to the Adjustments; (ii) the repurchase and cancellation of part of the Restricted A Shares and the cancellation of part of the Share Options granted under the 2019 A Share Incentive Plan were in compliance with the Administrative Measures, relevant laws and regulations and the terms of the 2019 A Share Incentive Plan; (iii) the reasons for, the relevant repurchase numbers and repurchase prices of the Restricted A Shares and the reasons for and the number of the Share Options to be cancelled 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 2019 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 2019 A Share Incentive Plan in accordance with the relevant adjusted repurchase prices and cancelling part of the Share Options granted under the 2019 A Share Incentive Plan.

#### **(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 the 2019 A Share Incentive Plan, and they agreed to the Adjustments; (ii) the repurchase and cancellation of part of the Restricted A Shares and the cancellation of part of the Share Options granted under the 2019 A Share Incentive Plan were in compliance with the Administrative Measures, relevant laws and regulations and the terms of the 2019 A Share Incentive Plan; (iii) the reasons for, the relevant repurchase numbers and repurchase prices of the Restricted A Shares and the reasons for and the number of the Share Options to be cancelled 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 2019 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 2019 A Share Incentive Plan in accordance with the relevant adjusted repurchase prices and cancelling part of the Share Options granted under the 2019 A Share Incentive Plan.

## **(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) the Company has obtained necessary approvals and authorizations for the repurchase and/or cancellation of part of the Restricted A Shares and cancellation of part of the Share Options granted under the 2019 A Share Incentive Plan as well as the Adjustments, and it is in compliance with the relevant requirements under the Administrative Measures and the 2019 A Share Incentive Plan; and (ii) the reasons for the repurchase and cancellation of part of the Restricted A Shares and cancellation of part of the Share Options by the Company, and the Adjustments are in compliance with the relevant requirements under the Administrative Measures and the 2019 A Share Incentive Plan.

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

Hong Kong, June 27, 2022

*As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Dr. Steve Qing Yang, Dr. Minzhang Chen, 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, Dr. Hetong Lou and Mr. Xiaotong Zhang and Mr. Dai Feng as independent non-executive Directors.*

\* *For identification purposes only*