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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 RESERVED  
GRANT OF RESTRICTED A SHARES UNDER THE 2018  
A SHARE INCENTIVE PLAN**

References are made to the (i) prospectus 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 December 3, 2018 (the “**Prospectus**”); and (ii) announcements of the Company in relation to, among other things, the repurchase and cancellation of part of the Restricted A Shares under the Restricted A Shares and Stock Option Incentive Plan of 2018 adopted by the Company (the “**2018 A Share Incentive Plan**”) and the grant of reserved interests under the 2018 A Share Incentive Plan dated March 22, 2019, June 13, 2019, June 18, 2019, July 19, 2019, September 17, 2019, September 20, 2019, June 10, 2020, August 16, 2020, August 19, 2020, October 19, 2020, December 14, 2020 and December 17, 2020. Unless otherwise stated, the terms used in this announcement shall have the same meanings as defined in the Prospectus.

The 2018 A Share Incentive Plan was approved in the Shareholders’ meeting and became effective on August 22, 2018. The Shares granted under the 2018 A Share Incentive Plan consist of Restricted A Shares and A Share share options. The Registration Date (as defined below) of the Restricted A Shares granted under the reserved grant of the 2018 A Share Incentive Plan (the “**Reserved Grant**”) was November 7, 2019.

On April 28, 2021, the Board considered and approved, among other things, the resolutions in relation to the fulfilment of the conditions for unlocking the Restricted A Shares granted under the Reserved Grant for the first Unlocking Period (as defined below). As a result, a total of 16 incentive participants have satisfied the conditions for unlocking the Restricted A Shares granted under the Reserved Grant for the first Unlocking Period (as defined below) and a total of 199,087 Restricted A Shares were unlocked, representing approximately 0.01% of the total share capital of the Company and approximately 0.01% of the total number of A Shares of the Company as at the date of this announcement, respectively.

## **FULFILLMENT OF CONDITIONS FOR UNLOCKING THE RESERVED GRANT OF RESTRICTED A SHARES FOR THE FIRST UNLOCKING PERIOD UNDER THE 2018 A SHARE INCENTIVE PLAN**

### **(a) Expiry of the lock-up period**

Pursuant to the terms of the 2018 A Share Incentive Plan, the Restricted A Shares granted under the Reserved Grant are subject to lock-up for 12, 24 and 36 months (each a “**Lock-up Period**”) from the date on which the registration of the Restricted A Shares granted under the Reserved Grant is completed (the “**Registration Date**”). The unlocking periods (each, an “**Unlocking Period**”) in relation to the Restricted A Shares granted under the Reserved Grant are as follows:

	<b>Unlocking Period</b>	<b>Proportion of unlocking</b>
First Unlocking Period	From the first trading day of the Shanghai Stock Exchange after 12 months from the Registration Date to the last trading day within 24 months from the Registration Date	40%
Second Unlocking Period	From the first trading day of the Shanghai Stock Exchange after 24 months from the Registration Date to the last trading day within 36 months from the Registration Date	30%
Third Unlocking Period	From the first trading day of the Shanghai Stock Exchange after 36 months from the Registration Date to the last trading day within 48 months from the Registration Date	30%

The first Unlocking Period shall commence from the first trading day of the Shanghai Stock Exchange after 12 months from the Registration Date to the last trading day within 24 months from the Registration Date. As the Registration Date was November 7, 2019, the first Lock-up Period has expired on November 6, 2020 while the first Unlocking Period commenced on November 7, 2020. Incentive participants are entitled to apply for unlocking 40% of the Restricted A Shares held by them upon the fulfillment of certain specific conditions.

**(b) Black-out Period of the Restricted A Shares under the Reserved Grant**

Pursuant to the terms of the 2018 A Share Incentive Plan, no incentive participant shall transfer the Restricted A Share to any third party in any form within the six months from the expiration of each Lock-up Period (the “**Black-out Period**”).

The first Black-out Period for the Restricted A Shares under the Reserved Grant will expire on May 6, 2021.

**(c) Fulfillment of conditions for unlocking of Restricted A Shares under the Reserved Grant for the first Unlocking Period**

Pursuant to the terms of the 2018 A Share Incentive Plan, the following conditions must be fulfilled before the Restricted A Shares granted under the Reserved 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 after listing;
4. the implementation of the share incentive scheme is forbidden by the laws and regulations; and
5. other circumstances as determined by the CSRC.

(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.

(III) The following performance targets must be achieved for unlocking the Restricted A Shares under the Reserved Grant:

(i) *Performance target at the Group's level*

<b>Unlocking period</b>	<b>Performance targets</b>
First Unlocking Period of the Reserved Grant	The growth rate of operating income for 2019 is not less than 30% of that of 2017
Second Unlocking Period of the Reserved Grant	The growth rate of operating income for 2020 is not less than 45% of that of 2017
Third Unlocking Period of the Reserved Grant	The growth rate of operating income for 2021 is not less than 60% of that of 2017

The operating income of the Company for 2019 was RMB12,872,206,437.16, representing an increase of 65.77% when compared with that of 2017, and thus the performance target of the Group for the first Unlocking Period was achieved.

**(ii) *Performance target at individual level:***

Pursuant to the employee performance appraisal system of the Company, the remuneration and appraisal committee of the Company shall conduct annual performance appraisal on the incentive participants of the 2018 A Share Incentive Plan and determine their respective performance rating. The number of the Restricted A Shares to be unlocked for an incentive participant shall be determined as follows:

The actual number of the Restricted A Shares to be unlocked for that particular year = Standard factor x the number of Restricted A Shares allowed to be unlocked for that particular year

The standard factor shall be 100% if the performance rating is B or above; or 0% if the performance rating is below B.

There were 16 incentive participants under the Reserved Grant of the Restricted A Shares under the 2018 A Share Incentive Plan who have reached the performance requirements at individual level and have fulfilled the conditions for unlocking the Restricted A Shares granted under the Reserved Grant for the first Unlocking Period.

In light of the above, a total of 16 incentive participants have satisfied the conditions for unlocking the Restricted A Shares granted under the Reserved Grant for the first Unlocking Period and a total of 199,087 Restricted A Shares were unlocked, representing approximately 0.01% of the total share capital of the Company and approximately 0.01% of the total number of A Shares of the Company as at the date of this announcement, respectively.

**(d) Details of the incentive participants and the number of Restricted A Shares granted under the Reserved Grant which have been unlocked in the first Unlocking Period**

Details of the incentive participants who have satisfied the conditions for unlocking the respective Restricted A Shares under the Reserved Grant for the first Unlocking Period pursuant to the 2018 A Share Incentive Plan are set out as follows:

No.	Name	Position	Number of Restricted A Shares granted under the Reserved Grant pursuant to the 2018 A Share Incentive Plan (Shares)	Number of Restricted A Shares granted under the Reserved Grant to be unlocked for the first Unlocking Period (Shares)	Proportion of Restricted A Shares granted under the Reserved Grant to be unlocked for the first Unlocking Period to the total number of Restricted A Shares granted to the incentive participants under the Reserved Grant pursuant to 2018 A Share Incentive Plan (%)
1.	16 incentive participants which consist of senior-level managers, mid-level managers and backbone technicians of the Company		497,726	199,087	40.00
<b>A total of 16 incentive participants</b>			<b>497,726</b>	<b>199,087</b>	<b>40.00</b>

(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	658,832,950	-199,087	658,633,863
	Shares without restricted conditions	1,476,025,487	199,087	1,476,224,574
	Sub-total	2,134,858,437	0	2,134,858,437
H Shares		<u>315,775,162</u>	<u>0</u>	<u>315,775,162</u>
<b>Total</b>		<u><u>2,450,633,599</u></u>	<u><u>0</u></u>	<u><u>2,450,633,599</u></u>

(f) **Commencement of trading**

Trading of the aforementioned unlocked Restricted A Shares shall commence on May 7, 2021.

**OPINION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS**

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

The unlocking arrangement 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 2018 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 2018”. The relevant conditions of the unlocking have been satisfied. The 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 unlocking of 199,087 Restrict A Shares of 16 incentive participants granted under the Reserved Grant under the 2018 A Share Incentive Plan for the first Unlocking Period in accordance with the relevant requirements and regulations.

## **OPINION FROM THE SUPERVISORY COMMITTEE**

The Supervisory Committee had formed the following opinion:

The unlocking conditions have been fulfilled. The qualification of the 16 incentive participants as incentive participant under the Reserved Grant of the 2018 A Share Incentive Plan is legal and effective. The 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 unlocking of 199,087 Restrict A Shares of 16 incentive participants under the Reserved Grant under the 2018 A Share Incentive Plan for the first Unlocking Period in accordance with the relevant requirements and regulations.

## **LEGAL OPINION FROM THE PRC COUNSEL**

Fangda Partners, the PRC legal advisor of the Company, is of the opinion that the unlocking is in compliance with the requirements of the 2018 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 2018”, and the Company has fulfilled the necessary unlocking procedures in compliance with the applicable PRC laws and the 2018 A Share Incentive Plan.

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

Hong Kong, April 28, 2021

*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*