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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)

ANNOUNCEMENT ON THE REPURCHASE AND CANCELLATION OF PART OF RESTRICTED A SHARES UNDER THE RESTRICTED A SHARES AND STOCK OPTION INCENTIVE PLAN OF 2018

Reference is made to the Restricted A Shares and Stock Option Incentive Plan of 2018 (“**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**”) effective on August 22, 2018 as disclosed in the prospectus of the Company dated December 3, 2018 (the “**Prospectus**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meaning as defined in the Prospectus.

The Proposal on the Repurchase and Cancellation of Part of Restricted Shares Issued under the 2018 A Share Incentive Plan of the Company was approved at the Twenty-eighth Meeting of the First Session of the Board and 2018 Annual Board Meeting. Pursuant to the proposal, due to the resignation of 11 Participants, the Company intended to repurchase a total of 31,347 Restricted A Shares issued to this part of incentives at the repurchase price (as the grant price) of RMB45.53 per Share under the relevant provisions of 2018 A Share Incentive Plan. None of the above 11 Participants are connected persons as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The relevant matters are explained as follows:

I. The Information on Repurchase and Cancellation of Part of Restricted Shares

(I) Basis of the Repurchase and Cancellation

According to the provisions under 2018 A Share Incentive Plan in “II. Changes in the Individual Situation of Participants” under “Chapter 8 — How to Deal with the Changes Occurred to the Company and Participants”, due to the resignation, redundancy, failure to renew the labor contract after the maturity or the termination of labor relations with the

Company, the restricted shares that have been authorized to Participants but are still in the Lock-up Period shall not be unlocked, and shall be repurchased and cancelled by the Company at the grant price; the share option that has been authorized but not yet exercised shall not be exercised and cancelled by the Company.

Due to the resignation of 11 Participants, the above-mentioned circumstances have occurred, therefore, the Company agreed to repurchase the granted but not yet unlocked restricted shares from the above 11 Participants, as considered and approved at the Twenty-eighth Meeting of the First Session of the Board and 2018 Annual Board Meeting of the Company.

(II) Number of Shares Repurchased and Cancelled

According to the 2018 A Share Incentive Plan as considered and approved at the Twenty-eighth meeting of the First Session of the Board and 2018 Annual Board Meeting of the Company, the total number of restricted shares repurchased and cancelled was 31,347 A Shares.

(III) Price of Shares Repurchased and Cancelled

According to the 2018 A Share Incentive Plan as considered and approved at the Twenty-eighth meeting of the First Session of the Board and 2018 Annual Board Meeting of the Company, the price of shares repurchased and cancelled was RMB45.53 per share. The total consideration for the repurchase amounted to RMB1,427,228.91.

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

Class of shares	Before the Changes		After the Changes	
	Number of Shares issued	Percentage of shareholding	Number of Shares issued	Percentage of shareholding
Domestic listed domestic shares (A Shares)	1,048,266,886	89.5907%	1,048,235,539	89.5904%
Overseas listed foreign shares (H Shares)	<u>121,795,400</u>	<u>10.4093%</u>	<u>121,795,400</u>	<u>10.4096%</u>
Total number of shares	<u>1,170,062,286</u>	<u>100%</u>	<u>1,170,030,939</u>	<u>100%</u>

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

The repurchase and cancellation of part of Restricted A Shares will not lead to the Company's share distribution being inconsistent with the requirements of the listing conditions, and will not affect the continued implementation of the Company's 2018 A Share Incentive Plan, the public float as required under the Listing Rules, nor will it have a significant impact on the Company's operating results.

IV. Opinion of Independent Directors

The independent Directors of the Company were of the view that the repurchase and cancellation of part of restricted shares was in compliance with the Administrative Measures on Share Option Incentives of Listed Companies (the “**Administrative Measures**”) and relevant laws and regulations and the provisions of 2018 A Share Incentive Plan. The reason, number of Shares and price of Shares repurchased were legal and effective. The above matters will not lead to the Company’s share distribution being inconsistent with the requirements of the listing conditions, and will not affect the continued implementation of the Company’s 2018 A Share Incentive Plan, and there will not be any prejudice to the interest of the Company and its shareholders. The independent Directors agreed that the Company could repurchase the issued restricted shares from part of incentives at the grant price.

V. Examination Opinion of the Supervisory Committee

The Supervisory Committee of the Company was of the view that the repurchase and cancellation of part of restricted shares was in compliance with the Administrative Measures, relevant laws and regulations and the provisions of 2018 A Share Incentive Plan. The reason, number of Shares and price of Shares repurchased were legal and effective. The above matters will not lead to the Company’s share distribution being inconsistent with the requirements of the listing conditions, and will not affect the continued implementation of the Company’s 2018 A Share Incentive Plan, and there will not be any prejudice to the interest of the Company and its shareholders. The Supervisory Committee agreed that the Company could repurchase the issued restricted shares from part of incentives at the grant price.

VI. Conclusive Views of the Legal Opinion

According to the legal opinion issued by Fangda Partners regarding the repurchase and cancellation of part of restricted shares, it considered that the repurchase and cancellation has obtained the necessary approval and authorization, which were in compliance with the relevant provisions of the Administrative Measures and the 2018 A Share Incentive Plan. The reason, number of Shares and price of Shares of repurchase and cancellation of part of restricted shares by the Company were in compliance with the relevant provisions of 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, March 22, 2019

As of 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 purpose only*