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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 INITIAL 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 the repurchase and cancellation of a portion of the Restricted A Shares under the 2018 WuXi AppTec A Share Incentive Scheme of the Company (the “**2018 A Share Incentive Plan**”) dated March 22, 2019, June 13, 2019, June 18, 2019, July 19, 2019, September 17, 2019 and September 20, 2019. 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 date of the initial grant of the Restricted A Shares (the “**Initial Grant**”) under the 2018 A Share Incentive Plan was August 28, 2018.

On May 6, 2020, 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 Initial Grant. Due to (i) the departure of 23 incentive participants; and (ii) 6 incentive participants who were unable to satisfy the performance target at individual level for 2018, a total of 55,693 Restricted A Shares which have been granted to the said incentive participants but did not fulfill the conditions for unlocking the Restricted A Shares will be fully repurchased and cancelled by the Company in due course. As a result, a total of 1,272 incentive participants have satisfied the conditions for unlocking the Restricted A Shares and a total of 3,308,951 Restricted A Shares were unlocked, representing approximately 0.20% of the total share capital of the Company and approximately 0.22% of the total number of A Shares of the Company as at the date of this announcement, respectively.

FULFILLMENT OF CONDITIONS FOR UNLOCKING THE INITIAL GRANT OF RESTRICTED A SHARES 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 Initial 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 Initial Grant is completed (the “**Registration Date**”). The unlocking periods (each, an “**Unlocking Period**”) in relation to the Restricted A Shares granted under the Initial Grant are as follows:

	Unlocking Period	Proportion of unlocking
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 12, 2018, the first Lock-up Period has expired on November 11, 2019 while the first Unlocking Period commenced on November 12, 2019. 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 Initial 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 Black-out Period for the Restricted A Shares under the Initial Grant will expire on May 11, 2020.

(c) Conditions for unlocking of Restricted A Shares under the Initial Grant

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 Initial 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;
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 Initial Grant:

(i) Performance target at the Group's level

Unlocking period	Performance targets
First Unlocking Period of the Initial Grant	The growth rate of operating income for 2018 is not less than 15% of that of 2017
Second Unlocking Period of the Initial Grant	The growth rate of operating income for 2019 is not less than 30% of that of 2017
Third Unlocking Period of the Initial Grant	The growth rate of operating income for 2020 is not less than 45% of that of 2017

(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 (including B-) or above; or 0% if the performance rating is below B.

(d) Fulfilment of conditions for unlocking the Restricted A Shares granted under the Initial Grant

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

The operating income of the Company for 2018 was RMB9,613,683,593.04, representing an increase of 23.80% 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*

There were 1,301 incentive participants under the Initial Grant of the Restricted A Shares under the 2018 A Share Incentive Plan, among which 23 participants had left the Company before the expiry of the Lock-up Period, and the Restricted A Shares granted and not yet unlocked to such departed incentive participants will be repurchased and cancelled by the Company in accordance with the terms of the 2018 A Share Incentive Plan. In addition, 6 incentive participants had not reached the performance target at individual level for 2018, and their Restricted A Shares which are ineligible to be unlocked for the first Unlocking Period will be repurchased and cancelled by the Company. The remaining 1,272 incentive participants have reached the performance requirements at individual level and have fulfilled the conditions for unlocking the Restricted A Shares.

(e) **Details of the incentive participants and the number of Restricted A Shares 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 Initial Grant pursuant to the 2018 A Share Incentive Plan are set out as follows:

No.	Name	Position	Number of Restricted A Shares granted under the Initial Grant pursuant to the 2018 A Share Incentive Plan (Shares)	Number of Restricted A Shares to be unlocked for the first Unlocking Period (Shares)	Proportion of Restricted A Shares to be unlocked for the first Unlocking Period to the total number of Restricted A Shares granted to the incentive participants pursuant to 2018 A Share Incentive Plan (%)
1.	Edward Hu	Executive director and co-chief executive officer	127,400	50,960	40.00%
2.	Steve Qing Yang	Vice president	90,720	36,288	40.00%
3.	Shuhui Chen	Vice president	132,580	53,032	40.00%
4.	Chi Yao	Board secretary	18,760	7,504	40.00%
5.	1,268 incentive participants which consist of senior-level managers, mid-level managers and backbone technicians, and junior-level managers and other technicians of the Company		7,902,934	3,161,167	40.00%
A total of 1,272 incentive participants			8,272,394	3,308,951	40.00%

(f) **Changes in share capital structure of the Company**

Nature of Shares		Before the change	Changes in share capital	<i>Unit: Share</i> After the change
A Shares	Shares with restricted conditions	474,536,469	-3,308,951	471,227,518
	Shares without restricted conditions	1,006,076,502	3,308,951	1,009,385,453
	Sub-total	1,480,612,971	0	1,480,612,971
H Shares		<u>170,513,560</u>	<u>0</u>	<u>170,513,560</u>
Total		<u>1,651,126,531</u>	<u>0</u>	<u>1,651,126,531</u>

(g) **Commencement of trading**

Trading of the aforementioned unlocked Restricted A Shares shall commence on May 12, 2020.

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 Period 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 3,308,951 Restrict A Shares of 1,272 incentive participants under the Initial Grant 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. Except for certain incentive participants who did not satisfy the conditions for unlocking the Restricted A Shares for departing the Company before the expiry of Lock-up Period or failing to reach the performance target at individual level for 2018, 1,272 incentive participants are qualified for unlocking the Restricted A Shares under the Initial Grant for the first Unlocking Period. 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 3,308,951 Restrict A Shares of 1,272 incentive participants under the Initial Grant for the first Unlocking Period in accordance with the relevant requirements and regulations.

LEGAL OPINION FROM THE PRC COUNSEL

Fangda Partners (Beijing), 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, May 6, 2020

As of the date of this announcement, the board of directors 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 purposes only*