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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)

**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**”) and the circular and announcement of the Company dated April 18, 2019 and June 3, 2019, respectively in relation to the Company’s profit distribution plan for 2018 (the “**2018 Profit Distribution Plan**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as defined in the Prospectus and the aforesaid circular.

The Proposal on the Repurchase and Cancellation of Part of Restricted Shares Issued under the Restricted A Shares and Stock Option Incentive Plan of 2018 of the Company and the Proposal on Adjustment to the Repurchase Number and Repurchase Price of Restricted Shares were approved at the Thirty-second Meeting of the First Session of the Board. Pursuant to the above proposals, due to the resignation of 41 participants (the “**Participants**”) and the completion of 2018 Profit Distribution Plan, the Company intended to repurchase Restricted A Shares which have been issued to such Participants under the relevant provisions of 2018 A Share Incentive Plan. After adjusting the repurchase price and number of Restricted A Shares, a total of 338,349 Restricted A Shares shall be repurchased after adjustment at an adjusted repurchased price of RMB32.15 per Share. None of the above 41 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:

1. The Information on Repurchase and Cancellation of Part of Restricted A 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 labour contract after the maturity or the termination of labour relations with the Company, the Restricted A 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 41 Participants, the above-mentioned circumstances have occurred, therefore, the Board proposes to repurchase the granted but not yet unlocked Restricted A Shares from the above 41 Participants.

ii. Number of Shares Repurchased and Cancelled

As the 2018 Profit Distribution Plan has been completed, pursuant to which 4 Shares were issued for every 10 Shares held by the Shareholders on the relevant record date, the total number of Restricted A Shares repurchased and cancelled has been adjusted from 241,678 A Shares to 338,349 A Shares accordingly in accordance with the 2018 A Share Incentive Plan.

iii. Price of Shares Repurchased and Cancelled

As the 2018 Profit Distribution Plan has been completed, pursuant to which 4 Shares were issued and cash dividends of RMB5.8002 (inclusive of tax) were distributed for every 10 Shares held by the Shareholders on the relevant record date, the repurchase price has been adjusted accordingly in accordance with the 2018 A Share Incentive Plan.

As a result, the Board proposes that the price of shares repurchased and cancelled shall be adjusted to RMB32.15 per Share, and the total consideration for the proposed repurchase shall be RMB10,877,920.35.

2. 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)	1,467,529,754	89.5904%	1,467,191,405	89.5883%
Overseas listed foreign shares (H Shares)	<u>170,513,560</u>	<u>10.4096%</u>	<u>170,513,560</u>	<u>10.4117%</u>
Total number of shares	<u><u>1,638,043,314</u></u>	<u><u>100%</u></u>	<u><u>1,637,704,965</u></u>	<u><u>100%</u></u>

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

The repurchase and cancellation of part of Restricted A Shares will not result in the non-compliance of the listing requirement by the Company regarding shareholding structure, and will not affect the continued implementation of the Company's 2018 A Share Incentive Plan and the public float as required under the Listing Rules, nor will it have a significant impact on the Company's operating results.

4. Opinion of Independent Directors

The independent Directors of the Company were of the view that: 1. the adjustment to the number and price of Restricted A Shares repurchased were in compliance with the Administrative Measures and relevant laws and regulations and the provisions of the 2018 A Share Incentive Plan, and that they agreed to the adjustment made by the Company to the number and price of Restricted A Shares repurchased from resigned Participants; 2. the repurchase and cancellation of part of Restricted A Shares was in compliance with the Administrative Measures on Share 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 not in compliance 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 interests of the Company and its shareholders. The independent Directors agreed that the Company could repurchase the issued Restricted A Shares at the price and number after adjustment.

5. Examination Opinion of the Supervisory Committee

The Supervisory Committee of the Company was of the view that: 1. the adjustment to the number and price of Restricted A Shares repurchased was in compliance with the Administrative Measures and the provisions of 2018 A Share Incentive Plan, and that it agreed to the adjustment made by the Company to the number and price of Restricted A Shares repurchased from resigned Participants according to relevant provisions of 2018 A Share Incentive Plan; 2. the repurchase and cancellation of part of Restricted A 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 not in compliance 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 and cancel Restricted A Shares issued to resigned Participants at the price and number after adjustment.

6. Conclusive Views of the Legal Opinion

According to the legal opinion issued by Fangda Partners regarding the repurchase and cancellation of part of Restricted A Shares under the 2018 A Share Incentive Plan, it considered that the repurchase, cancellation and adjustment to the number and price of the repurchase 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 and the adjustment of the number and price of Shares of repurchase and cancellation of part of the Restricted A 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, July 19, 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*