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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)**

**CONNECTED TRANSACTION**  
**PURCHASE OF SERIES A SHARES IN D3 BIO**

**PURCHASE OF SERIES A SHARES IN D3 BIO**

The Board is pleased to announce that on November 17, 2020 (after trading hours), WuXi Fund I, among other investors, entered into the Share Purchase Agreement with D3 Bio, pursuant to which WuXi Fund I has agreed to purchase, and D3 Bio has agreed to issue and sell, 21,000,000 Series A-1 Shares, which represents approximately 16.67% of the issued share capital of D3 Bio on a fully-diluted and as-converted basis upon completion of the Final Second Closing, at the total consideration of US\$21 million. A total of seven other investors, which include Hodge Lake, Bright Angel and WuXi RMB Fund, are also involved in the Series A Investment in D3 Bio and are parties to the Share Purchase Agreement.

**IMPLICATIONS UNDER THE LISTING RULES**

As further delineated in the section headed “Information on the Group and the parties to the Share Purchase Agreement”, certain other investors to the Share Purchase Agreement, namely Hodge Lake, Bright Angel and WuXi RMB Fund, are “associates” (as defined under Chapter 14A of the Listing Rules) of our executive Directors, Dr. Ge Li and Dr. Ning Zhao and therefore each a connected person of the Company. Accordingly, the Series A Investment, which involves WuXi Fund I, Hodge Lake, Bright Angel and WuXi RMB Fund making investments in D3 Bio in the same round of investment, constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Series A Investment exceed 0.1% but are less than 5%, the Series A Investment is subject to reporting and announcement requirements but is exempt from the independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

## INTRODUCTION

The Board is pleased to announce that on November 17, 2020 (after trading hours), WuXi Fund I, among others, entered into the Share Purchase Agreement with D3 Bio, pursuant to which WuXi Fund I has agreed to purchase, and D3 Bio has agreed to issue and sell, 21,000,000 Series A-1 Shares, which represents approximately 16.67% of the issued share capital of D3 Bio on a fully-diluted and as-converted basis upon completion of the Final Second Closing, at the total consideration of US\$21 million. A total of seven other investors, which include Hodge Lake, Bright Angel and WuXi RMB Fund, are also involved in the Series A Investment in D3 Bio and are parties to the Share Purchase Agreement.

## THE SHARE PURCHASE AGREEMENT

The principal terms of the Share Purchase Agreement are as follows:

<b>Date</b>	November 17, 2020
<b>Parties</b>	<ol style="list-style-type: none"><li>(1) WuXi Fund I, Hodge Lake, Bright Angel, WuXi RMB Fund and the Other Series A Investors (as the purchasers); and</li><li>(2) D3 Bio (as the issuer and seller), the D3 Bio Management Shareholders and the other members of the D3 Bio Group.</li></ol>
<b>Conditions precedent</b>	<p>As set out in the Share Purchase Agreement, each of the First Closing, the Initial Second Closing and the Final Second Closing is subject to the entering into by the relevant Series A Investors to whom D3 Bio is to allot and issue the relevant Series A Shares pursuant to such closing, the members of the D3 Bio Group and the D3 Bio Management Shareholders of the Shareholders Agreement (or a joinder agreement thereto) which will govern the rights of the then shareholders of D3 Bio. Furthermore,</p> <ol style="list-style-type: none"><li>a) the First Closing is subject to the satisfaction and/or waiver (if applicable) of certain additional conditions precedent including (i) the appointment of one director by each of WuXi Fund I, ASL, Elbrus Investments and Sequoia Capital China Growth as the directors of D3 Bio; and (ii) the adoption of the D3 Bio Restated Articles;</li></ol>

- b) the Initial Second Closing is subject to the satisfaction and/or waiver (if applicable) of certain additional conditions precedent including (i) D3 Bio or any of its subsidiaries having been engaged in IND-enabling studies and having achieved the stage of preclinical candidate compounds for certain items as stipulated under the Share Purchase Agreement; (ii) Dr. Chen having continued serving as the chief executive officer of D3 Bio on a full-time basis; and (iii) the consummation of the First Closing pursuant to the Share Purchase Agreement; and
- c) the Final Second Closing is subject to the satisfaction and/or waiver (if applicable) of certain additional conditions precedent including (i) D3 Bio or any of its subsidiaries having obtained the approvals of IND in the U.S. or CTA in the PRC with respect to one drug candidate; (ii) Dr. Chen having continued serving as the chief executive officer of D3 Bio on a full-time basis, and (iii) the consummation of the Initial Second Closing pursuant to the Share Purchase Agreement.

**Issuance and sale of the Series A Shares and consideration**

D3 Bio shall issue and allot to each Series A Investor the corresponding Series A Shares as set forth below at a price of US\$1.00 per Series A-1 Share and US\$3.00 per Series A-2 Share, respectively. The aggregate price for the Series A Shares to be allotted and issues amounts to US\$199,999,996.

Series A Investor	Number of Series A-1 Shares to be Purchased	Consideration (US\$)	Number of Series A-2 Shares to be Purchased under the Initial Second Closing	Consideration (US\$)	Number of Series A-2 Shares to be Purchased under the Final Second Closing	Consideration (US\$)
WuXi Fund I	21,000,000	21,000,000	Nil	N/A	Nil	N/A
Hodge Lake	5,000,000	5,000,000	520,833	1,562,499	1,145,833	3,437,499
Bright Angel	Nil	N/A	312,500	937,500	687,500	2,062,500
WuXi RMB Fund	Nil	N/A	2,708,333	8,124,999	5,958,333	17,874,999
ASL	5,000,000	5,000,000	4,687,500	14,062,500	10,312,500	30,937,500
Elbrus Investments	5,000,000	5,000,000	4,687,500	14,062,500	10,312,500	30,937,500
Sequoia Capital China Growth	3,000,000	3,000,000	2,812,500	8,437,500	6,187,500	18,562,500
Matrix Partners VI	1,000,000	1,000,000	937,500	2,812,500	2,062,500	6,187,500
<b>Total</b>	<b><u>40,000,000</u></b>	<b><u>40,000,000</u></b>	<b><u>16,666,666</u></b>	<b><u>49,999,998</u></b>	<b><u>36,666,666</u></b>	<b><u>109,999,998</u></b>

Immediately after the closing of the Series A Investment, the shareholding structure of D3 Bio on a fully-diluted and as-converted basis will be as follows:

<b>Series A Investor/ D3 Bio Shareholders</b>	<b>Number of D3 Bio Shares</b>	<b>Shareholding Percentage (%)</b>
WuXi Fund I	21,000,000	16.67
Hodge Lake	6,666,666	5.29
Bright Angel	1,000,000	0.79
WuXi RMB Fund	8,666,666	6.88
ASL	20,000,000	15.88
Elbrus Investments	20,000,000	15.88
Sequoia Capital China Growth	12,000,000	9.53
Matrix Partners VI	4,000,000	3.18
Dr. Chen	12,600,000	10.00
Dr. Jin	10,050,000	7.98
Other shareholders of D3 Bio	10,000,000	7.94
<b>Total</b>	<b><u>125,983,332</u></b>	<b><u>100.00</u></b>

*Note:*

The approximate percentages of the total issued share capital are rounded to the nearest two decimal places and may not add up to 100% due to rounding.

**Basis of  
determination  
of  
consideration**

The consideration of the Series A Investment was arrived at after arm's length negotiations between D3 Bio and the Series A Investors, which was mainly based on the analysis of the net present value of D3 Bio's existing product pipeline based on discounted cash flow analysis and comparable analysis, and the commercial assessment of parties participating in the Series A Investment including the well-known investment institutions which are not connected persons to the Company, and the D3 Bio Management Shareholders on the overall commercial value of D3 Bio's product pipeline.

WuXi Fund I intends to settle the consideration for its purchase of Series A-1 Shares pursuant to the Share Purchase Agreement through its internal funds.

## THE PRINCIPAL TERMS OF THE SERIES A SHARES

According to the D3 Bio Restated Articles, the principal terms of the Series A Shares include the following:

**Conversion rights** Each Series A Share shall be convertible, at the option of the holder thereof, at any time after the respective first issue date of such Series A Shares into such number of fully paid and non-assessable D3 Bio Ordinary Shares at an initial conversion ratio for Series A Shares to D3 Bio Ordinary Shares of 1:1 subject to subsequent adjustment by the D3 Bio Restated Articles.

**Voting** Except as otherwise required by law or as set forth in the D3 Bio Restated Articles, the holder of any Series A Shares shall be entitled to the number of votes equal to the number of D3 Bio Ordinary Shares into which such Series A Shares could be converted at the record date for determination of the D3 Bio Shareholders entitled to vote on such matters; or, if no such record date is established, at the date such vote is taken or any written consent of the D3 Bio Shareholders is solicited, such votes to be counted together with all other shares of D3 Bio having general voting power and not counted separately as a class except as otherwise provided in the D3 Bio Restated Articles.

**Dividend** No dividend, whether in cash, in property or in shares of the capital of D3 Bio, shall be paid on or declared and set aside for any D3 Bio Ordinary Shares or any other class or series of shares of D3 Bio unless and until (i) all accrued but unpaid dividends on the Series A Shares have been paid in full (calculated on an as-converted basis), and (ii) a distribution is likewise declared, paid, set aside or made, respectively, at the same time with respect to each outstanding Series A Share such that the distribution declared, paid, set aside or made to the holder thereof shall be equal to the distribution that such holder would have received if such Series A Share had been converted into D3 Bio Ordinary Shares immediately prior to the record date for such distribution, or if no such record date is established, the date such distribution is made.

**Special rights** Series A Shares would entitle their holders certain special rights including redemption right, pre-emptive right, right of first refusal and co-sale right.

According to the D3 Bio Restated Articles, each of WuXi Fund I, ASL, Elbrus Investments and Sequoia Capital China Growth shall have the right to appoint one director of D3 Bio, for so long as holding at least 3,000,000 Series A Shares together with its affiliates.

## **INFORMATION ON THE GROUP AND THE PARTIES TO THE SHARE PURCHASE AGREEMENT**

### **Information on the Group**

The Company is a joint stock company incorporated in the PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange and the A Shares of which are listed on the Shanghai Stock Exchange.

The Group provides comprehensive and integrated research and manufacturing services throughout the discovery, development and manufacturing spectrum for small molecule drugs. The Group also provides development and manufacturing services for cell and gene therapies as well as testing services for medical devices.

### **Information on D3 Bio and the D3 Bio Group**

D3 Bio is a global biotechnology company developing and commercializing paradigm-shifting precision medicines to improve or replace existing oncology and immunology standard-of-care treatments that fail to or do not fully meet significant patient needs. D3 Bio collaborates with world-class partners across many geographic areas, integrating deep clinical and market insights about the healthcare treatment landscape with disruptive science and technological development through a progressive, iterative cycle of development to discovery and back to development.

### **Information on the D3 Bio Management Shareholders**

The D3 Bio Management Shareholders, namely Dr. Chen and Dr. Jin. Dr. Chen and Dr. Jin, were co-founders of D3 Bio holding 55% and 45%, respectively, of the issued and outstanding share capital of D3 Bio immediately prior to the Series A Investment.

Dr. Chen obtained his medical degree from the Shanghai Medical College of Fudan University (previously known as Shanghai Medical University) and his MBA from the Wharton School of Business at the University of Pennsylvania, and had his post graduate medical training at Shanghai Cancer Hospital and New York Medical College, respectively. He held senior research, management, business development, medical affairs and drug development positions at leading institutions and multi-national companies, including the National Institutes of Health, Eli Lilly and Company, GlaxoSmithKline plc, Johnson & Johnson and AstraZeneca. His experience includes development, regulatory registrations and market introductions of drugs in both the US and Chinese markets in oncology and other therapeutical areas.

Dr. Jin has a Bachelor of Medicine from Peking University School of Medicine, an MBA from Wharton School of Business at the University of Pennsylvania and a Ph.D. in Immunology from Cornell University School of Medicine. As a founding partner at Hanne Capital and a former VP of Business Development both at BeiGene, Ltd. and at TaiGen Biotechnology Co Ltd., Dr. Jin has been responsible for biotech venture investment, corporate business development, government affairs, and global cross-border licensing deals for cancer and other drugs within China and internationally. He has experience in cross-border investment and financing, pharmaceutical business development and drug licensing.

### **Information on WuXi Fund I, Hodge Lake, Bright Angel and WuXi RMB Fund**

WuXi Fund I is a limited partnership in the Cayman Islands established in accordance with the Exempted Limited Partnership Law, and is a wholly-owned subsidiary of the Company. WuXi Fund I is principally engaged in portfolio investment holding.

Hodge Lake is a limited liability company incorporated in the State of Delaware of the United States of America, and is wholly-owned by Dr. Ning Zhao, an executive Director of the Company. Hodge Lake may conduct any lawful business and activity for which limited liability companies can be organized under the Delaware Limited Liability Company Act.

Bright Angel is a company duly incorporated and validly existing under the laws of the British Virgin Islands. Bright Angel shall have full power and authority to carry out any object not prohibited by the laws of the British Virgin Islands. Dr. Ge Li controls the exercise of 100% of the voting rights in Bright Angel.

WuXi RMB Fund is a limited liability company duly established and validly existing under the laws of the PRC and is held as to 45% by an entity wholly-owned by Dr. Ge Li and Dr. Ning Zhao together. WuXi RMB Fund is principally engaged in private equity fund management services.

### **Information on the Other Series A Investors**

ASL is a subsidiary of Boyu Capital Fund IV, L.P., of which Boyu Capital General Partner IV, Ltd. is the general partner. Boyu Capital General Partner IV, Ltd. is a group company of Boyu Capital. Boyu Capital, being founded in 2011, is a leading China-focused investment firm providing growth and transformational capital for high-quality business franchises in Greater China region across four main sectors including financial services, consumer goods and retails, healthcare, media and high-technology industries. Mr. Xiaomeng Tong, being a non-executive Director, is one of the founding partners of Boyu Capital.



Elbrus Investments is an indirect wholly-owned subsidiary of Temasek Holdings (Private) Limited (“**Temasek**”). The principal activity of Elbrus Investments is investment holding. Temasek is a commercial investment company with a portfolio of S\$306 billion as at 31 March 2020, covering a broad spectrum of sectors including financial services; telecommunications, media and technology, consumer and real estate, transportation and industrials, life sciences and agribusiness, as well as energy and resources.

Sequoia Capital China Growth is a wholly-owned subsidiary of Sequoia Capital China Growth Fund VI, L. P. (“**Sequoia Capital China GVI Fund**”). Sequoia Capital China GVI Fund is an investment fund whose primary purpose is to make equity investments in private companies. The general partner of Sequoia Capital China GVI Fund is SC China Growth VI Management, L.P., whose general partner is SC China Holding Limited, a wholly-owned subsidiary of SNP China Enterprises Limited. Neil Nanpeng Shen is the sole shareholder of SNP China Enterprises Limited.

Matrix Partners VI is a venture capital fund with a primary purpose of making investments in the PRC, mainly focusing on companies in the advanced technology, healthcare, enterprise services, consumer goods and new retail, and mobile internet.

Save as disclosed in this announcement and to the best of the Directors’ knowledge after due and careful enquiry, the Other Series A Investors, D3 Bio, the D3 Bio Management Shareholders and the other members of the D3 Bio Group and the ultimate beneficial owners of the foregoing are third parties independent of the Company and its connected persons.

## **REASONS FOR AND BENEFITS OF THE PURCHASE OF SERIES A-1 SHARES**

D3 Bio focuses on developing the precision medicines in oncology and immunology to meet unmet patient needs. D3 Bio employs a new approach, surveying the clinical landscape rather than only following laboratory insights, to identify the unmet patient needs and to match patients with optimal therapies. In addition, the D3 Bio Management Shareholders are experienced in drug development and business management. Through the Series A Investment, the Group expects to further improve its ecological circle layout in the fields of oncology and immunology, indirectly promote the research and development of new drugs in oncology and immunology and benefit patients.



The terms of the Share Purchase Agreement as well as the transactions contemplated thereunder were agreed after arm's length negotiations among the parties thereto. The Directors (including the independent non-executive Directors) are of the view that the Share Purchase Agreement as well as the transactions contemplated thereunder are conducted in the ordinary and usual course of business of the Group, on normal commercial terms which are fair and reasonable, and are in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As at the date of this announcement, (i) Hodge Lake is wholly-owned by Dr. Ning Zhao, an executive Director. Hodge Lake is an associate of Dr. Ning Zhao and therefore a connected person of the Company; (ii) Dr. Ge Li, an executive Director, controls the exercise of 100% of the voting rights in Bright Angel. Bright Angel is an associate of Dr. Ge Li and therefore a connected person of the Company; and (iii) WuXi RMB Fund is held as to 45% by an entity wholly-owned by Dr. Ge Li and Dr. Ning Zhao together. WuXi RMB Fund is an associate of Dr. Ge Li and Dr. Ning Zhao and therefore a connected person of the Company. Accordingly, the Series A Investment, which involves WuXi Fund I, Hodge Lake, Bright Angel and WuXi RMB Fund making investments in D3 Bio in the same round of investment, constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios calculated in accordance with the Listing Rules in respect of the Series A Investment exceed 0.1% but are less than 5%, the Series A Investment is subject to reporting and announcement requirements but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

Dr. Ge Li, Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Edward Hu have abstained from voting on the relevant Board resolution approving the Share Purchase Agreement as well as the transactions contemplated thereunder. Dr. Ge Li, Dr. Ning Zhao and Mr. Zhaohui Zhang, each an executive Director, are parties to an acting-in-concert agreement and a supplemental agreement dated March 23, 2016 and March 17, 2017, respectively, pursuant to which, Dr. Ning Zhao and Mr. Zhaohui Zhang should defer to Dr. Ge Li's view and decision should there be different views among them on any matter considered at Board meetings and general meetings of the Company. Dr. Ge Li and Dr. Ning Zhao are spouses. Mr. Edward Hu is an executive Director and a director of WuXi RMB Fund.

Save as aforementioned, none of the other Directors has a material interest in the Share Purchase Agreement as well as the transactions contemplated thereunder. Therefore, no other Director should abstain from voting on such Board resolution.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires the following expressions have the following meanings:

“A Share(s)”	domestic share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“ASL”	Autumn Sycamore Limited, an exempted company duly incorporated and validly existing under the laws of the Cayman Islands
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company, from time to time
“Bright Angel”	Bright Angel Investments Ltd., a company duly incorporated and validly existing under the laws of the British Virgin Islands
“Company”	WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“D3 Bio”	D3 Bio, Inc., a company duly incorporated and validly existing under the laws of the Cayman Islands
“D3 Bio Group”	D3 Bio, D3 Bio HK and D3 Bio PRC
“D3 Bio HK”	D3 Bio Limited, a company duly incorporated and validly existing under the laws of Hong Kong
“D3 Bio Management Shareholders”	Dr. Chen and Dr. Jin, the founders of D3 Bio
“D3 Bio Ordinary Shares”	the ordinary shares of par value of US\$0.0001 each in the capital of D3 Bio

“D3 Bio PRC”	D3 Bio (Wuxi) Limited (德昇濟醫藥 (無錫) 有限公司), a limited liability company duly established and validly existing under the laws of the PRC
“D3 Bio Restated Articles”	the amended and restated memorandum of association and amended and restated articles of association of D3 Bio to be adopted in accordance with applicable Law and the Share Purchase Agreement and become effective on or before the First Closing, as the same may be amended and/or restated from time to time following the First Closing
“D3 Bio Shareholders”	WuXi Fund I, Hodge Lake, Bright Angel, WuXi RMB Fund, the Other Series A Investors and the D3 Bio Management Shareholders
“D3 Bio Shares”	D3 Bio Ordinary Shares and Series A Shares
“Director(s)”	the director(s) of the Company, from time to time
“Dr. Chen”	Dr. Zhi Jian Chen
“Dr. Jin”	Dr. John Fenyu Jin
“Elbrus Investments”	Elbrus Investments Pte. Ltd., a company duly incorporated and validly existing under the laws of Singapore
“Exempted Limited Partnership Law”	the Exempted Limited Partnership Law of the Cayman Islands (as amended, modified or re-enacted from time to time)
“FDA”	the Food and Drug Administration of the U.S.

“Final Second Closing”

the consummation of the sale, purchase and issuance of the Series A-2 Shares to Hodge Lake, Bright Angel, WuXi RMB Fund and the Other Series A Investors such number of Series A-2 Shares as set out below:

<b>Series A Investor</b>	<b>Number of Series A-2 Shares to be Purchased</b>
Hodge Lake	1,145,833
Bright Angel	687,500
WuXi RMB Fund	5,958,333
ASL	10,312,500
Elbrus Investments	10,312,500
Sequoia Capital China Growth	6,187,500
Matrix Partners VI	2,062,500
<b>Total</b>	<b><u><u>36,666,666</u></u></b>

“First Closing”

the consummation of the sale, purchase and issuance of the Series A-1 Shares to WuXi Fund I, Hodge Lake and the Other Series A Investors such number of Series A-1 Shares as set out below:

<b>Series A Investor</b>	<b>Number of Series A-1 Shares to be Purchased</b>
WuXi Fund I	21,000,000
Hodge Lake	5,000,000
ASL	5,000,000
Elbrus Investments	5,000,000
Sequoia Capital China Growth	3,000,000
Matrix Partners VI	1,000,000
<b>Total</b>	<b><u><u>40,000,000</u></u></b>

“Group”	the Company and its subsidiaries
“H Share(s)”	overseas listed foreign shares with a nominal value of RMB1.00 each in the share capital of the Company, which are listed on the Stock Exchange
“Hodge Lake”	Hodge Lake, LLC, a limited liability company incorporated in the State of Delaware of the United States of America
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“IND” or “CTA”	“Investigational New Drug” or “Clinical Trial Application”, respectively, an application submitted to the FDA or NMPA to seek permission or no objection to ship unapproved, experimental drug or biologic agents across jurisdictions (usually to clinical investigators) for use in clinical studies before a marketing application for the drug has been approved
“Initial Second Closing”	the consummation of the sale, purchase and issuance of the Series A-2 Shares to Hodge Lake, Bright Angel, WuXi RMB Fund and the Other Series A Investors such number of Series A-2 Shares as set out below:

<b>Series A Investor</b>	<b>Number of Series A-2 Shares to be Purchased</b>
Hodge Lake	520,833
Bright Angel	312,500
WuXi RMB Fund	2,708,333
ASL	4,687,500
Elbrus Investments	4,687,500
Sequoia Capital China Growth	2,812,500
Matrix Partners VI	937,500
<b>Total</b>	<b><u>16,666,666</u></b>

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
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“Matrix Partners VI”	Matrix Partners China VI Hong Kong Limited, a company duly incorporated and validly existing under the laws of Hong Kong
“NMPA”	the National Medical Products Administration (formerly known as China Food and Drug Administration) of the PRC
“Other Series A Investors”	ASL, Elbrus Investments, Sequoia Capital China Growth Venture and Matrix Partners VI
“PRC”	the People’s Republic of China, for the sole purpose of this announcement, excluding Hong Kong, Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Sequoia Capital China Growth”	SCC Growth VI Holdco E, Ltd., a company incorporated in the Cayman Islands
“Series A Investment”	the purchase of Series A Shares pursuant to the Share Purchase Agreement
“Series A Investors”	investors who subscribed for Series A Shares pursuant to the Share Purchase Agreement
“Series A Shares”	collectively, the Series A-1 Shares and Series A-2 Shares
“Series A-1 Shares”	the series A-1 convertible preferred shares of par value of US\$0.0001 each in the capital of D3 Bio, carrying the rights, privileges and benefits as set out in the D3 Bio Restated Articles and/or in the Shareholders Agreement
“Series A-2 Shares”	the series A-2 convertible preferred shares of par value of US\$0.0001 each in the capital of D3 Bio, carrying the rights, privileges and benefits as set out in the D3 Bio Restated Articles and/or in the Shareholders Agreement
“Shareholder(s)”	the shareholders of the Company
“Shareholders Agreement”	the shareholders agreement to be entered into by and among the D3 Bio and other parties named therein on or prior to the First Closing, as the same may be amended and/or restated from time to time following the First Closing

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Share Purchase Agreement”	the series A share purchase agreement dated November 17, 2020 entered into by WuXi Fund I, among others, with D3 Bio
“U.S.”	the United States of America.
“US\$”	United States Dollar(s), the lawful currency of the U.S.
“WuXi Fund I”	WuXi PharmaTech Healthcare Fund I L.P., a limited partnership in the Cayman Islands established in accordance with the Exempted Limited Partnership Law, and a wholly-owned subsidiary of the Company
“WuXi RMB Fund”	WuXi Huiying Investment Management (Suzhou) Co., Ltd. (藥明匯英投資管理(蘇州)有限公司), a limited liability company duly established and validly existing under the laws of the PRC
“%”	per cent

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

Hong Kong, November 17, 2020

*As of the date of this announcement, the Board 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*