

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**(1) POLL RESULTS OF THE 2020 ANNUAL GENERAL MEETING,  
THE FIRST A SHARE CLASS MEETING FOR 2021 AND  
THE FIRST H SHARE CLASS MEETING FOR 2021;**  
**(2) ISSUE OF 2020 CAPITALIZATION SHARES AND  
PAYMENT OF CASH DIVIDEND;**  
**AND**  
**(3) AMENDMENT TO ARTICLES OF ASSOCIATION**

The board (the “**Board**”) of directors (the “**Directors**”) of WuXi AppTec Co., Ltd.\* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) is pleased to announce the poll results of the 2020 annual general meeting (the “**AGM**”), the first A Share class meeting of 2021 (the “**A Share Class Meeting**”) and the first H Share class meeting of 2021 (the “**H Share Class Meeting**”), together with the AGM and the A Share Class Meeting, the “**Meetings**”) held on May 13, 2021.

For details of the resolutions considered at the Meetings, the Shareholders may refer to the respective notices of the Meetings and the Company’s circular dated April 9, 2021 (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

**1. CONVENING AND ATTENDANCE OF THE MEETINGS**

The Meetings were convened as on-site meetings at 2:00 p.m. on Thursday, May 13, 2021 at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China. Votings at the AGM and the A Share Class Meeting were taken by poll on site and online through the trading system of the Shanghai Stock Exchange (the “**SSE**”) and a designated voting system of the SSE by A Shareholders of the Company. Voting at the H Share Class Meeting was taken by poll on site.

## **Attendance of the AGM**

The total number of the issued Shares of the Company as at the meeting record date was 2,450,633,599, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions proposed at the AGM. There were no Shareholders who were required to abstain from voting in favour when casting votes on any of the resolutions at the AGM according to Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Hong Kong Listing Rules**”). As disclosed in the Circular, Shareholders with a material interest in the Application for Shares, the Amended and Restated WuXi XDC Articles, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the Potential Continuing Related Parties Transactions, and their associates, holding 634,466,551 Shares of the Company which account for approximately 25.89% of the total number of Shares with voting rights of the Company will be required to abstain from voting on the resolution in relation to the Application for Shares, the Amended and Restated WuXi XDC Articles, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the Potential Continuing Related Parties Transactions (i.e. ordinary resolution No. 10). Save as aforementioned, no Shareholder was required under the Hong Kong Listing Rules to abstain from voting on any of the resolutions at the AGM and the H Shareholders’ Class Meeting and none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM and the H Shareholders’ Class Meeting. A total of 719 Shareholders and authorized proxies who were entitled to vote, holding 1,432,279,269 Shares, representing approximately 58.45% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting. Among those Shareholders, 717 A Shareholders and authorized proxies, holding 1,214,618,459 A Shares, representing approximately 49.56% of the total number of Shares with voting rights of the Company, were present at the AGM or participated in the online voting; two H Shareholders and authorized proxies, holding 217,660,810 H Shares, representing approximately 8.88% of the total number of Shares with voting rights of the Company, were present at the AGM.

## **Attendance of the A Share Class Meeting**

The total number of the issued A Shares of the Company as at the meeting record date was 2,134,858,437, which was the total number of A Shares entitling the Shareholders to attend and vote on the resolutions proposed at the A Share Class Meeting. No A Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the A Share Class Meeting according to Rule 13.40 of the Hong Kong Listing Rules. No A Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no A Shareholders indicated their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular. A total of 717 A Shareholders with voting rights and authorized proxies, holding an aggregate of 1,214,618,459 A Shares which represented approximately 56.89% of the total number of A Shares with voting rights, were present at the A Share Class Meeting or participated in the online voting.

## Attendance of the H Share Class Meeting

The total number of the issued H Shares of the Company as at the meeting record date was 315,775,162, which was the total number of H Shares entitling the Shareholders to attend and vote on the resolutions proposed at the H Share Class Meeting. No H Shareholders were required to abstain from voting in favour when casting votes on any of the resolutions at the H Share Class Meeting according to Rule 13.40 of the Hong Kong Listing Rules. No H Shareholders were required to abstain from voting according to the Hong Kong Listing Rules. Moreover, no H Shareholders indicated their intention to vote against or abstain from voting on the relevant resolutions contained in the Circular. Two H Shareholders, authorized proxies, holding an aggregate of 213,592,210 H Shares which represented approximately 67.64% of the total number of H Shares with voting rights, were present at the H Share Class Meeting.

## 2. VOTING RESULTS OF THE MEETINGS

### Voting results of the AGM

The A Shareholders and H Shareholders present at the AGM considered and approved the following resolutions by way of open poll via a combination of on-site and online voting, and the voting results are as follows:

ORDINARY RESOLUTIONS <sup>#</sup>		Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
1.	To approve the report of the Board of Directors for the year 2020.	1,427,001,278 (99.9711%)	68,243 (0.0048%)	343,602 (0.0241%)	Yes
2.	To approve the report of the Supervisory Committee for the year 2020.	1,427,001,278 (99.9711%)	68,243 (0.0048%)	343,602 (0.0241%)	Yes
3.	To approve the financial report for the year 2020.	1,427,001,278 (99.9711%)	68,243 (0.0048%)	343,602 (0.0241%)	Yes
4.	To approve the proposed provision of external guarantees for subsidiaries of the Company.	1,346,502,001 (94.0111%)	85,697,168 (5.9833%)	80,100 (0.0056%)	Yes
5.	To approve the proposed authorization to the Investment Department of the Company to dispose of listed and trading shares of listed companies held by the Company.	1,425,842,124 (99.8899%)	1,490,899 (0.1044%)	80,100 (0.0057%)	Yes
6.	To approve the proposed amendments to the work policies of the independent Directors.	1,427,316,724 (99.9932%)	16,199 (0.0011%)	80,200 (0.0057%)	Yes

ORDINARY RESOLUTIONS <sup>#</sup>		Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
7.	To approve the proposed re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) and Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行), respectively, as PRC financial report and internal control report auditors of the Company and as offshore financial report auditors of the Company for the year 2021 and to authorize the Board to fix their remuneration.	1,417,399,351 (99.2985%)	7,506,172 (0.5259%)	2,507,600 (0.1756%)	Yes
8.	To approve the proposed foreign exchange hedging limit.	1,427,316,824 (99.9933%)	16,199 (0.0011%)	80,100 (0.0056%)	Yes
9.	To approve the adjustment to the independent Directors' annual allowance.	1,427,316,724 (99.9932%)	16,199 (0.0011%)	80,200 (0.0057%)	Yes
10.	To approve the Application for Shares, the Amended and Restated Wuxi XDC Articles, the Asset Transfer Agreement and the transactions contemplated thereunder, as well as the Potential Continuing Related Parties Transactions.	838,261,701 (99.9885%)	15,699 (0.0019%)	81,100 (0.0096%)	Yes
<b>SPECIAL RESOLUTIONS<sup>#</sup></b>					
11.	Subject to the passing of resolution no. 16 below, to approve the proposed 2020 Profit Distribution Plan.	1,427,316,968 (99.9933%)	16,055 (0.0011%)	80,100 (0.0056%)	Yes
12.	To approve the proposed increase of registered capital.	1,427,095,084 (99.9777%)	16,199 (0.0011%)	301,840 (0.0212%)	Yes
13.	To approve the proposed amendments to the Articles of Association.	1,427,176,764 (99.9834%)	150,059 (0.0105%)	86,300 (0.0061%)	Yes
14.	To approve the proposed granting of general mandate to issue A Shares and/or H Shares.	1,285,520,665 (90.9210%)	114,831,700 (8.1217%)	13,534,495 (0.9573%)	Yes
15.	To approve the proposed granting of general mandates to repurchase A Shares and/or H shares.	1,425,727,807 (99.8819%)	1,389,276 (0.0973%)	296,040 (0.0208%)	Yes
16.	Subject to the passing of resolution no. 11 above, to approve the proposed issuance of the Additional Conversion Shares under the Convertible Bonds-Related Specific Mandate; and to authorize Dr. Ge Li (李革), Mr. Edward Hu (胡正國) and/or Mr. Ellis Bih-Hsin CHU (朱璧辛) to handle matters relating to the conversion of the Bonds into H Shares.	1,412,864,156 (98.9807%)	14,464,587 (1.0133%)	84,380 (0.0060%)	Yes

## Voting results of the A Share Class Meeting

The A Shareholders present at the A Share Class Meeting considered and approved the following resolutions by way of open poll via on-site voting and online voting, and the voting results are as follows:

SPECIAL RESOLUTIONS		Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
1.	Subject to the passing of resolution no. 3 below, to approve the proposed 2020 Profit Distribution Plan.	1,214,567,307 (99.9958%)	16,052 (0.0013%)	35,100 (0.0029%)	Yes
2.	To approve the proposed granting of general mandates to repurchase A Shares and/or H Shares.	1,213,199,563 (99.8832%)	1,383,396 (0.1139%)	35,500 (0.0029%)	Yes
3.	Subject to the passing of resolution no. 1 above, to approve the proposed issuance of the Additional Conversion Shares under the Convertible Bonds-Related Specific Mandate; and to authorize Dr. Ge Li (李革), Mr. Edward Hu (胡正國) and/or Mr. Ellis Bih-Hsin CHU (朱璧辛) to handle matters relating to the conversion of the Bonds into H Shares.	1,209,996,695 (99.6195%)	4,582,384 (0.3773%)	39,380 (0.0032%)	Yes

## Voting results of the H Share Class Meeting

The H Shareholders present at the H Share Class Meeting considered and approved the following resolutions by way of open poll via on-site voting, and the voting results are as follows:

SPECIAL RESOLUTIONS <sup>a</sup>		Number of Votes (%)			Approved or not
		FOR	AGAINST	ABSTAIN	
1.	Subject to the passing of resolution no. 3 below, to approve the proposed 2020 Profit Distribution Plan.	213,547,207 (99.9789%)	3 (0.0000%)	45,000 (0.0211%)	Yes
2.	To approve the proposed granting of general mandates to repurchase A Shares and/or H Shares.	213,319,910 (99.8725%)	5,880 (0.0028%)	266,420 (0.1247%)	Yes
3.	Subject to the passing of resolution no. 1 above, to approve the proposed issuance of the Additional Conversion Shares under the Convertible Bonds-Related Specific Mandate; and to authorize Dr. Ge Li (李革), Mr. Edward Hu (胡正國) and/or Mr. Ellis Bih-Hsin CHU (朱璧辛) to handle matters relating to the conversion of the Bonds into H Shares.	203,230,523 (95.1488%)	10,316,687 (4.8301%)	45,000 (0.0211%)	Yes

### 3. ATTESTATION BY LAWYERS AND SCRUTINEER

Deloitte Touche Tohmatsu served as the scrutineer at the Meetings for the purpose of vote taking.

The Meetings were attested by Fangda Partners, PRC legal advisors to the Company, which issued a legal opinion, certifying that the convening and procedures of the Meetings of the Company, the qualification of the convener, the qualification of the attendees and the voting procedures were in compliance with the relevant PRC laws and regulations and the Articles of Association of the Company. The resolutions passed at the Meetings were lawful and valid.

### 4. 2020 CAPITALIZATION SHARES AND DIVIDEND PAYMENT

The Board is pleased to announce that, the Company will issue two (2) 2020 Capitalization Shares for every existing ten (10) Shares by way of capitalization of reserve, and will pay a cash dividend in an aggregate amount of RMB889,579,996,437 (inclusive of tax) (representing a dividend of RMB3.63 (inclusive of tax) per ten (10) Shares based on the total issued Shares as at the date of this announcement) to the Shareholders whose names appear on the register of members of the Company on June 7, 2021 (the “**Record Date**”). The New Capitalization H Shares will be issued on a pro-rated basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. No fractional Shares will be issued and distributed pursuant to the 2020 Capitalization of Reserve, but will be aggregated and sold for the benefit of the Company. The cash dividend will also be paid on a pro-rated basis for Shareholders who hold Shares in odd lot (i.e. RMB0.363 per ordinary Share). The 2020 Profit Distribution will be declared according to the Articles of Association. Dividend on A Shares will be paid in Renminbi and dividend on H Shares will be paid in Hong Kong dollars. The exchange rate to be used to convert the cash dividend from RMB to HK\$ will be the average of the medium rate of RMB to HK\$ announced by the People’s Bank of China for five working days prior to and including May 13, 2021, the date on which the 2020 Profit Distribution was declared at the 2020 AGM. The Company has appointed a receiving agent to whom the 2020 Profit Distribution will be paid for their onward payment to the H Shareholders.

The expected timetable for, among other things, the 2020 Capitalization of Reserve and 2020 Profit Distribution as set out below is indicative only and has been prepared on the assumption that all conditions of the 2020 Capitalization of Reserve and 2020 Profit Distribution will be fulfilled. The expected timetable is subject to change and any such change will be announced in a separate announcement by the Company as soon as practicable.

Last day of dealings in H Shares on a cum-entitlement basis	Thursday, May 27, 2021
First day of dealings in H Shares on an ex-entitlement basis	Friday, May 28, 2021
Latest time for lodging transfer documents of H Shares for entitlement to the 2020 Capitalization of Reserve and 2020 Profit Distribution <sup>(Note 2)</sup>	4:30 p.m., Monday, May 31, 2021
Book closure period for determining H Shareholders' entitlement to the 2020 Capitalization of Reserve and 2020 Profit Distribution	Tuesday, June 1, 2021 to Monday, June 7, 2021 <sup>(Note 3)</sup>
Record date for determining H Shareholders' entitlement to the 2020 Capitalization of Reserve and 2020 Profit Distribution	Monday, June 7, 2021
Register of H Shareholders of the Company reopens	Tuesday, June 8, 2021
Expected date of despatch of certificates for the 2020 New Capitalization H Shares	Tuesday, June 8, 2021
2020 New Capitalization H Shares expected to be listed on the Stock Exchange and dealing expected to commence	9:00 a.m., Wednesday, June 9, 2021
Expected date of 2020 Profit Distribution for H Shareholders	Thursday, June 17, 2021

*Notes:*

- (1) All references to time in this announcement are Hong Kong time.
- (2) If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
  - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same Business Day;
  - (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.
- (3) Both days inclusive.

Details of the 2020 Capitalization of Reserve and the 2020 Profit Distribution including without limitation the expected timetable, applicable record dates, book closure arrangements, status of the 2020 Capitalization Shares, arrangements involving the Northbound Trading and Southbound Trading, applicable tax arrangements, conditions to which the 2020 Capitalization of Reserve and the 2020 Profit Distribution Plan are subject to odd lot arrangements and matching services provided by Global Mastermind Securities Limited and its contacts were set out in the Circular. All Shareholders and investors are requested to read the Circular carefully and consult their advisers whenever required.

Application will be made by the Company to the Stock Exchange for the approval for the listing of, and permission to deal in, the 2020 New Capitalization H Shares. The 2020 New Capitalization A Shares will be listed on the Shanghai Stock Exchange. Subject to the satisfaction of the conditions set out in the Circular, the 2020 New Capitalization H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Company for the 2020 New Capitalization H Shares to be admitted into CCASS.

In order to determine the list of H Shareholders who are entitled to the 2020 Capitalization of Reserve and 2020 Profit Distribution, the Company's register of H Shareholders will be closed from Tuesday, June 1, 2021 to Monday, June 7, 2021, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's register of H Shareholders on Monday, June 7, 2021 are entitled to receive the 2020 New Capitalization H Shares and 2020 Profit Distribution. In order to receive the 2020 New Capitalization H Shares and 2020 Profit Distribution, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar, Tricor Investor Services Limited at or before 4:30 p.m. on Monday, May 31, 2021 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

## 5. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The resolution on the amendments to the Articles of Association of the Company was approved at the AGM and will take immediate effect.

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

Hong Kong, May 13, 2021

*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*

# *The full text of the resolutions is set out in the notice of the AGM*

^ *The full text of the resolutions is set out in the notice of the H Share Class Meeting*