
DEFINITIONS

Unless the context otherwise requires, the following expressions have the following meanings in this document. Certain other terms are explained in the section headed “Glossary” in this document.

[REDACTED]

“Accountants’ Report”	the accountants’ report from the Reporting Accountants, the text of which is set out in Appendix I to this document
“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“AFRC”	Accounting and Financial Reporting Council

[REDACTED]

“Articles of Association” or “Articles”	our second amended and restated articles of association, conditionally approved and adopted on [●] effective on the [REDACTED], and as amended from time to time, a summary of which is contained in Appendix III to this document
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[REDACTED]

“Audit Committee”	the audit committee of the Board
“BCD business unit”	the bioconjugate drug business unit of our Group or the WXB Group prior to its transfer to our Group, as the context requires
“Beneficial WXB Shareholder(s)”	any beneficial owner(s) of shares of WuXi Biologics whose shares of WuXi Biologics are registered, as shown in the register of members of WuXi Biologics, in the name of a registered shareholder of WuXi Biologics on the [REDACTED]

DEFINITIONS

“Biologics (Shanghai)” WuXi Biologics (Shanghai) Co., Ltd.* (上海藥明生物技術有限公司), a limited liability company established in the PRC on January 6, 2015, a wholly-owned subsidiary of WuXi Biologics

“Biologics Holdings” WuXi Biologics Holdings Limited, a business company incorporated with limited liability under the laws of the BVI on December 17, 2015, a substantial shareholder of WuXi Biologics

[REDACTED]

“Board” or “Board of Directors” the board of directors of our Company

“business day” any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business

“BVI” the British Virgin Islands

“CAGR” compound annual growth rate

“Cayman Companies Act” the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented, or otherwise modified from time to time

[REDACTED]

DEFINITIONS

[REDACTED]

“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, Macau and Taiwan
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company,” “our Company,” “Group,” “our Group,” “we” or “us”	WuXi XDC Cayman Inc. (藥明合聯生物技術有限公司*), an exempted company incorporated under the laws of Cayman Islands with limited liability on December 14, 2020, and, except where the context indicated otherwise, all of its subsidiaries and companies whose financial results have been consolidated and accounted as the subsidiaries of our Company
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, refers to WuXi Biologics, WuXi AppTec, WuXi AppTec (Shanghai), STA and STA Pharmaceutical, or any one of them
“Director(s)”	the director(s) of our Company or any one of them
“ESG Committee”	the ESG committee of the Board
“EMA”	the European Medicines Agency
“FDA”	the U.S. Food and Drug Administration
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant of our Company

[REDACTED]

“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
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DEFINITIONS

[REDACTED]

“Hong Kong”

the Hong Kong Special Administrative Region of the PRC

[REDACTED]

“IFRSs”

International Financial Reporting Standards

“independent third party(ies)”

a party, who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, which is not a connected person (as defined in the Listing Rules) of our Company

[REDACTED]

DEFINITIONS

[REDACTED]

“Latest Practicable Date” October 20, 2023, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained in this document

[REDACTED]

“Listing Committee” the Listing Committee of the Stock Exchange

[REDACTED]

“Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time

DEFINITIONS

“Memorandum” or “Memorandum of Association”	our second amended and restated memorandum of association, conditionally approved and adopted on [●] effective on the [REDACTED], as amended, supplemented or otherwise modified from time to time
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“NMPA”	National Medical Product Administration (國家藥品監督管理局)
“Nomination Committee”	the nomination committee of the Board

[REDACTED]

“Ordinary Shares” or “Shares”	ordinary shares in the share capital of our Company with a par value of US\$0.00005 each
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[REDACTED]

DEFINITIONS

“Payload & Linker Business”	the payload & linker business, which includes the customer resources, personnel and assets relating to such business, acquired by our Group from STA Pharmaceutical
“Payload-Linkers Master Services Agreement”	the payload-linkers master services framework agreement entered into between our Company and WuXi AppTec on [●], 2023, pursuant to which the WXAT Group will provide research and development and manufacturing services in relation to payload-linkers and supply the related intermediate products to our Group for use in our ADC CRDMO services
“PRC Legal Advisor”	Fangda Partners, being the legal advisor to the PRC laws

[REDACTED]

“QIBs”	qualified institutional buyers within the meaning of Rule 144A
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[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“related parties”	has the meaning as set out in the paragraph headed “Related Party Transactions and Balances” under Note 37 to the Accountants’ Report set out in Appendix I to this document
“Remaining WXB Group”	WuXi Biologics and its subsidiaries, excluding our Group
“Remuneration Committee”	the remuneration committee of the Board

DEFINITIONS

[REDACTED]

“RMB” or “Renminbi”	Renminbi, the lawful currency of the PRC
“Rule 144A”	Rule 144A under the U.S. Securities Act
“SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of Shares
“Specified Territories”	jurisdiction outside Hong Kong where, taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdiction, WuXi Biologics and our Company consider the exclusion of the shareholders of WuXi Biologics with registered addresses in or who are otherwise known by WuXi Biologics to be residents of, such jurisdiction from the [REDACTED] to be necessary or expedient

[REDACTED]

“STA”	Shanghai SynTheAll Pharmaceutical Co., Ltd.* (上海合全藥業股份有限公司), a limited liability company established in the PRC on January 23, 2003, a non-wholly owned subsidiary of WuXi AppTec and one of our Controlling Shareholders
“STA Changzhou”	Changzhou SynTheAll Pharmaceutical Co., Ltd.* (常州合全藥業有限公司), a limited liability company established in the PRC on September 29, 2013, a non-wholly owned subsidiary of WuXi AppTec
“STA Pharmaceutical”	STA Pharmaceutical Hong Kong Investment Limited* (合全藥業香港投資有限公司), a limited liability company incorporated in Hong Kong on November 30, 2020, a non-wholly owned subsidiary of WuXi AppTec and one of our Controlling Shareholders

DEFINITIONS

[REDACTED]

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Strategy Committee”	the strategy committee of the Board
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the period consisting of the three years ended December 31, 2022 and the six months ended June 30, 2023

[REDACTED]

“U.S.” or “United States”	the United States of America
“U.S. Securities Act”	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“US\$” or “U.S. dollar(s)”	United States dollar(s), the lawful currency of the United States
“VAT”	the PRC value-added tax

[REDACTED]

“WuXi AppTec”	WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), a joint stock company with limited liability incorporated in the PRC on December 1, 2000, with its A shares being listed on the Shanghai Stock Exchange (SSE stock code: 603259) and its H shares being listed on the Main Board of the Stock Exchange (HKEx stock code: 2359), one of our Controlling Shareholders
“WuXi AppTec (Shanghai)”	WuXi AppTec (Shanghai) Co., Ltd. (上海藥明康德新藥開發有限公司), a limited liability company incorporated in the PRC on April 2, 2002, a wholly-owned subsidiary of WuXi AppTec and one of our Controlling Shareholders

* For identification purpose only

DEFINITIONS

“WuXi Biologics”	WuXi Biologics (Cayman) Inc. (藥明生物技術有限公司)*, an exempted company incorporated with limited liability in the Cayman Islands on February 27, 2014, with its shares being listed on the Main Board of the Stock Exchange (HKEx stock code: 2269), one of our Controlling Shareholders
“WuXi Biologics Investment”	WuXi Biologics Investment Limited (藥明生物投資有限公司), a limited liability company incorporated in Hong Kong on November 18, 2020, a wholly-owned subsidiary of WuXi Biologics
“WXAT Group”	Wuxi AppTec together with its subsidiaries
“WXB Group”	WuXi Biologics together with its subsidiaries
“WXB Share(s)”	ordinary share(s) in the capital of WuXi Biologics with nominal value of US\$1/120,000 each
“WXB Shareholder(s)”	holder(s) of WXB Share(s)
“XDC Changzhou”	WuXi XDC (Changzhou) Co., Ltd.* (常州藥明合聯生物技術有限公司), a limited liability company established in the PRC on July 2, 2021, a wholly-owned subsidiary of our Company
“XDC Hong Kong”	WuXi XDC Hong Kong Limited, a limited liability company incorporated in Hong Kong on June 7, 2021, a wholly-owned subsidiary of our Company
“XDC Shanghai”	WuXi XDC Shanghai Co., Ltd.* (上海藥明合聯生物技術有限公司), a limited liability company established in the PRC on March 31, 2021, a wholly-owned subsidiary of our Company
“XDC Singapore”	WuXi XDC Singapore Private Limited, a limited liability company incorporated in Singapore on November 16, 2022, a wholly-owned subsidiary of our Company
“XDC Wuxi”	WuXi XDC Co., Ltd.* (無錫藥明合聯生物技術有限公司), a limited liability company incorporated in the PRC on March 13, 2018, a wholly-owned subsidiary of our Company

In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction,” “controlling shareholder,” “subsidiaries” and “substantial shareholder” shall have the meanings given to such terms in the Hong Kong Listing Rules, unless the context otherwise requires.

DEFINITIONS

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

For ease of reference, the names of the PRC-incorporated companies or entities or PRC laws or regulations have been included in this document in both the Chinese and English languages; in the event of any inconsistency, the Chinese versions shall prevail.