

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.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

This announcement is not for release, publication or distribution, in whole or in part, in or into any jurisdiction where to do so would constitute a violation of the applicable laws or regulations of such jurisdiction.



WUXI XDC CAYMAN INC.

藥明合聯生物技術有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2268)



**BioDlink International
Company Limited**

東曜藥業股份有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 1875)

JOINT ANNOUNCEMENT

**VOLUNTARY CONDITIONAL CASH OFFERS BY
CITIGROUP GLOBAL MARKETS ASIA LIMITED
FOR AND ON BEHALF OF THE OFFEROR
FOR ALL THE ISSUED SHARES OF THE COMPANY
(OTHER THAN THOSE SHARES ALREADY OWNED OR
AGREED TO BE ACQUIRED BY THE OFFEROR AND
THE OFFEROR CONCERT PARTIES) AND TO CANCEL
ALL OUTSTANDING SHARE OPTIONS**

OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

FINANCIAL ADVISER TO THE OFFEROR



**INDEPENDENT FINANCIAL ADVISER TO
THE INDEPENDENT BOARD COMMITTEE**



**中毅資本有限公司
Grand Moore Capital Limited**

Reference is made to (i) the composite offer and response document dated 12 February 2026 issued by the Offeror and the Company in connection with, among other things, the Offers (the “**Composite Document**”); and (ii) the joint announcement of the Company dated 13 March 2026 issued by the Offeror and the Company in relation to the level of acceptances on the First Closing Date and the extension of the Offers.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Composite Document. All times and dates contained in this announcement refer to Hong Kong times and dates.

CONDITIONS TO THE OFFERS

As stated in the Composite Document, the Share Offer is conditional on the satisfaction or, if capable of being waived, waiver of, among other things, the following Condition:

*“(a) valid acceptances of the Share Offer having been received (and not, where permitted, withdrawn) by 4:00 p.m. on the Closing Date in respect of such number of Offer Shares which would result in the Offeror holding not less than 60% of the voting rights in the Company as at the Closing Date (the “**Acceptance Condition**”);”*

The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects (and not subsequently lapsed).

THE OFFERS HAVE BECOME UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on Tuesday, 17 March 2026:

- (a) the Offeror had received valid acceptances for the Share Offer in respect of 463,672,734 Offer Shares, representing approximately 60.00% of the total issued share capital and voting rights of the Company as at the date of this announcement; and
- (b) the Offeror had received valid acceptances for the Option Offer in respect of 6,512,600 Share Options representing approximately 85.33% of the total outstanding Share Options as at the date of this announcement.

In the light of the number of valid acceptances of the Share Offer as disclosed above, the Acceptance Condition has been satisfied. All other Conditions of the Share Offer have also been fulfilled. Accordingly, the Share Offer has become unconditional in all respects as at the date of this announcement.

As the Share Offer has become unconditional in all respects, the Option Offer has also become unconditional in all respects as at the date of this announcement.

THE OFFERS REMAIN OPEN FOR ACCEPTANCE AND THE REVISED EXPECTED TIMETABLE

Pursuant to Rule 15.3 of the Takeovers Code, the Offers shall remain open for acceptance for at least 14 days after they have become unconditional in all respects. Unless the Offeror subsequently revises or extends the Offers in accordance with the Takeovers Code or as required by applicable laws, the Offers will remain open for acceptance until 4:00 p.m. on Tuesday, 31 March 2026 (the “**Final Closing Date**”) and the latest date for despatch of cheques for payment of the amounts due under the Offers in respect of valid acceptances received on the Final Closing Date will be Tuesday, 14 April 2026.

Save as set out in this announcement, all other terms of the Offers as set out in the Composite Document and the Forms of Acceptance remain unchanged.

The revised expected timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made by the Offeror and the Company in the event of any changes to the timetable as and when appropriate.

Event	Hong Kong time and dates
Offers have become unconditional in all respects, as disclosed in this announcement	Tuesday, 17 March 2026
Latest time and date for RSA Holders to provide written notice to the Administration Committee relating to acceptance of the Share Offer in respect of RSA Shares ^(Note 5)	4:00 p.m. on Tuesday, 24 March 2026
Final Closing Date ^(Note 1)	Tuesday, 31 March 2026
Latest time and date for acceptance of the Offers on the Final Closing Date ^(Notes 1, 2 and 3)	4:00 p.m. on Tuesday, 31 March 2026
Announcement of the results of the Offers as at the Final Closing Date on the websites of the Stock Exchange and the Company ^(Note 1)	no later than 7:00 p.m. on Tuesday, 31 March 2026
Latest date for despatch of cheques for payment of the amounts due under the Offers in respect of valid acceptances received under the Offers at or before 4:00 p.m. on the Final Closing Date, being the latest time and date by which the Offers remain open for acceptances ^(Notes 1 and 4)	Tuesday, 14 April 2026

Notes:

- (1) Pursuant to Rule 15.3 of the Takeovers Code, where the Offers become or are declared unconditional (whether as to acceptances or in all respects), the Offers should remain open for acceptances for not less than 14 days thereafter. As the Offers have become unconditional in all respects as at the date of this announcement, unless the Offeror subsequently revises or extends the Offers in accordance with the Takeovers Code or as required by applicable laws, the Offers will remain open for acceptance until 4:00 p.m. on Tuesday, 31 March 2026. For the avoidance of doubt, the Offeror has the right under the Takeovers Code to extend the Offers until such date as it may determine subject to compliance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). If the Offeror exercises this right to extend the Offers, at least 14 days' notice by way of an announcement will be given before the Offers are closed to the Shareholders and the Option Holders who have not accepted the Offers.
- (2) Beneficial owners of the Offer Shares who hold their Offer Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant and who wish to accept the Share Offer should note the timing requirements (as set out in Appendix I to the Composite Document) for causing instructions to be made to CCASS in accordance with the General Rules of HKSCC and HKSCC Operational Procedures.
- (3) If a tropical cyclone warning signal number 8 or above, or a black rainstorm warning, or "extreme conditions" as announced by the Government of Hong Kong is/are in force in Hong Kong:
 - (a) at any time before 12:00 noon but no longer in force at or after 12:00 noon on the latest date for acceptance of the Offers and/or the latest date for despatch of cheques for payment of the amounts due under the Offers in respect of valid acceptances (as the case may be), the latest time for acceptance of the Offers will remain at 4:00 p.m. on the same Business Day and/or the latest date for despatch of cheques will remain on the same Business Day; or
 - (b) at any time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers and/or the latest date for despatch of cheques for payment of the amounts due under the Offers in respect of valid acceptances (as the case may be), the latest time for acceptance of the Offers will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 12:00 noon and 4:00 p.m. and/or the latest date for despatch of cheques will be rescheduled to the following Business Day which does not have either of those warnings in force between 12:00 noon and 4:00 p.m. or such other day as the Executive may approve in accordance with the Takeovers Code.
- (4) Remittances in respect of the cash consideration (after deducting the seller's Hong Kong ad valorem stamp duty payable in respect of the Share Offer) payable for the Offer Shares tendered under the Share Offer will be despatched to the Shareholders accepting the Share Offer by ordinary post at their own risk.

Cheques in respect of the cash consideration payable for the Share Options surrendered for cancellation under the Option Offer will be delivered to the registered office of the Company at Room 1918, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong for collection by the Option Holders.

Payment will be made as soon as possible, but in any event no later than seven (7) Business Days after the later of (i) the Unconditional Date (being the date of this announcement) and (ii) the date of receipt by the Registrar of all relevant documents to render each acceptance under the relevant Offers complete and valid in accordance with the Takeovers Code, the Composite Document and the relevant accompanying Form(s) of Acceptance.
- (5) RSA Holders wishing to accept the Share Offer in respect of their RSA Shares should provide written notice indicating that they intend to accept the Share Offer together with relevant documents to the Administration Committee by no later than 4:00 p.m. (Hong Kong time) of the date falling no less than five (5) Business Days before the Final Closing Date (which shall be Tuesday, 24 March 2026) of such intention. Further details relating to the procedure for acceptance of the Share Offer in respect of RSA Shares is set out in section headed "FURTHER TERMS AND PROCEDURES FOR ACCEPTANCE OF THE OFFERS – 1. PROCEDURES FOR ACCEPTANCE – 1.1 Share Offer – Share Offer – RSA Shares" in Appendix I to the Composite Document.

SETTLEMENT OF CONSIDERATION

Settlement of the consideration payable by the Offeror in respect of acceptances of the Share Offer and the Option Offer will be made in cash as soon as possible and in any event no later than seven (7) Business Days after the later of: (a) the date of receipt of a completed and valid acceptance of the Share Offer or the Option Offer (as the case may be) or (b) the Unconditional Date (being the date of this announcement).

For details, please refer to the section headed “Appendix I – Further Terms and Procedures for Acceptance of the Offers” to the Composite Document.

INTERESTS OF THE OFFEROR AND THE OFFEROR CONCERT PARTIES IN SECURITIES OF THE COMPANY

None of the Offeror and the Offeror Concert Parties (for the avoidance of doubt, excluding Citi group’s exempt principal traders and exempt fund managers, in each case recognised by the Executive as such for the purpose of the Takeovers Code):

- (a) held, controlled or directed any (i) Shares or rights over Shares (excluding Shares held on behalf of non-discretionary investment clients of Citi group, if any), or (ii) Share Options immediately before the commencement of the Offer Period;
- (b) save in respect of the Offer Shares, acquired or agreed to acquire any (i) Shares or rights over Shares (excluding Shares held on behalf of non-discretionary investment clients of Citi group, if any), or (ii) Share Options during the Offer Period and up to the date of this announcement; or
- (c) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company during the Offer Period and up to the date of this announcement.

Further, members of the Citi group acting in the capacity of an exempt principal trader did not tender any Shares for acceptance (other than those Shares held by such exempt principal trader as a simple custodian for and on behalf of non-discretionary clients) prior to the Share Offer becoming unconditional as to acceptance in accordance with the requirements under Rule 35.3 of the Takeovers Code.

Shareholders, RSA Holders and Option Holders are encouraged to read the Composite Document and the accompanying Form(s) of Acceptance carefully, including the advice from the Independent Financial Adviser to the Independent Board Committee and the recommendations from the Independent Board Committee to the Shareholders and the Option Holders in respect of the Offers, before deciding whether or not to accept the Offers. If the Shareholders, RSA Holders, Option Holders and potential investors are in any doubt about their position, they should consult their professional advisers.

Shareholders, RSA Holders and Option Holders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. If Shareholders, RSA Holders and Option Holders and potential investors are in any doubt about their position, they should consult their professional advisers.

By order of the board of directors of

WuXi XDC Cayman Inc.

Dr. Jincal LI

Executive Director and Chief Executive Officer

By order of the Board of

BioDlink International Company Limited

Mr. Shan FU

Executive Director

Hong Kong, China, 17 March 2026

As at the date of this announcement, the Board comprises Mr. Shan FU as executive Director; Dr. Weidong LIU as non-executive Director; and Ms. Hui SUN, Mr. Qing ZHANG and Dr. Xuelin GU as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than the information relating to the Offeror and the Offeror Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

As at the date of this announcement, the board of the Offeror comprises Dr. Jincal LI, Mr. Jerry Jingwei ZHANG and Mr. Xiaojie XI as executive directors; Dr. Zhisheng CHEN, Dr. Jijie GU and Ms. Ming SHI as non-executive directors; and Dr. Ulf GRAWUNDER, Mr. Kenneth Walton HITCHNER III and Mr. Hao ZHOU as independent non-executive directors.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than information relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

This announcement is published in English and in Chinese. In the event of any inconsistency, the English text of this announcement will prevail over the Chinese text.

* For identification purposes only