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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)

PROPOSED AMENDMENTS TO THE RULES OF THE 2025 H SHARE AWARD AND TRUST SCHEME

INTRODUCTION

References are made to the (i) the circular of the Company dated March 26, 2025 (the "**Circular**") and the poll results announcement of the Company dated April 29, 2025 in relation to, among other things, the approval by the Shareholders at the 2024 AGM of the adoption of the 2025 H Share Award and Trust Scheme. The 2025 H Share Award and Trust Scheme utilizes H Shares acquired by the 2025 Scheme Trustee through on-market transactions with funds provided by the Company as underlying H Shares for Awards to be granted thereunder.

The Board has resolved at a meeting of the Board held on March 23, 2026 to propose the amendment of the 2025 H Share Award and Trust Scheme. The proposed amendments to the rules of the 2025 H Share Award and Trust Scheme shall be effective upon the approval by the Shareholders by way of ordinary resolution at the 2025 AGM.

REASONS FOR THE PROPOSED AMENDMENTS

In light of fund management needs, the underlying H Shares for Awards to be granted under the 2025 H Share Award and Trust Scheme may be formed by Treasury H Shares. As such, the Company proposes to make necessary amendments to the rules of the 2025 H Share Award and Trust Scheme in this regard, which would render the 2025 H Share Award and Trust Scheme a share scheme which could involve the grant of new Shares of the Company for the purposes of Chapter 17 of the Listing Rules, and as a result other amendments will also need to be made to the rules of the 2025 H Share Award and Trust Scheme in observance of the applicable requirements of the relevant Listing Rules provisions. Should the Company changes its approach to fund management, the Company will continue to operate the 2025 H Share Award and Trust Scheme using H Shares acquired by the 2025

Scheme Trustee through on-market transactions with funds provided by the Company as underlying H Shares for Awards to be granted thereunder.

KEY CHANGES BY THE PROPOSED AMENDMENTS

The key changes entailed by the proposed amendments to the rules of the 2025 H Share Award and Trust Scheme are summarized below as follows:

(i) to include the use of Treasury H Shares as underlying H Shares of Awards to be granted under the 2025 Scheme;

(ii) to adopt the Scheme Mandate Limit and to bring the requirement of Shareholders' approval for refreshment of the Scheme Mandate Limit, with respect to the grant of Awards that involve the transfer of Treasury H Shares;

(iii) to adopt the individual limit and to bring the requirement of approval by the independent Shareholders for any grant of Awards to an individual participant under the 2025 Scheme that exceeds the individual limit. For the avoidance of doubt, the individual limit will only be applied to awards involving the transfer of Treasury H Shares;

(iv) to bring the requirement for granting Awards (which involve the transfer of Treasury H Shares) to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, to be approved by the independent non-executive Directors;

(v) the appoint the Remuneration and Appraisal Committee as the Delegatee;

(vi) to adopt a minimum vesting period of 12 months in respect of any Award to be satisfied by Treasury H Shares save where the grant of Awards to certain employee participants (as defined under Chapter 17 of the Listing Rules) are subject to a vesting period shorter than 12 months under specific circumstances and to explain why such arrangements are appropriate and align with the purpose of the 2025 Scheme;

(vii) to bring the requirement for Shareholders' approval for any alterations to the provisions of the rules of the 2025 Scheme relating to the matters set out in Rule 17.03 of the Listing Rules to the extent that the 2025 Scheme utilizes only Treasury H Shares as underlying H Shares for Awards to be granted thereunder;

(viii) to increase the limit on the amount of Awards to be granted to Connected Selected Participants from 25% of 60% of the 2025 Scheme Limit to 35% of 60% of the Scheme Limit (subject to the fulfillment of the Basic Condition of Grant only), and to increase the limit on the amount of Awards to be granted to Connected Selected Participants from 25% of the entire 2025 Scheme Limit to 35% of the entire 2025 Scheme Limit (subject to the fulfillment of both the Basic Condition of Grant and the Additional Condition of Grant); and

(ix) to include other amendments for house-keeping purposes and to better align the wording with that of the Listing Rules.

Save as disclosed above, there is no other substantive change to the rules of the 2025 H Share Award and Trust Scheme. The details of the proposed amendments to the rules of the 2025 H Share Award and Trust Scheme are set out below in the appendix to this announcement. The Company confirms that the amended rules of the 2025 H Share Award and Trust Scheme comply with all relevant requirements under Chapter 17 of the Listing Rules.

The Directors (including the independent non-executive Directors) consider that the proposed terms relating to the scope of eligible persons, the vesting period, and clawback mechanism as set forth in the terms of the amended rules of the 2025 H Share Award and Trust Scheme are in line with the purpose of the 2025 Scheme, because it incentivize employees of the Company who are critical for the business of the Company, to perform better and to maintain long-term relationship with the Company, aligning their interests with the success of the Company.

GENERAL

Dr. Ge Li, Dr. Minzhang Chen, Dr. Steve Qing Yang and Mr. Zhaohui Zhang, being executive Directors who are expected to be potential Connected Selected Participants of the 2025 Scheme, may have material interest in the 2025 Scheme and have abstained from voting on the relevant Board resolutions in relation to the proposed amendments to the 2025 Scheme. Save for Dr. Ge Li, Dr. Minzhang Chen, Dr. Steve Qing Yang and Mr. Zhaohui Zhang, there is no other Director who is required to abstain from voting on the Board resolutions in relation to the proposed amendments to the 2025 Scheme. The potential Selected Participants of the 2025 Scheme who are also Shareholders (including the abovementioned executive Directors), and their respective associates shall abstain from voting on the proposed ordinary resolution in respect of the proposed amendments to the 2025 Scheme.

A circular containing, among other things, further details and the full terms of the proposed amendments to the rules of the 2025 H Share Award and Trust Scheme, will be despatched by the Company to the Shareholders in due course.

DEFINITIONS

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

"2024 AGM"	the annual general meeting of the Company convened to consider and, if thought fit, approve, among other things, proposed adoption to the rules of the 2025 H Share Award and Trust Scheme
"2025 AGM"	the annual general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, proposed amendments to the rules of the 2025 H Share Award and Trust Scheme
"2025 H Share Award and Trust Scheme" or "2025 Scheme"	the 2025 H Share award and trust scheme adopted by the Company in accordance with the 2025 Scheme Rules
"2025 Scheme Rules"	the rules governing the operation of the 2025 Scheme as well as the implementation procedures (as amended from time to time)
"A Share(s)"	domestic share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
"Actual Selling Price"	the actual price at which the Award Shares are sold (net of brokerage, stamp duty, any taxes, Stock Exchange trading fee, SFC transaction levy and any other applicable costs) on vesting of an Award pursuant to the 2025 Scheme, or in the case of a vesting when there is an event of change in control or privatisation of the Company pursuant to the 2025 Scheme Rules, the consideration receivable under the related scheme or offer
"Adoption Date"	the date on which the Shareholders approved this 2025 Scheme
"Amendment Date"	the date on which the Shareholders approved the proposed amendments to the 2025 Scheme
"associate"	shall have the meaning as set out in the Listing Rules

"Award"	an award granted by the Board to a Selected Participant, which may vest in the form of Award Shares or the Actual Selling Price of the Award Shares in cash, as the Board may determine in accordance with the terms of the 2025 Scheme Rules
"Award Period"	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the 10th anniversary of the Adoption Date
"Award Shares"	the H Shares granted to a Selected Participant in an Award
"Board"	the board of directors of the Company, from time to time
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities
"Company"	WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司)
"connected person(s)"	shall have the meaning as set out in the Listing Rules
"Connected Selected Participants"	Selected Participants who are connected persons of the Group, as determined by the Board or the Delegatee in accordance with 2025 Scheme Rules and pursuant to the authorization of the Shareholders. Prior to the actual grant of Awards, subject to possible adjustments, as at the date of this announcement, the Connected Selected Participants are expected to include Dr. Ge Li, Dr. Minzhang Chen, Dr. Steve Qing Yang, Mr. Zhaohui Zhang, Ms. Ming Shi, Dr. Hao Wu, Mr. Joseph Beckman, Mr. Richard Connell, Mr. Albert Bristow, Dr. Xiaoyong Fu, Mr. Feng Zhang, Ms. Jingna Kang, Ms. Minfang Zhu, and Ms. Jin Sun
"Delegatee(s)"	the Remuneration and Appraisal Committee, to whom the Board will delegate its authority to administer the Scheme
"Director(s)"	the director(s) of the Company, from time to time

"Eligible Employee"	any individual, being a Director, supervisor, senior management, mid-level manager, basic-level manager, backbone member of the scientists, other technicians, who is a full-time PRC or non-PRC employee of any members of the Group; however, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or the Delegatee, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Scheme and such individual shall therefore be excluded from the scope of Eligible Employees
"employee"	an employee who has entered into a formal employment contract with the relevant member of the Group
"Group"	the Company and its subsidiaries from time to time, and the expression member of the Group shall be construed accordingly
"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
"H Shareholder(s)"	the holder(s) of H Shares
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"on-market"	the acquisition of H Shares of the Company through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations
"PRC"	the People's Republic of China
"Relevant Schemes"	other share schemes involving the issuance of new Shares or transfer of treasury shares adopted and to be adopted by the Company from time to time (including the 2025 Scheme)

"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of the Board
"RMB"	Renminbi, the lawful currency of the PRC
"Scheme Limit"	means the maximum size of the 2025 Scheme, being the maximum number of H Shares that will be acquired by the Scheme Trustee through on-market transactions from time to time at the prevailing market price with funds in the amount of not more than HK$2.5 billion, or transfer from the Company to the Scheme Trustee of up to 34,092,975 Treasury H Shares provided that the maximum number of H Shares to be so acquired by the Scheme Trustee shall be determined by the Board and/or the Delegatee and which shall in any event not render the Company unable to maintain the public float as required under the Listing Rules
"Scheme Mandate Limit"	the maximum number of Shares that may be issued in respect of all options and awards to be granted under all Relevant Schemes of the Company (including options or awards that have been cancelled but excluding those lapsed in accordance with the terms of the respective Relevant Schemes) shall not exceed 10% of the number of Shares in issue (excluding treasury Shares) on the Amendment Date
"Scheme Trustee"	the trustee appointed by the Company for the purpose of the Trust, and initially, Computershare Hong Kong Trustees Limited, a company incorporated in Hong Kong and having its registered office at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai Hong Kong
"Selected Participant(s)"	any Eligible Employee who is approved for participation in the 2025 Scheme and has been granted any Award in accordance with the 2025 Scheme Rules
"SFC"	the Securities and Futures Commission of Hong Kong
"Share(s)"	ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both A Share(s) and H Share(s)
"Shareholder(s)"	the shareholders of the Company

"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"treasury shares"	shall have the meaning as set out in the Listing Rules
"Treasury H Shares"	H Shares held as treasury shares
"Trust"	the trust constituted by the Trust Deed to service the 2025 Scheme
"Trust Deed"	the trust deed to be entered into between the Company and the Scheme Trustee (as may be restated, supplemented and amended from time to time)
"%"	percent

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

Hong Kong, March 23, 2026

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Dr. Minzhang Chen, Dr. Steve Qing Yang and Mr. Zhaohui Zhang as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Ms. Christine Shaohua Lu-Wong, Dr. Wei Yu, Dr. Xin Zhang, Ms. Zhiling Zhan and Mr. Xuesong Leng as independent non-executive Directors.

* *For identification purposes only*