

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 BIOLOGICS (CAYMAN) INC.

藥明生物技術有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2269)

INSIDE INFORMATION

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by WuXi Biologics (Cayman) Inc. (the “**Company**”) pursuant to Rule 13.09(2) (a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PLACING OF EXISTING SHARES

On June 19, 2018, the board (the “**Board**”) of directors (the “**Directors**”) of the Company was informed by WuXi Biologics Holdings Limited (“**Biologics Holdings**”), one of the controlling shareholders (as defined in the Listing Rules) of the Company, that it has entered into a placing agreement (the “**Placing Agreement**”) with Morgan Stanley & Co. International plc (the “**Placing Agent**”) pursuant to which the Placing Agent has agreed to place 50,000,000 existing shares of the Company (representing approximately 4.08% of the total issued share capital of the Company as at the date of this announcement) held by Biologics Holdings to parties independent of and not connected with the Company at a price of HK\$79.2 each (the “**Placing Price**”) (the “**Placing**”).

THE UNDERTAKINGS

Biologics Holdings has undertaken to the Placing Agent that it shall not, without the prior written consent of the Placing Agent, (i) offer, sell, lend, contract to sell, pledge, grant any option over or otherwise dispose of (or enter into any transaction which is designed to, or might reasonably be expected to, result in the disposition (whether by actual disposition or effective economic disposition due to cash settlement or otherwise) by Biologics Holdings, directly or indirectly), any equity securities of the Company or any securities convertible into, or exercisable, or exchangeable for, equity securities of the Company, (ii) enter into any swap or similar agreement that transfers, in whole

or in part, the economic risk of ownership of such shares, whether any such transaction described in (i) or (ii) above is to be settled by delivery of shares or such other securities, in cash or otherwise, or (iii) publicly announce an intention to effect any such transaction, for a period beginning on the date of the Placing Agreement and ending on the date which is six months after the closing date of the Placing. The foregoing shall not apply to (a) the Placing and (b) the proposed transfer of up to a total of 1,466,000 shares of the Company, representing approximately up to 0.12% of the issued share capital of the Company, from Biologics Holdings to G&C VI Limited, an entity indirectly and wholly-owned by Dr. Ge Li (“**Dr. Li**”), the chairman of the Board and non-executive Director, for charitable donation purpose (the “**Proposed Transfer**”).

SHAREHOLDING CHANGE IN THE COMPANY

As at the date of this announcement but before completion of the Placing and the Proposed Transfer, Biologics Holdings holds 727,703,017 shares of the Company, representing approximately 59.43% of the total issued share capital of the Company. Dr. Li controls approximately 22.77% of the issued share capital of Biologics Holdings and 59.58% of the voting power at its general meetings.

Assuming the Placing will be completed as contemplated, (i) the shareholding held by Biologics Holdings in the Company will decrease from approximately 59.43% to 55.34% of the total issued share capital of the Company; and (ii) Biologics Holdings will remain as a controlling shareholder of the Company.

As the Placing and the Proposed Transfer may or may not proceed, shareholders of the Company and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

By order of the Board
WuXi Biologics (Cayman) Inc.
Dr. Ge Li
Chairman

Hong Kong, June 20, 2018

As of the date of this announcement, the Board comprises Dr. Zhisheng Chen and Dr. Weichang Zhou as executive Directors; Dr. Ge Li, Mr. Edward Hu, Mr. Yibing Wu and Mr. Yanling Cao as non-executive Directors; and Mr. William Robert Keller, Mr. Teh-Ming Walter Kwauk and Mr. Wo Felix Fong as independent non-executive Directors.

** For identification purpose only*