

*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 January 9, 2020, 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 block trade agreement (the “**Block Trade Agreement**”) with Morgan Stanley & Co. International plc (the “**Placing Agent**”) pursuant to which the Placing Agent has agreed to place 60,800,000 existing shares of the Company (representing approximately 4.69% 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\$96.05 each (the “**Placing**”).

## **THE WAIVER AND WRITTEN CONSENT**

Pursuant to the secondary block trade agreement dated October 31, 2019 entered into between Biologics Holdings and the Placing Agent, Biologics Holdings undertook to the Placing Agent that it shall, among other things, not offer, sell, contract to sell or otherwise dispose of any shares of the Company for a period of three months after November 5, 2019 without the prior written consent of the Placing Agent. In light of the Placing, the Placing Agent has given its written consent to the Placing under the Block Trade Agreement.

## **THE UNDERTAKINGS**

Pursuant to the Block Trade Agreement, 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 of the Company 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 Block Trade Agreement and ending on the date which is three months after the closing date of the Placing. The foregoing shall not apply to the Placing.

## **SHAREHOLDING CHANGE IN THE COMPANY**

As at the date of this announcement but before completion of the Placing, Biologics Holdings holds 520,880,600 shares of the Company, representing approximately 40.17% of the total issued share capital of the Company. Dr. Ge Li, the chairman of the Board and a non-executive Director, controls approximately 22.32% of the issued share capital of Biologics Holdings and 58.96% 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 40.17% to 35.48% 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 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, January 10, 2020

*As at 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*