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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)

**(1) PLACING OF NEW SHARES UNDER GENERAL MANDATE ON
FULLY UNDERWRITTEN BASIS
AND
(2) PLACING OF EXISTING SHARES BY
CONTROLLING SHAREHOLDER**

Placing Agent

Morgan Stanley

PLACING OF NEW SHARES UNDER GENERAL MANDATE

On October 31, 2019, the Placing Agent and the Company entered into the Primary Placing Agreement pursuant to which the Placing Agent agreed to place 46,500,000 Primary Placing Shares (or, failing which, to purchase itself as principal) on a fully underwritten basis to currently expected not less than six independent professional, institutional and/or other investors who are or will be Independent Third Parties at a price of HK\$85.00 each. The Primary Placing is conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Primary Placing Shares. The Primary Placing Shares are to be issued pursuant to the General Mandate.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Primary Placing, the 46,500,000 Primary Placing Shares represent (i) approximately 3.73% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.60% of the issued share capital of the Company as enlarged by the allotment and issue of the Primary Placing Shares. The aggregate nominal value of the Primary Placing Shares will be US\$1,162.5.

Assuming the Primary Placing Shares are fully placed, the gross proceeds from the Primary Placing are expected to be approximately HK\$3,952.50 million (equivalent to approximately US\$506.73 million), the net proceeds (after deducting all applicable costs and expenses, including commission and levies) will be approximately HK\$3,928.76 million (equivalent to approximately US\$503.69 million), and the net price per Primary Placing Share will be approximately HK\$84.80. The Company intends to apply the net proceeds from the Primary Placing to support its development of vaccines and microbial based products as well as continuous global capacity expansion including, but not limited to, its facilities in the United States, Europe and the PRC, to satisfy the increasing demand from the customers of the Group.

PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

On October 31, 2019, the Board has been informed by one of the controlling shareholders of the Company, Biologics Holdings, that it has entered into the Secondary Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place 46,500,000 Secondary Placing Shares (representing approximately 3.73% of the issued share capital of the Company as at the date of this announcement) held by Biologics Holdings to Independent Third Parties at a price of HK\$85.00 each.

The Primary Placing Agreement or the Secondary Placing Agreement may be terminated pursuant to the respective termination provisions contained therein. In addition, completion of each of the Primary Placing and the Secondary Placing is subject to fulfilment of the conditions under the Primary Placing Agreement and the Secondary Placing Agreement, respectively. As the Primary Placing and/or the Secondary Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares and other securities of the Company.

1. PLACING OF NEW SHARES UNDER GENERAL MANDATE

Date: October 31, 2019 (after trading hours)

Parties: (1) The Company

(2) Morgan Stanley & Co. International plc, as the Placing Agent

Placing Agent

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, as at the date of this announcement, the Placing Agent is an Independent Third Party.

Placees

The Placing Agent will place the Primary Placing Shares (or, failing which, to purchase itself as principal) to currently expected not less than six Placees (who are independent professional, institutional or other investors), who and whose ultimate beneficial owner(s) are Independent Third Parties.

Placing Shares

46,500,000 Primary Placing Shares will be placed by the Placing Agent on a fully underwritten basis. Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the completion of the Primary Placing, the Primary Placing Shares represent (i) approximately 3.73% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.60% of the issued share capital of the Company as enlarged by the allotment and issue of the Primary Placing Shares. The aggregate nominal value of the Primary Placing Shares will be US\$1,162.5.

Primary Placing Price

The Primary Placing Price is HK\$85.00 per Share and represents:

- (i) a discount of approximately 8.11% to the closing price of HK\$92.50 per Share as quoted on the Stock Exchange on October 31, 2019, the last trading day prior to the date of this announcement; and
- (ii) a discount of approximately 3.38% to the average closing price of approximately HK\$87.97 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including October 31, 2019.

The Primary Placing Price was determined after arm's length negotiations between the Company and the Placing Agent, with reference to the prevailing market price of the Shares. The Directors (including the independent non-executive Directors) consider that the Primary Placing Price to be fair and reasonable under the current market conditions and is in the best interests of the Company and the Shareholders as a whole.

The costs of the Primary Placing shall be borne by the Company (including the costs and expense of legal and professional advisers and out-of-pocket expenses properly and reasonably incurred by the Placing Agent in connection with the Primary Placing).

Rights and Ranking of the Primary Placing Shares

The Primary Placing Shares will be sold free of all liens, charges and encumbrances, and together with all rights attaching thereto as at the date of issue of the Primary Placing Shares, including the right to receive all dividends declared, made or paid on or after the date of issue of the Primary Placing Shares and duly listed on the Stock Exchange. The Primary Placing Shares will be fully paid and will rank, upon issue, *pari passu* in all respects with the other Shares in issue on the date of allotment and issue of the Primary Placing Shares.

Termination Events

Notwithstanding anything contained in the Primary Placing Agreement, if at any time prior to 8:00 a.m. (Hong Kong time) on the Closing Date:

- (a) there develops, occurs or comes into force:
 - (i) any new law or regulation or any change (whether or not permanent) or development (whether or not permanent) involving a prospective change in existing laws or regulations or the interpretation or application thereof by any court or other competent authority which in the sole opinion of the Placing Agent is or is likely to be materially adverse to the success of the Primary Placing; or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (ii) any event, or series of events beyond the reasonable control of the Placing Agent (including, without limitation, any calamity, act of government, strike, labour dispute, lock-out, fire, explosion, flooding, earthquake, civil commotion, economic sanctions, epidemic, pandemic, outbreak of infectious disease, outbreak or escalation of hostilities, act of terrorism and act of God) involving Hong Kong, the PRC, the Cayman Islands, the United Kingdom, the European Union or the United States, or the declaration by Hong Kong, the PRC, the Cayman Islands, the United Kingdom, the European Union or the United States of war or a state of emergency or calamity or crisis; or

- (iii) any change or development in local, national or international financial, political, economic, legal, military, industrial, fiscal, regulatory, currency or market conditions (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, interbank markets and credit markets) which in the sole opinion of the Placing Agent is or is likely to be materially adverse to the success of the Primary Placing; or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (iv) any change or development in local, national or international securities market conditions or currency exchange rates or exchange controls which in the sole opinion of the Placing Agent is or is likely to be materially adverse to the success of the Primary Placing; or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith; or
 - (v) any suspension of dealings in the Shares for any period whatsoever (other than as a result of the Primary Placing); or
 - (vi) any moratorium, suspension, restriction or limitation on trading in shares or securities generally on the Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market, the New York Stock Exchange Amex Equities, the London Stock Exchange, the Singapore Stock Exchange or the Tokyo Stock Exchange due to exceptional financial circumstances or otherwise at any time prior to the Closing Date; or
- (b) (i) any breach of any of the representations, warranties and undertakings by the Company under the Primary Placing Agreement (or, in the case of any such representations, warranties and undertakings which are not qualified by materiality, any breach of any of such representations, warranties and undertakings in any material respect) comes to the knowledge of the Placing Agent; (ii) any event occurs or any matter arises on or after the date of the Primary Placing Agreement and prior to the completion of the Primary Placing on the Closing Date which if it had occurred or arisen before the date of the Primary Placing Agreement would have rendered any of the representations, warranties and undertakings set out in the Primary Placing Agreement untrue or incorrect; or (iii) there has been a breach of, or failure to perform, any other provision of the Primary Placing Agreement in any material respect on the part of the Company; or

- (c) there is any change, or any development involving a prospective change, in or affecting the business, general affairs, management, prospects, assets and liabilities, shareholders' equity, results of operations or position, financial or otherwise, of the Group (other than those already disclosed to the public on or before the date of the Primary Placing Agreement) as a whole which in the sole opinion of the Placing Agent is or is likely to be materially adverse to the success of the Primary Placing or makes or is likely to make it impracticable or inadvisable or inexpedient to proceed therewith;

then and in any such case, the Placing Agent may terminate the Primary Placing Agreement without liability to the Company by giving notice in writing to the Company, which notice may be given at any time prior to 8.00 a.m. (Hong Kong time) on the Closing Date.

In the event that the Placing Agent terminates the Primary Placing Agreement, all obligations of each of the parties under the Primary Placing Agreement shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Primary Placing Agreement except for, among other things, any antecedent breach of any obligations under the Primary Placing Agreement.

Shareholders and investors are therefore advised to exercise caution when dealing in the Shares and other securities of the Company.

Condition of the Primary Placing

Completion of the Primary Placing is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Primary Placing Shares pursuant to the Primary Placing Agreement (and such listing and permission not subsequently being revoked prior to the delivery of definitive share certificate(s) representing the Primary Placing Shares pursuant to the Primary Placing Agreement).

Completion of the Primary Placing

Completion of the Primary Placing will take place on the Business Day following the day on which the condition referred to above is fulfilled but in any event no later than November 8, 2019, or such other date as the parties may agree in writing. For the avoidance of doubt, completion of the Primary Placing is not conditional upon completion of the Secondary Placing.

Application for Listing

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the new Shares to be issued pursuant to the Primary Placing.

General Mandate to Issue the Primary Placing Shares

The Primary Placing Shares are to be issued pursuant to the General Mandate. Under the General Mandate, the Company is authorized to issue up to 247,678,163 Shares. As at the date of this announcement, the Company has not issued any Shares pursuant to the General Mandate and therefore the Company is permitted to issue up to 247,678,163 Shares under the General Mandate. Accordingly, the issue of the Primary Placing Shares is not subject to the approval of the Shareholders.

Lock-up Undertaking by the Company

The Company has undertaken to the Placing Agent that, for a period from the date of the Primary Placing Agreement up to three months after the Closing Date, neither the Company nor any person acting on its behalf will (i) sell, transfer, dispose, allot or issue or offer to sell, transfer, dispose, allot or issue or grant any option, right or warrant to subscribe (either conditionally or unconditionally, or directly or indirectly, or otherwise) any Shares or any interests in Shares or any securities convertible into or exercisable or exchangeable for or substantially similar to any Shares or interest in Shares or (ii) agree (conditionally or unconditionally) to enter into or effect any such transaction with the same economic effect as any of the transactions described in (i) above or (iii) announce any intention to enter into or effect any such transaction described in (i) or (ii) above without first having obtained the written consent of the Placing Agent.

REASONS FOR THE PRIMARY PLACING AND USE OF PROCEEDS

Assuming the Primary Placing Shares are fully placed, the gross proceeds from the Primary Placing are expected to be HK\$3,952.50 million (equivalent to approximately US\$506.73 million), the net proceeds (after deducting all applicable costs and expenses, including commission and levies) will be approximately HK\$3,928.76 million (equivalent to approximately US\$503.69 million), and the net price per Primary Placing Share will be approximately HK\$84.80. The Company intends to apply the net proceeds from the Primary Placing to support its development of vaccines and microbial based products as well as continuous global capacity expansion including, but not limited to its facilities in the United States, Europe and the PRC, to satisfy the increasing demand from the customers of the Group.

As disclosed in the Prospectus and the interim report of the Company for the six months ended June 30, 2019, the Company proposed to use approximately RMB1,739.7 million of the proceeds from its Global Offering (including the exercise of the over-allotment option) towards the construction of its new facilities and existing facility improvement and maintenance, and as of June 30, 2019, the unutilized net proceeds available for such use amounted to approximately RMB149.7 million. The Company has been undertaking such expansion and improvement work for its facilities as set out in the Prospectus. Based on the Group's ongoing integrated projects, it is estimated that the current commercial manufacturing capacity of the Group may not be able to satisfy its projects' demand in the near future.

Further, the revenue of the Group recorded an increase of 52.4% from approximately RMB1,054.4 million for the six months ended June 30, 2018 to approximately RMB1,607.1 million for the six months ended June 30, 2019. In order to maintain a strong revenue growth, the Group has expanded its business into two new areas, namely, vaccines and microbial-based products, while at the same time continuing to increase its global capacity. The Group believes that the continuous capability and capacity expansion as well as cooperation with and commitment to its customers will further enhance its value chain and allow it to continue to capture future opportunities in this growing market.

In light of the above and the strong performance of the price of the Shares since the Global Offering, the Directors (including independent non-executive Directors) consider that the Primary Placing represents a good opportunity for the Company to raise further capital to fund its future expansion. The Directors (including independent non-executive Directors) are of the view that the Primary Placing, the Primary Placing Price and the Primary Placing Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company has not conducted any fund raising activities involving the issue of equity securities within the 12 months immediately prior to the date of this announcement.

2. PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER

On October 31, 2019, the Board has been informed by one of the controlling shareholders of the Company, Biologics Holdings, that it has entered into the Secondary Placing Agreement with the Placing Agent pursuant to which the Placing Agent has agreed to place 46,500,000 Secondary Placing Shares (representing approximately 3.73% of the issued share capital of the Company as at the date of this announcement) held by Biologics Holdings to Independent Third Parties at a price of HK\$85.00 each.

Completion of the Secondary Placing

Completion of the Secondary Placing is expected to take place on or around November 5, 2019. For the avoidance of doubt, completion of the Secondary Placing is not conditional upon completion of the Primary Placing.

Lock-up Undertakings by Biologics Holdings

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 Secondary Placing Agreement and ending on the date which is three months after the closing date of the Secondary Placing. The foregoing shall not apply to (a) the Secondary Placing; and (b) the proposed transfer of up to a total of 2,000,489 Shares, representing approximately 0.16% of the issued share capital of the Company, by Biologics Holdings to G&C VI Limited, an entity indirectly and wholly-owned by Dr. Li, for charitable donation purpose.

THE WAIVER AND WRITTEN CONSENT

Pursuant to the Block Trade Agreement dated June 18, 2019, Biologics Holdings undertook to the Placing Agent that it shall not, among other things, offer, sell, contract to sell or otherwise dispose of any shares of the Company for a period of six months after June 21, 2019 without the prior written consent of the Placing Agent. In light of the proposed transactions under the Secondary Placing Agreement, the Placing Agent has given its written consent pursuant to the Block Trade Agreement in respect of the Secondary Placing and the Proposed Transfer.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company immediately before and immediately after the Primary Placing and Secondary Placing will be as follows:

Shareholder	As at the date of this announcement		Immediately after completion of only the Primary Placing		Immediately after completion of only the Secondary Placing		Immediately after completion of the Primary Placing and Secondary Placing	
	<i>No. of Shares</i> (Note 1)	%	<i>No. of Shares</i> (Note 1)	%	<i>No. of Shares</i> (Note 1)	%	<i>No. of Shares</i> (Note 1)	%
Biologics Holdings (Note 2)	569,380,917 (L)	45.68	569,380,917 (L)	44.04	522,880,917 (L)	41.95	522,880,917 (L)	40.44
G&C VII Limited (Note 3)	2,271,500 (L)	0.18	2,271,500 (L)	0.18	2,271,500 (L)	0.18	2,271,500 (L)	0.18
Dr. Zhisheng Chen (Note 4)	41,741,918 (L)	3.35	41,741,918 (L)	3.23	41,741,918 (L)	3.35	41,741,918 (L)	3.23
Mr. Edward Hu (Note 4)	718,155 (L)	0.06	718,155 (L)	0.06	718,155 (L)	0.06	718,155 (L)	0.06
Mr. Zhou Weichang (Note 4)	6,088,840 (L)	0.49	6,088,840 (L)	0.47	6,088,840 (L)	0.49	6,088,840 (L)	0.47
Mr. William Robert Keller (Note 4)	2,828 (L)	0.00	2,828 (L)	0.00	2,828 (L)	0.00	2,828 (L)	0.00
Mr. Wo Felix Fong (Note 4)	5,655 (L)	0.00	5,655 (L)	0.00	5,655 (L)	0.00	5,655	0.00
Citigroup Inc. (Note 5)	64,840,191 (L)	5.20	64,840,191	5.02	64,840,191	5.20	64,840,191	5.02
	131,500 (S)	0.01						
	61,334,911 (LP)	4.92						
JPMorgan Chase & Co. (Note 6)	62,661,952 (L)	5.03	62,661,952 (L)	4.85	62,661,952	5.03	62,661,952	4.85
	3,301,263 (S)	0.26	3,301,263 (S)					
	10,284,299 (LP)	0.83	10,284,299 (LP)					
Placees	—	—	46,500,000	3.60	46,500,000	3.73	93,000,000	7.19
Other public Shareholders	498,631,865	40.01	498,631,865	38.57	498,631,865	40.01	498,631,865	38.57
Total	<u>1,246,343,821</u>	<u>100</u>	<u>1,292,843,821</u>	<u>100</u>	<u>1,246,343,821</u>	<u>100</u>	<u>1,292,843,821</u>	<u>100</u>

Notes:

- The letter “L” denotes the person’s long position in the Shares; the letter “S” denotes the person’s short position in the Shares; and the letter “LP” denotes the person’s lending pool in the Shares.

2. New WuXi Life Science Holdings Limited wholly owned New WuXi Life Science Limited, which wholly owned WuXi PharmaTech (Cayman) Inc., and thereby in turn controlled 40.63% of the voting power at general meetings of Biologics Holdings. Biologics Holdings directly owns 569,380,917 Shares and New WuXi Life Science Holdings Limited, New WuXi Life Science Limited and WuXi PharmaTech (Cayman) Inc. are deemed to be interested in the Shares held by Biologics Holdings.
3. G&C VII Limited is a company incorporated in the Cayman Islands with limited liability, which is a controlling shareholder of the Company. It is a wholly-owned subsidiary of New WuXi ESOP L.P., the general partner of which is directly controlled by Dr. Li.
4. Each being a Director.
5. The Shares held by JPMorgan Chase & Co. were held via different entities in the following capacities:

No. of Share <i>(Note 1)</i>	Capacity
4,889,931 (L)	Interests of controlled corporations
3,301,263 (S)	
45,029,500 (L)	Investment manager
2,455,722 (L)	Person having a security interest in shares
2,500 (L)	Trustee
10,284,299 (L)	Approved lending agent

6. The Shares held by Citigroup Inc. were held via different entities in the following capacities:

No. of Shares <i>(Note 1)</i>	Capacity
116,500 (L)	Person having a security interest in shares
3,388,780 (L)	Interests of controlled corporations
131,500 (S)	
61,334,911 (L)	Approved lending agent

GENERAL INFORMATION ON THE GROUP AND BIOLOGICS HOLDINGS

The Group is principally engaged in the provision of end-to-end solutions and services for biologics discovery, development and manufacturing to customers involving in biologics industry in both the PRC and other overseas countries.

Biologics Holdings is an investment holding company incorporated in the British Virgin Islands with limited liability, which is a controlling shareholder of the Company. It is ultimately controlled by Dr. Li, Dr. Ning Zhao, Mr. Xiaozhong Liu and Mr. Zhaohui Zhang, who are all acting in concert.

SHAREHOLDING CHANGE IN THE COMPANY

As at the date of this announcement but before the completion of the Primary Placing, the Secondary Placing and the Proposed Transfer, Dr. Li, controlled approximately 22.61% of the issued share capital of Biologics Holdings and 59.37% of the voting power at its general meetings.

Assuming the Primary Placing, the Secondary Placing and the Proposed Transfer will be completed as contemplated, (i) the shareholding held by Biologics Holdings in the Company will decrease from approximately 45.68% to approximately 40.29% of the issued share capital of the Company; (ii) Biologics Holdings will remain as a controlling shareholder of the Company; and (iii) Dr. Li will control approximately 22.34% of the issued share capital of Biologics Holdings and 58.99% of the voting power at its general meetings.

The Primary Placing Agreement or the Secondary Placing Agreement may be terminated pursuant to the respective termination provisions contained therein. In addition, completion of each of the Primary Placing and the Second Placing is subject to fulfilment of the conditions under the Primary Placing Agreement and the Secondary Placing Agreement, respectively. As the Primary Placing and/or the Secondary Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

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

“associate”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Biologics Holdings”	WuXi Biologics Holdings Limited, a company incorporated under the laws of the British Virgin Islands on December 17, 2015 with limited liability and a controlling shareholder of the Company
“Block Trade Agreement”	the block trade agreement dated June 18, 2019 entered into between Biologics Holdings and the Placing Agent

“Business Day”	any day (excluding a Saturday, Sunday and public holidays in Hong Kong or days on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9 a.m. and 5 p.m.) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is generally open for trading of securities in Hong Kong
“Closing Date”	the Business Day after the date on which the condition stated in the Primary Placing Agreement is fulfilled but in any event no later than November 8, 2019, or such other date as the Company and the Placing Agent may agree in writing
“Company”	WuXi Biologics (Cayman) Inc. (藥明生物技術有限公司*), an exempted company incorporated in the Cayman Islands with limited liability on February 27, 2014
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Li”	Dr. Ge Li, the chairman of the Board, non-executive Director and controlling shareholder of the Company
“European Union”	a politico-economic union of 28 member states that are located primarily in Europe
“General Mandate”	the general mandate granted to the Directors pursuant to the written resolutions passed by the Shareholders dated June 5, 2019

“Global Offering”	the offer of 19,298,500 Shares initially for subscription by the public in Hong Kong together with the offer of 173,684,000 Shares initially and 28,947,000 Shares allotted pursuant to the exercise of the over-allotment option for subscription outside the United States in offshore transactions in reliance in Regulation S under the U.S. Securities Act and in the United States to qualified institutional buyers only in reliance on Rule 144A or any other available exemption from the registration requirement under the U.S. Securities Act
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	person(s) who is(are) third party(ies) independent of the Company and its connected persons (as defined under the Listing Rules)
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“Placee(s)”	professional, institutional or other investors whom the Placing Agent have procured to purchase any Primary Placing Shares pursuant to their obligations under the Primary Placing Agreement
“Placing Agent”	Morgan Stanley & Co. International plc
“PRC”	the People’s Republic of China excluding, for the purpose of this announcement, Hong Kong, Macao Special Administrative Region and Taiwan

“Primary Placing”	the placement of the Primary Placing Shares to the Placee(s) at the Primary Placing Price pursuant to the Primary Placing Agreement
“Primary Placing Agreement”	the placing agreement dated October 31, 2019 between the Company and the Placing Agent in respect of the Primary Placing
“Primary Placing Price”	the placing price of HK\$85.00 per Placing Share
“Primary Placing Share(s)”	46,500,000 new Shares, representing approximately 3.73% of the existing issued share capital of the Company as at the date of this announcement and approximately 3.60% of the issued share capital of the Company as enlarged by the Primary Placing
“Proposed Transfer”	proposed transfer of up to a total of 2,000,489 Shares, representing approximately 0.16% of the issued share capital of the Company, by Biologics Holdings to G&C VI Limited, an entity indirectly and wholly-owned by Dr. Li, for charitable donation purpose
“Prospectus”	the prospectus issued by the Company dated May 31, 2017
“RMB”	Renminbi Yuan, the lawful currency of the PRC
“Secondary Placing”	the placement of 46,500,000 existing Shares held by Biologics Holdings Limited pursuant to the Secondary Placing Agreement
“Secondary Placing Agreement”	the secondary block trade agreement dated October 31, 2019 between Biologics Holdings and the Placing Agent in respect of the Secondary Placing
“Secondary Placing Share(s)”	46,500,000 existing Shares held by Biologics Holdings, representing approximately 3.73% of the existing issued share capital of the Company as at the date of this announcement
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of US\$0.000025 each

“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

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

Hong Kong, November 1, 2019

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*