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Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, November 7, 2023 (the “**Prospectus**”) issued by WuXi XDC Cayman Inc. (the “**Company**”).

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This announcement is not for release, publication or distribution, directly or indirectly, in or into the United States or any other jurisdiction where such distribution is prohibited by law, nor is this announcement an offer of Shares for sale or solicitation to purchase or subscribe for securities in the United States or any other jurisdictions. The Offer Shares have not been and will not be registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold (i) to qualified institutional buyer(s) in the United States in reliance on Rule 144A under the U.S. Securities Act or other applicable exemptions from, or in transactions not subject to, the registration requirements under the U.S. Securities Act and (ii) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act. There will not be and is not currently intended to be any public offering of securities of the Company in the United States.



(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2268)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

- The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Overall Coordinators (for themselves and on behalf of the International Underwriters), on Friday, December 8, 2023, in respect of an aggregate of 19,158,500 Shares (the “**Over-allotment Shares**”), to facilitate the return to WuXi Biologics of the 19,158,500 borrowed Shares under the stock borrowing agreement dated November 11, 2023 (the “**Stock Borrowing Agreement**”) which were used to cover the over-allocations under the International Offering.
- The Over-allotment Shares will be issued and allotted by the Company at HK\$20.60 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), being the Offer Price per Share under the Global Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

- Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on Sunday, December 10, 2023, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Further information on the stabilizing actions undertaken by Morgan Stanley Asia Limited, the Stabilizing Manager, or its affiliates or any person acting for it, during the stabilization period is set out in this announcement.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been fully exercised by the Overall Coordinators (for themselves and on behalf of the International Underwriters), on Friday, December 8, 2023, in respect of an aggregate of 19,158,500 Shares, to facilitate the return to WuXi Biologics of the 19,158,500 borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$20.60 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), being the Offer Price per Share under the Global Offering.

Approval of Listing

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Listing Committee of the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on Wednesday, December 13, 2023.

Shareholding Structure of the Company upon the Full Exercise of the Over-allotment Option

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares pursuant to full exercise of the Over-allotment Option is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares		Immediately after the allotment and issue of the Over-allotment Shares	
	<i>Number of issued Shares</i>	<i>Approximate % of the Company's issued share capital⁽¹⁾</i>	<i>Number of issued Shares</i>	<i>Approximate % of the Company's issued share capital⁽¹⁾</i>
Controlling Shareholders				
WuXi Biologics	600,000,000 ⁽²⁾	50.91%	600,000,000	50.10%
WuXi AppTec	400,000,000	33.94%	400,000,000	33.40%
Cornerstone Investors				
Invesco Advisers, Inc.	37,970,000	3.22%	37,970,000	3.17%
General Atlantic Singapore SPV 64 Pte. Ltd.	18,985,000	1.61%	18,985,000	1.59%
Al-Rayyan Holding LLC	17,086,500	1.45%	17,086,500	1.43%
UBS Asset Management (Singapore) Ltd.	15,188,000	1.29%	15,188,000	1.27%
HongShan Funds	11,391,000	0.97%	11,391,000	0.95%
Novo Holdings A/S	9,492,500	0.81%	9,492,500	0.79%
Lake Bleu Funds	3,797,000	0.32%	3,797,000	0.32%
Relevant Directors	418,878	0.04%	418,878	0.03%
Other public Shareholders	64,117,122	5.44%	83,275,622	6.95%
Total⁽³⁾	1,178,446,000	100.00%	1,197,604,500	100.00%

Notes:

- (1) Without taking into account any exercise of the share options granted under the Pre-IPO Share Option Schemes.
- (2) Inclusive of the 19,158,500 Shares borrowed by Morgan Stanley & Co International plc, an affiliate of Morgan Stanley Asia Limited, the Stabilizing Manager, under the Stock Borrowing Agreement.
- (3) Immediately following completion of the Global Offering and after the full exercise of the Over-allotment Option, the number of Shares in public hands represents approximately 16.47% of the total issued share capital of the Company which satisfies the minimum percentage prescribed in the conditions imposed in the waiver granted by the Stock Exchange from strict compliance with Rule 8.08(1) of the Listing Rules.

Use of Proceeds

The Company will receive additional net proceeds of approximately HK\$380.8 million for 19,158,500 additional Shares to be issued and allotted upon the full exercise of the Over-allotment Option after deducting the estimated underwriting commissions and other fees and expenses payable by the Company in connection with the Global Offering. The additional net proceeds will be used by the Company for the purposes and in the proportions as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on Sunday, December 10, 2023, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. The stabilizing actions undertaken by Morgan Stanley Asia Limited, the Stabilizing Manager, or its affiliates or any person acting for it, during the stabilization period are set out below:

- (1) over-allocations of an aggregate of 19,158,500 Shares in the International Offering;
- (2) the borrowing of an aggregate of 19,158,500 Shares by Morgan Stanley & Co International plc, an affiliate of Morgan Stanley Asia Limited, the Stabilizing Manager, from WuXi Biologics pursuant to the Stock Borrowing Agreement to cover the over-allocations in the International Offering; and
- (3) the full exercise of the Over-allotment Option exercised by the Overall Coordinators (for themselves and on behalf of the International Underwriters), on Friday, December 8, 2023, in respect of an aggregate of 19,158,500 Shares, at HK\$20.60 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027%, the Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), being the Offer Price per Share under the Global Offering, to facilitate the return to WuXi Biologics of the 19,158,500 borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

There had been no purchase or sale of any Shares on the market for the purpose of price stabilization by the Stabilizing Manager during the stabilization period.

By order of the Board
WuXi XDC Cayman Inc.
Dr. Jincal LI
Executive Director and Chief Executive Officer

Hong Kong, December 10, 2023

As at the date of this announcement, the board of directors of the Company comprises (i) Dr. Jincal LI, Mr. Jerry Jingwei ZHANG and Mr. Xiaojie XI as executive directors; (ii) Dr. Zhisheng CHEN, Dr. Weichang ZHOU and Ms. Ming SHI as non-executive directors; and (iii) Dr. Ulf GRAWUNDER, Mr. Stewart John HEN and Mr. Hao ZHOU as independent non-executive directors.

* *For identification purpose only*