

**WuXi Biologics**  
Global Solution Provider

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

## Interim Report 2017



*\*For identification purpose only*

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# Corporate Information

## BOARD OF DIRECTORS

### Executive Directors

Dr. Zhisheng Chen (*Chief Executive Officer*)  
Dr. Weichang Zhou (*Chief Technology Officer*)

### Non-executive Directors

Dr. Ge Li (*Chairman*)  
Mr. Edward Hu  
Mr. Yibing Wu  
Mr. Yanling Cao

### Independent Non-executive Directors

Mr. William Robert Keller  
Mr. Teh-Ming Walter Kwauk  
Mr. Wo Felix Fong

## AUDIT COMMITTEE

Mr. Teh-Ming Walter Kwauk (*Chairman*)  
Mr. William Robert Keller  
Mr. Edward Hu

## REMUNERATION COMMITTEE

Mr. William Robert Keller (*Chairman*)  
Mr. Wo Felix Fong  
Mr. Edward Hu

## NOMINATION COMMITTEE

Dr. Ge Li (*Chairman*)  
Mr. William Robert Keller  
Mr. Teh-Ming Walter Kwauk

## STRATEGY COMMITTEE

Dr. Zhisheng Chen (*Chairman*)  
Dr. Ge Li  
Mr. Yibing Wu

## AUTHORISED REPRESENTATIVES

Dr. Zhisheng Chen  
Ms. Cheng Pik Yuk

## JOINT COMPANY SECRETARIES

Mr. Yong Tong  
Ms. Cheng Pik Yuk

## REGISTERED OFFICE

PO Box 309  
Ugland House  
Grand Cayman KY1-1104  
Cayman Islands

## CORPORATE HEADQUARTERS

No. 88 Meiliang West Road  
Mashan  
Wuxi  
China

## PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Level 54, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Maples Fund Services (Cayman) Limited  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman KY1-1102  
Cayman Islands

# Corporate Information

## **HONG KONG BRANCH SHARE**

### **REGISTRAR**

Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

## **HONG KONG LEGAL ADVISER**

Shearman & Sterling  
12/F, Gloucester Tower, The Landmark  
15 Queen's Road Central  
Hong Kong

## **AUDITOR**

Deloitte Touche Tohmatsu  
*Certified Public Accountants*  
35/F One Pacific Place  
88 Queensway  
Hong Kong

## **COMPLIANCE ADVISER**

Somerley Capital Limited  
20/F, China Building  
29 Queen's Road Central  
Hong Kong

## **STOCK CODE**

2269

## **COMPANY WEBSITE**

[www.wuxibiologics.com.cn](http://www.wuxibiologics.com.cn)

# Financial Highlights

	Six months ended June 30,		
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)	Change (%)
<b>Operating results</b>			
Revenue	654,040	410,130	59.5%
Gross profit	264,269	186,626	41.6%
Profit before tax	116,193	97,772	18.8%
Net profit	92,197	83,855	9.9%
Adjusted net profit <sup>(1)</sup>	152,793	112,461	35.8%
<b>Profitability</b>			
Gross margin (%)	40.4%	45.5%	-11.2%
Net profit margin (%)	14.1%	20.5%	-31.2%
	As at June 30, 2017 RMB'000 (Unaudited)	As at December 31, 2016 RMB'000 (Audited)	Change (%)
<b>Financial position</b>			
Total assets	5,639,281	1,984,996	184.1%
Total equity	3,829,511	270,467	1,315.9%
Total liabilities	1,809,770	1,714,529	5.6%
Cash and cash equivalents	3,619,784	169,102	2,040.6%

<sup>(1)</sup> Excluding impacts from share-based compensation, foreign exchange gains or losses and Listing expenses.



## Corporate Profile

The Group is a global leading open-access biologics technology platform company offering end-to-end solutions for biologics discovery, development and manufacturing. Biologics are a subset of pharmaceuticals and are revolutionizing the treatment of diseases in many major therapeutic areas globally. The Group's end-to-end service platform enables it to provide service offerings covering the entire biologics development process as well as customized solutions to its customers according to their respective service requirements at any stage of the biologics development process.

The biologics development process typically spans five stages: (i) drug discovery, (ii) pre-clinical development, (iii) early-phase (phases I & II) clinical development, (iv) late-phase (phase III) clinical development, and (v) commercial manufacturing. Services required for the biologics development process can be grouped into two categories: (1) pre-IND services, which include services provided during the first two stages of the biologics development process, and (2) post-IND services, which include services provided during the remaining three stages of the biologics development process.

The Group's business model is built upon a "follow-the-molecule" strategy: its customers' demand for its services typically increases as their biologics advance through the biologics development process and ultimately to commercial manufacturing. Consequently, the Group's revenue from each integrated project typically increases as the project advances.



# Management Discussion and Analysis

## Industry Review

In the first half of 2017, the global biologics outsourcing services market has continued to grow together with the overall biologics market. There is an increasing industry trend for large pharmaceutical companies to turn to outsourcing services providers to compensate for the constraint on internal capabilities and capacity, to establish a more comprehensive supply chain, as well as to gain entry to emerging markets like China. For small-to-medium-sized biotechnology companies, partnering with biologics outsourcing services providers is critical to their business model to allow them to focus scarce resources on their core strengths and enable them to expedite their development process.

Biologics are revolutionizing the treatment of diseases in many major therapeutic areas globally, primarily benefiting from groundbreaking progress in genetics, molecular biology and biochemistry over the past three decades. In 2016, eight out of top ten globally best-selling drugs were biologics. These eight biologics generated approximately US\$66.6 billion in sales in aggregate and consisted of five monoclonal antibodies (“**mAbs**”), two recombinant proteins and one vaccine.

Driven by the increasing healthcare expenditures, enhanced research and development capabilities, favorable government policies and increased capital investment, China’s biologics market has experienced rapid growth during the Reporting Period. In the “13<sup>th</sup> Five-Year” Plan, the biologics industry was also explicitly positioned as a national strategic industry. Recently, the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) (“**MOHRSS**”) confirmed the admission of 36 negotiated drugs to be covered by its medical insurance reimbursement schemes, including eight biologics. From an overall perspective, industrial breakthroughs of biologics in the PRC are emerging under the driving force of national policies, and production of more innovative drugs and biosimilars are expected to address the pharmaceutical needs of patients in China in the near future.

## Business Review

During the Reporting Period, the Group had continued to adopt its “follow-the-molecule” strategy and achieved a strong revenue growth. As at June 30, 2017, the Group had a total of 134 integrated projects, which require the Group to provide services across different stages of the biologics development process, representing an increase of 78.7% as compared to 75 projects as at June 30, 2016. Through such projects, the Group has established a reputation among its customers for high quality and productivity, rapid turnaround and comprehensive customer support.

# Management Discussion and Analysis

The following table sets forth the status of the on-going integrated projects of the Group as at June 30, 2017:

<b>Biologics development process stage</b>	<b>Number of on-going integrated projects<sup>(1)</sup></b>	<b>Typical duration</b>	<b>Typical revenue</b>
Pre-IND			
– Drug discovery	—	2 years	US\$1.5-2.5 mm
– Pre-clinical development	92	2 years	US\$4-6 mm
Post-IND			
– Early-phase (phases I & II) clinical development	35	3 years	US\$4-6 mm
– Late-phase (phase III) clinical development	6	3-5 years	US\$20-50 mm
– Commercial manufacturing	1	Annually	US\$50-100 mm <sup>(2)</sup>
<b>Total</b>	<b>134</b>		

*Notes:*

- (1) Integrated projects are projects that require the Group to provide services across different stages of the biologics development process.
- (2) Estimated value when a biologic drug reaches peak sales. A biologic drug typically reaches peak sales after a ramp-up period.

The diverse and growing customer base of the Group includes leading global pharmaceutical companies as well as virtual, start-up companies and small-to-medium-sized biotechnology companies. As at June 30, 2017, the Group had worked with 12 out of the 20 largest pharmaceutical companies in the world as measured by their respective pharmaceutical sales in 2016. The Group provided services to 151 customers in the six months ended June 30, 2017 and its backlog increased rapidly by 564.7% from approximately US\$68 million as at June 30, 2016 to approximately US\$452 million as at June 30, 2017, which represents the total amount of service fee (excluding royalty fees) for services that the Group has contracted to perform but have not performed yet.



# Management Discussion and Analysis

## The Group's Facilities

The Group currently has three operation sites located in Wuxi, Shanghai and Suzhou, respectively, which are conveniently located within driving distance from each other.

### Wuxi Site

The Wuxi site houses part of the Group's clinical manufacturing facilities, providing services such as assay, formulation and process development, assay and process validation, protein, mAb and cGMP drug substance manufacturing, lot release testing, stability studies, drug product formulation, fill and finish, and regulatory support services.

The Group is also building new disposable bioreactor-based biologics commercial manufacturing facilities with 14 2,000L-capacity fed-batch and two 1,000L-capacity perfusion disposable bioreactors at the Wuxi site. For the Reporting Period, the Group had completed the construction of part of the new facilities at the Wuxi site, which are currently under pilot operation. It is expected that the new facilities in Wuxi will commence operation in the fourth quarter of 2017.

### Shanghai Site

The Shanghai site houses the drug discovery and pre-clinical development facilities and part of cGMP clinical manufacturing facilities, providing services such as novel mAb discovery, bispecific antibody engineering, antibody drug conjugates ("ADC") discovery, cell line engineering and development, assay, formulation and process development, assay and process validation, product analytical characterization, and cGMP cell banking.

Based on the current status of ongoing integrated projects, it is estimated that the current clinical manufacturing capacity may not be able to satisfy those projects' demand in the near future. As a result, the Group is increasing the clinical manufacturing capacity by adding mammalian DS clinical manufacturing facilities with a planned capacity of 7,000L at the Shanghai site. The Group started construction in February 2017, and such new facilities are expected to commence operation in the second quarter of 2018.

### Suzhou Site

The Suzhou site houses the biosafety testing facilities, providing services such as viral clearance studies and cell line characterization. The state-of-the-art biosafety testing facilities are under expansion at the Suzhou site and such facilities can support substantially all biosafety testing requirements for biologics manufacturing.

During the Reporting Period, through enhanced technological capabilities and improved efficiency in internal operations at the Suzhou site, the completion time at the Suzhou projects was significantly reduced which further enhanced the value of the integrated services that the Group offers.

# Management Discussion and Analysis

## Research and Development

During the Reporting Period, the Group had continuously focused on (i) developing next generation technologies to continue to enhance integrated services, in particular next generation mAb discovery platform, next generation cell line platform, novel ADC linker and payload and continuous biologics manufacturing technologies; and (ii) improving the quality and efficiency of the services and costs control. Through research and development activities, the Group generates proprietary technologies, which enable the Group to receive milestone and royalty fees from customers who require to utilize such technologies.

For the Reporting Period, the research and development expenditure was approximately RMB36.4 million, which accounted for 5.6% of the revenue. The Company will keep increasing its investment in research and development which will reduce clinical and commercial manufacturing costs as well as the cost of and the time required for building a new manufacturing facility.

## Sales and Marketing

The Group markets its services directly to pharmaceutical and biotechnology companies through regular meetings with their representatives and senior management. In addition, the Group's sales actively participate in trade conferences, trade shows and scientific conferences.

The Group aims to broaden its customer base by targeting pharmaceutical and biotechnology companies that recognize the efficiency and cost-effectiveness of outsourcing their discovery, development and commercial manufacturing to the Group. The Group also targets customers that lack in-house research and development capabilities and view outsourcing as an attractive option to achieve their objectives.

For the Reporting Period, the Group has around 20 sales and marketing specialists, 60% of the members of the sales and marketing team have attained a master's or higher degree in biologics-related disciplines. The Group plans to strengthen the sales forces in the European Union and get more orders in the future.

## Quality Assurance

The Group has set up a quality assurance department, which is responsible for supervising the implementation of the quality strategies for the Group. As at June 30, 2017, the quality assurance department consisted of 91 dedicated employees with biology or related education background, of whom 32 held master's or higher degrees. The effective quality assurance system can help the Company pass the official and customer's audit and build global quality system in the industry.

# Management Discussion and Analysis

## Major Achievements

- During the first half of 2017, the Company entered into cooperation agreements with innovative biopharmaceutical companies in China, including I-MAB Biopharma (天境生物科技(上海)有限公司) and EpimAb Biotherapeutics, Inc (上海岸邁生物科技有限公司).
- In March 2017, the Company won the “Best Asian Contract Manufacturing Organization (CMO)” award in the “Asia-Pacific Bioprocessing Excellence Awards 2017” (2017 亞太生物工藝卓越獎) presented by the internationally renowned consulting firm, IMPAC (Asia Control Systems, Ltd.).
- The Company’s Shares were listed on the Stock Exchange of Hong Kong Limited on June 13, 2017.

## Future and Outlook

Biotechnology is one of the most important innovative technology clusters in the 21<sup>st</sup> century. The biologics sector has experienced rapid growth in recent years. From the therapeutic perspective, cancer and autoimmune disease are the key application areas of antibody drugs, and their market share has been rising continuously. The global biologics market size reached approximately US\$221 billion in 2016, of which mAb accounted for 42.7%. It is anticipated that within the next five years, the market of global biologics will grow at a CAGR of approximately 9.7%, while the CAGR of the biosimilars market will reach as high as 53.7%. Moreover, in the global market of biologics outsourcing services, the CAGR from 2012 to 2016 was 14.9%, and the CAGR from 2017 to 2021 has been forecasted to reach as high as 19%, showing that there is a strong global market demand for biologics outsourcing services.

China ranked second in global pharmaceutical markets. The market size of Chinese biologics is expected to grow by more than 100% from 2016 to 2021, the fastest growth among various regions worldwide. Benefitted from the economic growth and rising disposable income, expanded scope of Medical Insurance Reimbursement Schemes in China, as well as the possible availability of affordable mAb products (such as biosimilars), it is expected within the next few years, the CAGR of mAb will reach as high as approximately 25%. By 2020, China will become the largest pharmaceutical market in the world.

2017 is a critical year in China to deepen reforms in the medical and health system and to proceed with supply-side structural reforms. China has formally joined the International Conference on Harmonisation of Technical Requirements for Registration of Pharmaceuticals for Human Use (“ICH”) which will have far-reaching influence on the overall pharmaceutical industry in China. Meanwhile, as CFDA has accelerated the pace of evaluation and approval, encouraged innovations, protected the interest of innovators and promulgated the licensing system of “Marketing Authorization Holder” 《藥品上市許可人制度》 (“MAH”) for marketing of pharmaceuticals, China will gradually converge with the international pharmaceutical regulatory system.

The Group, being one of the leading biologics service providers with comprehensive end-to-end capabilities in the global market of biologics outsourcing services, will benefit from favourable government policies in future. By serving as a gateway to China and the world, the Group will capture more development opportunities to become a dominant biologics company and aim to achieve a continuous growth in the second half of 2017 by implementing its “follow-the-molecule” strategy.

# Management Discussion and Analysis

## Financial Review

### Revenue

The revenue of the Group increased by 59.5% from approximately RMB410.1 million for the six months ended June 30, 2016 to approximately RMB654.0 million for the six months ended June 30, 2017. The growth of sales was mainly attributed to (i) a continuous increase in the number of customers and the strong growth in the number of integrated projects; (ii) marketing efforts made by the Group, resulting in robust market performance in China, the United States and Europe; and (iii) a gradual increase in market share of the Company while winning trust from more customers and expanding the market influence.

The revenue of the Group has maintained a strong growth during the Reporting Period. The Group derived a vast majority of its revenue from providing services to customers operating in the United States and China. The table below shows the revenue distribution by their respective countries/regions of operation:

	Six months ended June 30,			
	2017		2016	
	RMB million	%	RMB million	%
Revenue				
– United States of America	342.3	52.3%	223.9	54.6%
– PRC	255.6	39.1%	161.9	39.5%
– Europe	19.4	3.0%	1.1	0.3%
– Rest of the world <sup>(Note)</sup>	36.7	5.6%	23.2	5.6%
<b>Total</b>	<b>654.0</b>	<b>100.0%</b>	<b>410.1</b>	<b>100.0%</b>

*Note:* Rest of the world primarily includes Canada, Israel, Japan, India and South Korea.

Regarding the revenue of the Group generated from different stages, since the Group has adopted “follow-the-molecule” strategy, most of its projects are currently under the pre-IND stage and therefore, the pre-IND service charges of the Group accounted for a larger proportion of the revenue of the Group. For the six months ended June 30, 2017, the pre-IND revenue of the Group increased by 50.3% to approximately RMB448.3 million, accounting for 68.5% of the revenue of the Group. On the other hand, the post-IND service charges of the Group showed a rapid increase of 83.8% to approximately RMB205.7 million, accounting for 31.5% of the total revenue of the Group.

# Management Discussion and Analysis

The following table sets forth a breakdown of the revenue of the Group by pre-IND services and post-IND services for the periods indicated:

	Six months ended June 30,			
	2017		2016	
	RMB million	%	RMB million	%
Pre-IND services	448.3	68.5%	298.2	72.7%
Post-IND services	205.7	31.5%	111.9	27.3%
<b>Total</b>	<b>654.0</b>	<b>100.0%</b>	<b>410.1</b>	<b>100.0%</b>

## Cost of Services

The cost of services of the Group increased by 74.4% from approximately RMB223.5 million for the six months ended June 30, 2016 to approximately RMB389.8 million for the six months ended June 30, 2017. The increase in the cost of services was mainly attributed to the growth of the business.

The cost of services of the Group consists of direct labor costs, cost of raw materials and overhead. Direct labor costs primarily consist of salaries, bonus, social security costs and share-based compensation for the employees in the Group's business units. Cost of raw materials primarily consists of costs incurred for the purchase of raw materials used in the rendering of the Group's services, such as reagents and chromatograph columns. Overhead primarily consists of depreciation charges of the facilities and equipment used in the rendering of the Group's services, testing service fees for the biologics testing work outsourced to WuXi AppTec, Inc., utilities and maintenance.

## Gross Profit and Gross Profit Margin

The gross profit of the Group increased by 41.6% from approximately RMB186.6 million for the six months ended June 30, 2016 to approximately RMB264.3 million for the six months ended June 30, 2017. The increase in the gross profit was mainly attributed to (i) the growth of the Group's business; and (ii) an increase in the number of integrated projects. The Group's gross profit margin decreased from 45.5% for the six months ended June 30, 2016 to 40.4% for the six months ended June 30, 2017. The decrease in the gross profit margin was attributed to (i) a decrease in the milestone revenue, which allowed the Group to enjoy a higher profit margin on top of the service fees; (ii) the pilot operation of the new facilities at the Wuxi site, which led to an increase in material and labor costs; and (iii) the depreciation of the U.S. dollar against the Renminbi.

## Other Income

The other income of the Group increased by 215.7% from approximately RMB5.1 million for the six months ended June 30, 2016 to approximately RMB16.1 million for the six months ended June 30, 2017, primarily due to an increase in government grants and subsidies.

# Management Discussion and Analysis

## Other Gains and Losses

The Group recorded net other losses of approximately RMB15.9 million for the six months ended June 30, 2017, compared with net other losses of approximately RMB0.8 million for the six months ended June 30, 2016, primarily due to an increase in net foreign exchange losses, partially offset by a decrease in provision of allowance for doubtful debts. The Group recorded net foreign exchange loss of approximately RMB13.8 million for the six months ended June 30, 2017, mainly as a result of the appreciation of the Renminbi against the U.S. dollar and H.K. dollar since the Listing on June 13, 2017. The net provision of allowance for doubtful debts of the Group decreased from approximately RMB6.2 million for the six months ended June 30, 2016 to approximately RMB4.0 million for the six months ended June 30, 2017.

## Selling and Marketing Expenses

The selling and marketing expenses of the Group represent a relatively low percentage of the revenue of the Group (2.0% for the six months ended June 30, 2017, as compared to 1.6% for the six months ended June 30, 2016) and increased by 101.5% from approximately RMB6.6 million for the six months ended June 30, 2016 to approximately RMB13.3 million for the six months ended June 30, 2017, primarily because (i) the Group enhanced its independent sales and marketing presence in the United States with senior business development experts, and (ii) the Group incurred higher marketing expenses for marketing activities in the United States and Europe, including attending industry conventions and publishing advertisements.

## Administrative Expenses

The administrative expenses of the Group increased by 28.4% from approximately RMB39.8 million for the six months ended June 30, 2016 to approximately RMB51.1 million for the six months ended June 30, 2017, primarily due to an increase in its administrative staff costs. The administrative staff costs of the Group increased by 12.4% from approximately RMB29.9 million for the six months ended June 30, 2016 to approximately RMB33.6 million for the six months ended June 30, 2017, primarily due to (i) the stock options granted to the Group's management under its employee share option plan, and (ii) an increase in the headcount of the Group's administrative personnel in light of the growth of its business. Although the administrative expenses increased year over year, the growth of the revenue has outpaced the growth of administrative expenses of the Group.

## Research and Development Expenses

The research and development expenses of the Group increased by 20.9% from approximately RMB30.1 million for the six months ended June 30, 2016 to approximately RMB36.4 million for the six months ended June 30, 2017, primarily due to an increase in its research and development activities in connection with the development of next generation technologies and the improvement of its service efficiency.

## Other Expenses

The other expenses of the Group increased by 89.4% from approximately RMB8.5 million for the six months ended June 30, 2016 to approximately RMB16.1 million for the six months ended June 30, 2017, due to the IPO expenses incurred for the Listing on June 13, 2017.



# Management Discussion and Analysis

## Finance Cost

The finance cost of the Group increased significantly by 286.4% from approximately RMB8.1 million for the six months ended June 30, 2016 to approximately RMB31.3 million for the six months ended June 30, 2017, due to an increase in interest expense. The Group has recorded an increasing bank borrowing balance since the first half of 2016. Please refer to the section headed “Management Discussion and Analysis — Indebtedness” for more information.

## Income Tax Expense

The income tax expense of the Group increased by 72.7% from approximately RMB13.9 million for the six months ended June 30, 2016 to approximately RMB24.0 million for the six months ended June 30, 2017, primarily due to the growth of the Group’s business. The effective income tax rate increased from 14.2% for the six months ended June 30, 2016 to 20.7% for the six months ended June 30, 2017, primarily because (i) Shanghai Biologics, which obtained the China’s High and New Technology Enterprise qualification in 2016, was eligible for a special Enterprise Income Tax (“EIT”) rate of 12.5% in 2017 as compared to EIT exemption for its 2016 profit; and (ii) an increase in share-based compensation, which was not tax deductible under the PRC law.

## Net Profit and Net Profit Margin

As a result of the foregoing, the net profit of the Group increased by 9.9% from approximately RMB83.9 million for the six months ended June 30, 2016 to approximately RMB92.2 million for the six months ended June 30, 2017. The net profit margin of the Group for the six months ended June 30, 2017 was 14.1%, compared to 20.5% and 14.3% for the six months ended June 30, 2016 and the year ended December 31, 2016, respectively. The lower net profit margin compared to that of the six months ended June 30, 2016 was primarily due to (i) a higher interest expense; (ii) impact of foreign exchange losses, and (iii) lower milestone fees received during the Reporting Period.

The adjusted net profit<sup>1</sup> of the Group increased by 35.8% from approximately RMB112.5 million for the six months ended June 30, 2016 to approximately RMB152.8 million for the six months ended June 30, 2017. The adjusted net profit margin of the Group for the six months ended June 30, 2017 was 23.4%, compared to 27.4% and 22.2% for the six months ended June 30, 2016 and the year ended December 31, 2016, respectively. The lower adjusted net profit margin of the Group for the six months ended June 30, 2017 was primarily due to (i) higher interest expense and (ii) lower milestone fees received by the Group during the Reporting Period.

<sup>1</sup> The adjusted net profit is calculated as net profit for the Reporting Period, excluding share-based compensation, foreign exchange gains or losses and Listing expenses.

# Management Discussion and Analysis

## EBITDA

The EBITDA<sup>2</sup> of the Group increased by 40.0% from approximately RMB146.8 million for the six months ended June 30, 2016 to approximately RMB205.5 million for the six months ended June 30, 2017. The EBITDA margin of the Group for the six months ended June 30, 2017 was 31.4%, compared to 35.8% and 29.6% for the six months ended June 30, 2016 and the year ended December 31, 2016, respectively. The lower EBITDA margin of the Group for the six months ended June 30, 2017 was primarily due to (i) lower milestone fees received by the Group during the Reporting Period; and (ii) impact of foreign exchange losses.

The adjusted EBITDA<sup>3</sup> of the Group increased by 51.7% from approximately RMB175.4 million for the six months ended June 30, 2016 to approximately RMB266.1 million for the six months ended June 30, 2017. The adjusted EBITDA margin of the Group for the six months ended June 30, 2017 was 40.7%, compared to 42.8% and 37.5% for the six months ended June 30, 2016 and the year ended December 31, 2016, respectively. The lower adjusted EBITDA margin of the Group for the six months ended June 30, 2017 was primarily due to lower milestone fees received by the Group during the Reporting Period.

## Basic and Diluted Earnings Per Share

The basic and diluted earnings per share of the Group for the six months ended June 30, 2017 amounted to RMB0.09, which keeps flat as that for the six months ended June 30, 2016. Please refer to note 10 to the condensed consolidated financial statements in this interim report.

The adjusted diluted earnings per share<sup>4</sup> of the Group for the six months ended June 30, 2017 amounted to RMB0.15, representing an increase of 25.0% when compared with that of RMB0.12 for the six months ended June 30, 2016. The increase in the adjusted diluted earnings per share was primarily due to (i) the increase in the adjusted net profit margin resulted from the strong business growth of the Group; (ii) increase in the adjusted net profit outpaced the increase in the dilutive potential ordinary shares.

## Inventories

The inventories of the Group increased by 15.9% from approximately RMB79.0 million as at December 31, 2016 to approximately RMB91.6 million as at June 30, 2017, primarily as a result of the growth of the Group's business.

<sup>2</sup> EBITDA represents net profit before (i) interest income and expense, income tax expenses and (ii) amortization and depreciation.

<sup>3</sup> Adjusted EBITDA is calculated as the EBITDA for the Reporting Period, excluding (i) interest income and expense, income tax expenses; (ii) certain non-cash expenses, consisting of share-based compensation, amortization and depreciation; (iii) Listing expenses and (iv) foreign exchange gains or losses.

<sup>4</sup> Adjusted diluted earnings per share is calculated as adjusted net profit divided by weighted average number of ordinary shares for the purpose of calculating diluted earnings per share.

# Management Discussion and Analysis

## **Service Work in Progress**

The service work in progress of the Group increased by 20.5% from approximately RMB122.7 million as at December 31, 2016 to approximately RMB147.9 million as at June 30, 2017, primarily as a result of the growth of the Group's business.

## **Trade and Other Receivables**

The trade and other receivables of the Group increased by 5.5% from approximately RMB419.4 million as at December 31, 2016 to approximately RMB442.4 million as at June 30, 2017, primarily due to an increase in custom duty recoverable.

## **Trade and Other Payables**

The trade and other payables of the Group decreased by 5.9% from approximately RMB558.1 million as at December 31, 2016 to approximately RMB525.3 million as at June 30, 2017, primarily due to decreases in payables to related parties in relation to the Reorganization and trade payables to related parties, partially offset by increases in advances from third-party customers, payable for purchase of plant and equipment, trade payables to third parties, and payable in relation to the Listing.

## **Liquidity and Capital Resources**

The primary uses of cash of the Group are to fund working capital, payment for the purchase of plant and equipment and other recurring expenses. During the Reporting Period, the Group funded its working capital and other capital expenditure requirements through a combination of cash generated from operations, loans from related parties (repaid on May 31, 2017) and bank loans. In June 2017, the Group received total proceeds of approximately RMB3,437.8 million (equivalent to approximately HK\$3,952.6 million at the time of Listing) from the Listing and the full exercise of the Over-allotment Option (as defined in the Prospectus), after deducting the underwriting fees, commissions and related Listing expenses. The net proceeds would be further used to repay bank loans and fund working capital, payment for the purchase of plant and equipment and other recurring expenses.

# Management Discussion and Analysis

The following table sets forth a condensed summary of the Group's consolidated statements of cash flows for the periods indicated and analysis of balances of cash and cash equivalents for the periods indicated:

	<b>For the six months ended June 30, 2017 RMB'000</b>	For the six months ended June 30, 2016 RMB'000
Net cash from/(used in) operating activities	227,347	(60,035)
Net cash used in investing activities	(195,489)	(144,589)
Net cash from financing activities	3,436,621	160,579
Effect of foreign exchange rate changes	(17,797)	2,622
Net increase/(decrease) in cash and cash equivalents	3,450,682	(41,423)
Cash and cash equivalents at the beginning of the period	169,102	158,229
Cash and cash equivalents at the end of the period	<b>3,619,784</b>	<b>116,806</b>

## Capital Expenditures

The principal capital expenditures of the Group relate primarily to purchases of plant and equipment in relation to facilities construction and equipment purchases. The following table sets forth a breakdown of the Group's capital expenditures for the periods indicated:

	<b>For the six months ended June 30, 2017 RMB'000</b>	For the six months ended June 30, 2016 RMB'000
Equipment	153,614	120,122
Construction	38,440	120,071
<b>Total</b>	<b>192,054</b>	<b>240,193</b>

## Significant Investments, Material Acquisitions and Disposals

As at June 30, 2017, there were no significant investments held by the Company. For the six months ended June 30, 2017, there were no material acquisitions or disposals of subsidiaries, associates and joint ventures.

# Management Discussion and Analysis

## **Indebtedness**

### *Borrowings*

The Group recorded approximately RMB1,209 million bank borrowings as at June 30, 2017, compared to approximately RMB905 million as at December 31, 2016. The Group incurred new bank borrowings to (i) repay the loans borrowed from related parties, which were primarily used to fund the working capital needs of the Group, and (ii) fund the on-going construction of the new facilities at the Wuxi site.

### *Contingent Liabilities and Guarantees*

As at June 30, 2017, the Group did not have any material contingent liabilities or guarantees.

### *Charges of Assets*

As at June 30, 2017, the Group had pledged bank deposits with an amount of approximately RMB40.3 million (December 31, 2016: approximately RMB33.3 million), which mainly represented deposits placed in banks as collateral for such banks to issue letters of credit for the Group's purchases of raw materials and equipment from overseas.

### *Contractual Obligations*

As at June 30, 2017, the Group had contractual obligations in an amount of approximately RMB653.4 million, which decreased by 11.1% from approximately RMB734.9 million as at December 31, 2016, primarily due to (i) an approximately RMB66.7 million decrease in capital commitments, (ii) an approximately RMB8.9 million decrease in operating lease commitments, and (iii) an approximately RMB5.9 million decrease in obligation under a finance lease.

### *Gearing Ratio*

Gearing ratio is calculated using interest-bearing borrowings less cash and cash equivalents divided by total equity and multiplied by 100%. As at June 30, 2017, the Group was in a net cash position and thus, gearing ratio is not applicable (December 31, 2016: 272.1%).

# Management Discussion and Analysis

## **Employees and Remuneration Policies**

As at June 30, 2017, the Group had a total of 1,998 employees, of whom 999 were located in Shanghai, 898 were located in Wuxi, Jiangsu Province, 85 were located in Suzhou, Jiangsu Province, and 16 were located in the United States and the United Kingdom. The staff costs, including Directors' emoluments but excluding any contributions to retirement benefit scheme contributions and share-based payment expenses, were approximately RMB147.8 million for the six months ended June 30, 2017, as compared to approximately RMB97.8 million for the six months ended June 30, 2016. The remuneration package of employees generally includes salary and bonus elements. In general, the Group determines the remuneration package based on the qualifications, position and performance of its employees. The Group also makes contributions to social insurance fund, including basic pension insurance, medical insurance, unemployment insurance, childbirth insurance, work-related injury insurance funds, and housing reserve fund as applicable to the countries where the Group operates.

The Group has adopted the Pre-IPO Share Option Scheme to provide incentive or reward to eligible participants for their contribution or potential contribution to the Group. Details of the Pre-IPO Share Option Scheme are set out in the section headed "Pre-IPO Share Option Scheme" and note 25 to the condensed consolidated financial statements in this interim report.

In addition, the Group has an effective training system for its employees, including orientation and continuous on-the-job training, to accelerate the learning progress and improve the knowledge and skill levels of its workforce. Its orientation process covers subjects, such as corporate culture and policies, work ethics, introduction to the biologics development process, quality management, and occupational safety, and its periodic on-the-job training covers streamlined technical know-hows of its integrated services, environmental, health and safety management systems and mandatory training required by applicable laws and regulations. The Group also plans to open a new training center at the Wuxi site in the second half of 2017.

## **Interim Dividend**

The Board does not recommend any payment of an interim dividend for the six months ended June 30, 2017.



# Management Discussion and Analysis

## Non-IFRS Measures

To supplement the Group's condensed consolidated financial statements which are presented in accordance with the IFRS, the Company has provided adjusted net profit, adjusted net profit margin, adjusted EBITDA, adjusted EBITDA margin and adjusted diluted earnings per share (excluding the share-based compensation expenses, Listing expenses and foreign exchange gains or losses) as additional financial measures, which are not required by, or presented in accordance with, the IFRS. The Company believes that the adjusted financial measures are useful for understanding and assessing underlying business performance and operating trends, and that the Company's management and investors may benefit from referring to these adjusted financial measures in assessing the Group's financial performance by eliminating the impact of certain unusual and non-recurring items that the Group does not consider indicative of the performance of the Group's business. However, the presentation of these non-IFRS financial measures is not intended to be considered in isolation or as a substitute for the financial information prepared and presented in accordance with the IFRS. You should not view the adjusted results on a stand-alone basis or as a substitute for results under the IFRS.

## Events after the Reporting Period

The Group has the following events taken place subsequent to June 30, 2017:

- On July 31, 2017, the Group repaid in full the syndicated term loan of approximately RMB948 million as disclosed in note 18 to the condensed consolidated financial statements. For more details, please refer to the section headed "Use of Proceeds from Listing" in this interim report.
- On August 2, 2017, the United States Food and Drug Administration completed the pre-license inspection of the Group's current cGMP manufacturing facilities for production of ibalizumab with no critical observations. If the pre-license inspection is approved, ibalizumab will be the first biologics drug approved in the United States to be commercially manufactured in China, and will validate both the Group's global quality standard and pioneer use of disposable bioreactors for commercial manufacturing.
- On August 17, 2017, the Company entered into a license agreement with Arcus Biosciences, Inc. ("**Arcus**") in relation to the grant of exclusive license to certain development and commercialization rights of a novel anti-PD-1 antibody, namely GLS-010, to Arcus in North America, Europe, Japan and certain other territories. The Company and its business partner, Harbin Gloria Pharmaceuticals Co., Ltd.\*(哈爾濱譽衡藥業股份有限公司), will receive from Arcus upfront and milestone fees up to an aggregate amount of US\$816 million. It is expected that the upfront fee of US\$18.5 million will be paid by Arcus in the second half of 2017. The Company believes that it demonstrates the successful role of the Company by serving as a gateway to China with extensive global capabilities, which enables it to increase its potential revenue significantly for each molecule. For more details, please refer to the Company's announcement dated August 17, 2017.

### **Compliance with the Corporate Governance Code**

The Group is committed to maintaining high standards of corporate governance to safeguard the interests of the Shareholders, enhance corporate value, formulate its business strategies and policies, and enhance its transparency and accountability.

The Company has adopted the code provisions of the CG Code as set out in Appendix 14 to the Listing Rules as its own code of corporate governance. The CG Code has been applicable to the Company with effect from the Listing Date and was not applicable to the Company during the period from January 1, 2017 to June 12, 2017.

The Board is of the view that the Company has complied with all applicable code provisions of the CG Code since the Listing Date up to August 21, 2017. The Board will review the corporate governance structure and practices from time to time and shall make necessary arrangements when the Board considers appropriate.

### **Changes in Directors' Information**

As at June 30, 2017, there were no changes in the Directors' information which are required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

### **Compliance with the Model Code for Securities Transactions**

The Company has adopted the Written Guidelines on no less exacting terms than the Model Code as its own code of conduct regarding securities transactions by the Directors.

As the Company's Shares were listed on the Stock Exchange on June 13, 2017, the Model Code and Written Guidelines were not applicable to the Company during the period from January 1, 2017 to June 12, 2017.

Having made specific enquiry of all Directors, all of them have confirmed that they have complied with the Model Code and the Written Guidelines throughout the period from the Listing Date to June 30, 2017. No incident of non-compliance of the Written Guidelines by the employees who are likely to be in possession of inside information of the Company was noted by the Company.

### **Review of Interim Report**

The Audit Committee, which comprises two independent non-executive Directors, namely Mr. Teh-Ming Walter Kwauk and Mr. William Robert Keller, and one non-executive Director, namely Mr. Edward Hu, has reviewed the unaudited interim results and the interim report of the Group for the Reporting Period, and was of the opinion that the interim results and report had been prepared in accordance with the relevant accounting standards and that adequate disclosures had been made in accordance with the requirements of the Listing Rules.

### **Risk Management**

The Company believes that risk management is essential to the Group's efficient and effective operation. The Company's management assists the Board in evaluating material risk exposure arising internally and externally from the Group's business, including investment risk, interest rate risk, liquidity risk, etc, and proactively setting up appropriate risk management and internal control mechanism which is embedded in daily operation management.

## Other Information

### *Interest Rate Risk*

The Group is exposed to fair value interest rate risk in relation to fixed rate pledged bank deposits, bank borrowings, finance lease from related parties. The Group is also exposed to cash flow interest rate risk in relation to variable rate bank borrowings. The Group currently does not have an interest rate hedging policy to mitigate interest rate risk; nevertheless, the management will closely monitor interest rate exposure and will consider hedging significant interest rate risk when needed. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of the People's Bank of China benchmark rates. On July 31, 2017, the Group repaid in full the syndicated term loan at approximately RMB948 million as disclosed in note 18 to the condensed consolidated financial statements.

### *Credit Risk*

As at June 30, 2017, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is the carrying amount of the respective recognized financial assets as stated in the condensed consolidated statements of financial position. In order to minimize the credit risk, the management has designated a team responsible for reviewing and monitoring the credit exposure of customers by sending confirmations and initiating collection procedures to promptly recover overdue debts. As at June 30, 2017, the overdue trade receivables accounted for 6.6% of total trade receivables (after netting off allowance of doubtful debts). In addition, the Directors review the recoverability of each significant trade debt (both billed and unbilled) at the end of each reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. In this regard, the Directors consider that the Group's credit risk is significantly reduced.

### *Liquidity Risk*

The Group's primary uses of cash are to fund working capital and capital expenditures. During the Reporting Period, the Group funded its cash requirements principally from cash generated from operations and funds raised from global offerings and bank borrowings.

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents and unused banking facilities deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

As at June 30, 2017, there was a balance of unutilized net proceeds of approximately RMB3,367.9 million kept at the bank accounts of the Group.

### *Foreign Exchange Rates Fluctuation Risk*

The Group conducts a multinational business and principally operates in the PRC with most of the transactions being settled in RMB, which is the functional currency of most of the Group's entities. The Group also has certain subsidiaries in foreign operations. Foreign exchange rates among the Renminbi, the U.S. dollar and other currencies may fluctuate and are affected by, among other things, changes in China's political and economic condition. Foreign exchange rates fluctuation risk arises from the recognised revenue and expenses, assets and liabilities and net investments in foreign operations. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through operating and financing activities denominated in the relevant foreign currencies. The Group's foreign currency exposure is mainly with respect to the U.S. dollars (the "**Non-functional Currencies**"), other than its functional currencies. During the Reporting Period, a majority of the revenue of the Group was generated from sales denominated in USD. However, a majority of the cost of services and operation costs and expenses of the Group were denominated in RMB, and its financial information is also presented in RMB. As a result, when the Reminbi appreciates against the U.S. dollar, the Group's margins are pressured.

The Group received total IPO proceeds of approximately RMB3,437.8 million from the Listing on June 13, 2017 and the exercise of the Over-allotment Option on June 14, 2017 (after deducting the underwriting fees and related Listing expenses), which were exposed to relevant foreign currency risk. As at June 30, 2017, certain entities in the Group had Non-functional Currencies sales and purchases, which exposed it to relevant foreign currency risk. In addition, certain entities in the Group also have other payables and other receivables which are denominated in Non-functional Currencies. Fluctuations in exchange rates between the functional currency of respective entities in the Group and Non-functional Currencies in which the Group conducts business may affect the Group's financial position and results of operation.

The Group seeks to limit its exposure to foreign currency risk by actively monitoring its foreign exchange rates fluctuation risk and minimizing its net foreign currency position, but no significant hedging arrangement has been made to manage such risk during the Reporting Period. While the Group may decide to enter into hedging transactions in the future, the availability and effectiveness of these hedges may be limited, and the Group may not be able to successfully hedge its exposure.

## Other Information

### Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or its Associated Corporations

As at June 30, 2017, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

(1) *Interests in shares or underlying shares of the Company*

Name of Director	Capacity/ Nature of interest	Number of Shares/underlying Shares <sup>(1)</sup>	Approximate percentage of shareholding interest
Dr. Ge Li	Interests of parties acting in concert; Interests of controlled corporations	913,991,668 (L) <sup>(2) (3)</sup>	78.58%
Mr. Edward Hu	Beneficial owner	1,441,500 (L)	0.12%
Dr. Zhisheng Chen	Beneficial owner	711,418 (L)	0.06%
	Beneficial owner	40,844,000 share options (L) <sup>(4)</sup>	3.50%
Dr. Weichang Zhou	Beneficial owner	6,581,000 share options (L) <sup>(4)</sup>	0.57%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Dr. Ge Li controlled, directly and indirectly, the exercise of 56.82% and 100% of the voting power at general meetings of Biologics Holdings and G&C VII Limited, respectively. Hence, Dr. Ge Li is deemed to be interested in 855,436,988 Shares and 54,602,361 Shares held by Biologics Holdings and G&C VII Limited, respectively.
- (3) Dr. Ge Li entered into an acting-in-concert agreement dated June 30, 2016 with Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Xiaozhong Liu to acknowledge and confirm their acting-in-concert relationship in relation to the Company. Hence, Dr. Ge Li is deemed to be interested in 1,778,544 Shares and 2,173,775 Shares interested by Mr. Zhaohui Zhang and Mr. Xiaozhong Liu, respectively.
- (4) Interests in share options granted pursuant to the Pre-IPO Share Option Scheme.

## Other Information

(II) *Interests in shares or underlying shares of the associated corporations of the Company*

<b>Name of Director</b>	<b>Name of associated corporation</b>	<b>Capacity/Nature of interest</b>	<b>Number and class of shares/ underlying shares in the associated corporation<sup>(1)</sup></b>	<b>Approximately percentage of interest in the associated corporation</b>
Dr. Ge Li	Biologics Holdings	Interests of controlled corporations	173,653 Class A ordinary shares (L) <sup>(2)</sup>	83.35%
	Life Science Holdings	Interests of controlled corporations	65,393,491 ordinary shares (L) <sup>(3)</sup>	18.44%

Notes:

- (1) The letter "L" denotes the person's long position in the shares.
- (2) Dr. Ge Li controlled the exercise of 56.82% of the voting power at general meetings of Biologics Holdings.
- (3) Dr. Ge Li controlled, directly and indirectly, the exercise of 10.06% and 8.38% voting power at the general meetings of Life Science Holdings through G&C IV Limited and Shanghai Xiaozhong Investment Center (Limited Partnership), respectively.

Save as disclosed above, as at June 30, 2017, so far as it was known to the Directors or chief executive of the Company, none of the Directors or chief executive of the Company had interests or short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations as recorded in the register required to be kept, pursuant to Section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.



## Other Information

### Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at June 30, 2017, so far as it was known to the Directors or chief executive of the Company, the following persons (other than the Directors and chief executive of the Company) had interests and/or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO.

#### *Interests in shares or underlying shares of the Company*

<b>Name of Shareholder</b>	<b>Capacity/ Nature of Interest</b>	<b>Number of Shares<sup>(1)</sup></b>	<b>Approximate percentage of shareholding interest</b>
Dr. Ge Li	Interests of parties acting in concert; Interests of controlled corporations	913,991,668 (L) <sup>(3) (4)</sup>	78.58%
Dr. Ning Zhao	Interests of parties acting in concert; Interests of spouse	913,991,668 (L) <sup>(2) (4)</sup>	78.58%
Mr. Zhaohui Zhang	Interests of parties acting in concert; Interests of controlled corporations	913,991,668 (L) <sup>(4) (5)</sup>	78.58%
Mr. Xiaozhong Liu	Interests of parties acting in concert; Interests of controlled corporations	913,991,668 (L) <sup>(4) (6)</sup>	78.58%
Life Science Holdings	Interests of controlled corporations	855,436,988 (L) <sup>(7)</sup>	73.55%
Life Science Limited	Interests of controlled corporations	855,436,988 (L) <sup>(7)</sup>	73.55%
WuXi PharmaTech	Interests of controlled corporations	855,436,988 (L) <sup>(7)</sup>	73.55%
Biologics Holdings	Beneficial owner	855,436,988 (L) <sup>(7)</sup>	73.55%

### Notes:

- (1) The letter “L” denotes the person’s long position in the Shares.
- (2) Dr. Ning Zhao is the spouse of Dr. Ge Li and is deemed to be interested in the Shares interested by Dr. Ge Li.
- (3) Dr. Ge Li controlled, directly and indirectly, the exercise of 56.82% and 100% of the voting power at general meetings of Biologics Holdings and G&C VII Limited, respectively. Hence, Dr. Ge Li is deemed to be interested in 855,436,988 Shares and 54,602,361 Shares held by Biologics Holdings and G&C VII Limited, respectively.
- (4) Dr. Ge Li, Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Xiaozhong Liu entered into an acting-in-concert agreement on June 30, 2016 to acknowledge and confirm their acting-in-concert relationship in relation to the Company. Hence, Dr. Ge Li, Dr. Ning Zhao, Mr. Zhaohui Zhang and Mr. Xiaozhong Liu are deemed to be interested in the Shares held by each other.
- (5) Mr. Zhaohui Zhang wholly owned i-growth Ltd, which held 1,778,544 Shares. Thus, Mr. Zhaohui Zhang is deemed to be interested in the Shares held by i-growth Ltd.
- (6) Mr. Xiaozhong Liu wholly owned I-Invest World Ltd, which held 2,173,775 Shares. Thus, Mr. Xiaozhong Liu is deemed to be interested in the Shares held by I-Invest World Ltd.
- (7) Life Science Holdings wholly owned Life Science Limited, which wholly owned WuXi PharmaTech, which in turn controlled 43.18% of the voting power at general meetings of Biologics Holdings. Biologics Holdings directly owned 855,436,988 Shares. Life Science Holdings, Life Science Limited and WuXi PharmaTech are deemed to be interested in the Shares held by Biologics Holdings.

### **Pre-IPO Share Option Scheme**

The Company adopted the Pre-IPO Share Option Scheme pursuant to the resolutions of its Shareholders passed on January 5, 2016, which was subsequently amended on August 10, 2016 pursuant to the resolutions of the Board.

The purpose of the Pre-IPO Share Option Scheme is to attract, retain and motivate employees, Directors and such other participants of the Group, to provide a means of compensating them through the grant of options under the Pre-IPO Share Option Scheme for their contribution to the growth and profits of the Group, and to allow them to participate in the growth and profitability of the Group. Participants of the Pre-IPO Share Option Scheme include (a) any employee (whether full-time or part-time) of the Company or its subsidiaries, including any executive Director, (b) any non-executive Director or independent non-executive Director of the Company appointed or proposed to be appointed prior to the Listing Date, or any director of any of the subsidiaries, and (c) any other person who in the sole opinion of the Board, will contribute or have contributed to the Group. No further option would be granted under the Pre-IPO Share Option Scheme on or after the Listing Date.

## Other Information

The table below shows details of the share options granted under the Pre-IPO Share Option Scheme during the Reporting Period.

Name of grantee	Date of grant	Outstanding as at January 1, 2017	Granted during the Reporting Period	Number of options			Outstanding as at June 30, 2017
				Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	
<b>Directors</b>							
Dr. Zhisheng Chen	January 7, 2016	35,000,000	—	—	—	—	35,000,000
	March 15, 2017	—	5,844,000	—	—	—	5,844,000
		<b>35,000,000</b>	<b>5,844,000</b>	—	—	—	<b>40,844,000</b>
Dr. Weichang Zhou	January 7, 2016	5,750,000	—	—	—	—	5,750,000
	March 15, 2017	—	831,000	—	—	—	831,000
		<b>5,750,000</b>	<b>831,000</b>	—	—	—	<b>6,581,000</b>
<b>Sub-total:</b>		<b>40,750,000</b>	<b>6,675,000</b>	—	—	—	<b>47,425,000</b>
<b>Employees in aggregate</b>							
230 employees	January 7, 2016	42,759,994	—	—	—	1,803,312	40,956,682
24 employees	March 28, 2016	2,412,750	—	—	—	278,000	2,134,750
102 employees	August 10, 2016	5,709,313	—	—	—	99,000	5,610,313
92 employees	November 11, 2016	6,045,000	—	—	—	273,000	5,772,000
321 employees	March 15, 2017	—	14,295,000	—	—	566,000	13,729,000
74 employees	May 12, 2017	—	3,804,000	—	—	28,000	3,776,000
<b>Sub-total:</b>		<b>56,927,057</b>	<b>18,099,000</b>	—	—	<b>3,047,312</b>	<b>71,978,745</b>
<b>Total:</b>		<b>97,677,057</b>	<b>24,774,000</b>	—	—	<b>3,047,312</b>	<b>119,403,745</b>

The options granted under the Pre-IPO Share Option Scheme shall be exercisable during a period from the vesting date of the option until the expiry of ten years from the date of the grant of the option. Details of the movement of the options granted during the Reporting Period and the impact of options granted under the Pre-IPO Share Option Scheme on the financial statements are set out under note 25 to the condensed consolidated financial statements.

### Use of Proceeds from Listing

The total proceeds from the issue of new Shares by the Company in its Listing (after deducting the underwriting fees and related Listing expenses) amounted to approximately RMB3,437.8 million<sup>(1)</sup>, and the balance of unutilized net proceeds of approximately RMB3,367.9 million was kept at the bank accounts of the Group as at June 30, 2017.

The net proceeds from the Listing (adjusted on a pro rata basis based on the actual net proceeds) have been and will be utilized in accordance with the purposes set out in the Prospectus. The table below sets out the planned applications of the net proceeds and actual usage up to June 30, 2017:

Use of proceeds	Planned applications (RMB million)	Percentage of total net proceeds	Actual usage up to June 30, 2017 (RMB million)	Unutilized net proceeds as at June 30, 2017 (RMB million)
To replay all of the Group's outstanding bank facilities	1,209.2	36%	—	1,209.2 <sup>(2)</sup>
To construct new facilities	1,739.7	52%	—	1,739.7
For the Group's working capital and other general corporate purposes	275.9	8%	—	275.9
To improve and maintain the Group's existing facilities	143.1	4%	—	143.1
<b>Total</b>	<b>3,367.9</b>	<b>100%</b>	<b>—</b>	<b>3,367.9</b>

Notes:

- (1) It included approximately RMB69.9 million which forms part of the Listing expenses payables to be settled after June 30, 2017.
- (2) By July 31, 2017, the Group subsequently repaid in full the syndicated loan borrowed from SPDB International and Ping An (approximately RMB948 million). The remaining outstanding bank loan is expected to be repaid in early September 2017.

### Purchase, Sale or Redemption of the Listed Securities of the Company

During the Reporting Period, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities.

# Report on Review of Condensed Consolidated Financial Statements

## **TO THE BOARD OF DIRECTORS OF WUXI BIOLOGICS (CAYMAN) INC.**

*(incorporated in the Cayman Islands with limited liability)*

### **Introduction**

We have reviewed the condensed consolidated financial statements of WuXi Biologics (Cayman) Inc. (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 32 to 65, which comprise the condensed consolidated statement of financial position of the Company as of June 30, 2017 and the related condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period then ended, and certain explanatory notes. The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited require the preparation of a report on interim financial information to be in compliance with the relevant provisions thereof and International Accounting Standard 34 “Interim Financial Reporting” (“IAS 34”) issued by the International Accounting Standards Board. The directors of the Company are responsible for the preparation and presentation of these condensed consolidated financial statements in accordance with IAS 34. Our responsibility is to express a conclusion on these condensed consolidated financial statements based on our review, and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

### **Scope of Review**

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Hong Kong Institute of Certified Public Accountants. A review of these condensed consolidated financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the condensed consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34.

# Report on Review of Condensed Consolidated Financial Statements

## Other matter

The comparative condensed consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the six-month period ended June 30, 2016 and the relevant explanatory notes disclosed in these condensed consolidated financial statements have not been reviewed in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity”.

**Deloitte Touche Tohmatsu**  
*Certified Public Accountants*  
Hong Kong

August 21, 2017



# Condensed Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the six months ended June 30, 2017

	NOTES	Six months ended June 30,	
		2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Revenue	4	<b>654,040</b>	410,130
Cost of services		<b>(389,771)</b>	(223,504)
Gross profit		<b>264,269</b>	186,626
Other income	5	<b>16,076</b>	5,125
Other gains and losses	6	<b>(15,921)</b>	(794)
Selling and marketing expenses		<b>(13,286)</b>	(6,642)
Administrative expenses		<b>(51,132)</b>	(39,833)
Research and development expenses		<b>(36,409)</b>	(30,138)
Other expenses	8	<b>(16,143)</b>	(8,479)
Finance cost	7	<b>(31,261)</b>	(8,093)
Profit before tax	8	<b>116,193</b>	97,772
Income tax expense	9	<b>(23,996)</b>	(13,917)
Profit and total comprehensive income for the period		<b>92,197</b>	83,855
		<b>RMB</b>	RMB
Earnings per share - Basic	10	<b>0.09</b>	0.09
- Diluted	10	<b>0.09</b>	0.09

# Condensed Consolidated Statement of Financial Position

As at June 30, 2017

	NOTES	As at	
		June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
<b>Non-current assets</b>			
Plant and equipment	11	1,294,028	1,152,770
Deferred tax assets		3,199	2,370
		<b>1,297,227</b>	<b>1,155,140</b>
<b>Current assets</b>			
Inventories	12	91,592	78,988
Service work in progress	13	147,915	122,702
Trade and other receivables	14	442,414	419,376
Income tax recoverable		—	6,426
Pledged bank deposits	15	40,349	33,262
Cash and cash equivalents	15	3,619,784	169,102
		<b>4,342,054</b>	<b>829,856</b>
<b>Current liabilities</b>			
Trade and other payables	16	525,346	558,088
Loan from a related party	17	—	183,417
Income tax payable		16,559	8,949
Bank borrowings	18	313,158	39,000
Obligations under a finance lease	19	10,026	11,371
		<b>865,089</b>	<b>800,825</b>
<b>Net current assets</b>		<b>3,476,965</b>	<b>29,031</b>
<b>Total assets less current liabilities</b>		<b>4,774,192</b>	<b>1,184,171</b>

# Condensed Consolidated Statement of Financial Position

As at June 30, 2017

	NOTES	As at	
		June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
<b>Non-current liabilities</b>			
Deferred revenue	20	17,927	12,559
Bank borrowings	18	896,000	866,000
Obligations under a finance lease	19	25,056	29,655
Deferred tax liabilities		5,698	5,490
		<b>944,681</b>	913,704
<b>Net assets</b>		<b>3,829,511</b>	270,467
<b>Capital and Reserves</b>			
Share capital	21	192	158
Reserves		3,829,319	270,309
<b>Total equity</b>		<b>3,829,511</b>	270,467

# Condensed Consolidated Statement of Changes in Equity

For the six months ended June 30, 2017

	Share capital RMB'000	Share premium RMB'000	Statutory reserves RMB'000 (Note i)	Equity- settled share-based reserves RMB'000 (Note ii)	Reorganization reserve RMB'000	Special reserve RMB'000 (Note iii)	Retained earnings RMB'000	Total equity RMB'000
At January 1, 2016 (Audited)	—	—	10,124	33,845	(4,636)	64,339	42,329	146,001
Profit and total comprehensive income for the period	—	—	—	—	—	—	83,855	83,855
Recognition of equity-settled share-based compensation	—	—	—	22,794	—	—	—	22,794
Assumption of a liability to WuXi AppTec (Shanghai) Co., Ltd. ("WXAT Shanghai")	—	—	—	—	—	(64,339)	—	(64,339)
Ordinary shares issued (note 21)	158	—	—	—	—	—	—	158
At June 30, 2016 (Unaudited)	<u>158</u>	<u>—</u>	<u>10,124</u>	<u>56,639</u>	<u>(4,636)</u>	<u>—</u>	<u>126,184</u>	<u>188,469</u>
At January 1, 2017 (Audited)	<b>158</b>	<b>—</b>	<b>28,016</b>	<b>81,396</b>	<b>(4,636)</b>	<b>—</b>	<b>165,533</b>	<b>270,467</b>
Profit and total comprehensive income for the period	—	—	—	—	—	—	92,197	92,197
Recognition of equity-settled share-based compensation	—	—	—	30,658	—	—	—	30,658
Issue of shares at premium through initial public offerings (note 21)	34	3,572,905	—	—	—	—	—	3,572,939
Transaction costs attribute to issue of new shares	—	(136,750)	—	—	—	—	—	(136,750)
At June 30, 2017 (Unaudited)	<u>192</u>	<u>3,436,155</u>	<u>28,016</u>	<u>112,054</u>	<u>(4,636)</u>	<u>—</u>	<u>257,730</u>	<u>3,829,511</u>

# Condensed Consolidated Statement of Changes in Equity

For the six months ended June 30, 2017

## Notes:

- (i) In accordance with the articles of association of all subsidiaries of the Company established in the PRC, they are required to transfer 10% of the profit after taxation to the statutory reserve until the reserve reaches 50% of their registered capital. Transfer to this reserve must be made before distributing dividends to equity holders. The statutory reserve can be used to make up for previous years' losses, expand the existing operations or convert into additional capital of the subsidiaries.
- (ii) The amount represents equity-settled share-based compensation in respect of share options for shares of WuXi PharmaTech, the then ultimate holding company of the Company before the completion of the Reorganization in 2015, granted by WuXi PharmaTech to certain directors of the Company and employees of the Company and its subsidiaries (collectively referred to as the "Group") for their service rendered to the Group and the equity-settled share-based compensation under the Pre-IPO Share Option Scheme as disclosed in note 25.
- (iii) Historically, part of the Group's principal business, which is providing biologics discovery, development and manufacturing service, was carried out by a fellow subsidiary of the Company, WXAT Shanghai until, as part of the Group Reorganization, WXAT Shanghai ceased to operate biologics discovery, development and manufacturing service (the "Biologics Business Unit") and transferred to Shanghai Biologics all relevant assets and liabilities, except for the trade payables and certain plant and equipment, related specifically to the biologics discovery, development and manufacturing service (the "Business Transfer").

The special reserve reflects reserve movements related to the operations of the Biologics Business Unit.

As a result and for the purpose of the closure of the Business Transfer, the Company assumed an obligation to pay to WXAT Shanghai the balance of the cumulative profit or loss of the Biologics Business Unit and the cumulative net funding contributed by WXAT Shanghai into Biologics Business Unit up to the date of the Business Transfer, aggregating to RMB64,339,000.

# Condensed Consolidated Statement of Cash Flows

For the six months ended June 30, 2017

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
<b>OPERATING ACTIVITIES</b>		
Profit before tax	116,193	97,772
Adjustments for:		
Interest expense	31,261	8,093
Depreciation of plant and equipment	58,810	41,085
Allowance for doubtful debts	3,993	6,154
Net foreign exchange loss (gain)	14,593	(2,622)
Share-based compensation expense	30,658	22,794
Income from government grants and subsidies	(654)	(589)
Loss on disposal of plant and equipment	440	18
	<b>255,294</b>	172,705
Income tax paid	(10,581)	(22,011)
Operating cash flows before movements in working capital	244,713	150,694
Increase in inventories and service work in progress	(37,817)	(64,488)
Increase in trade and other receivables	(27,031)	(64,237)
Increase (decrease) in trade and other payables	47,482	(82,004)
<b>NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES</b>	<b>227,347</b>	(60,035)
<b>INVESTING ACTIVITIES</b>		
Proceeds on disposal of plant and equipment	50	—
Purchase of plant and equipment	(194,474)	(154,218)
Government grants and subsidies received	6,022	1,489
Withdrawal of pledged bank deposits	36,109	6,779
Placement of pledged bank deposits	(43,196)	(25,326)
Option fee received (note 16)	—	26,687
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(195,489)</b>	(144,589)



# Condensed Consolidated Statement of Cash Flows

For the six months ended June 30, 2017

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
FINANCING ACTIVITIES		
Proceeds from bank borrowings	343,158	700,000
Repayment of bank borrowings	(39,000)	—
Interest paid	(31,950)	(9,272)
Finance lease charges paid	(277)	—
Repayment of obligations under a finance lease to a related party	(5,944)	—
Advance from related parties	55,026	176,202
Repayment to related parties	(238,915)	(455,859)
Repayment to related parties in relation to Reorganization	(83,325)	(250,492)
Proceeds from issue of ordinary shares	3,572,939	—
Payment of listing related expense	(135,091)	—
NET CASH PROVIDED BY FINANCING ACTIVITIES	3,436,621	160,579
Effects of exchange rate changes	(17,797)	2,622
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3,450,682	(41,423)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	169,102	158,229
CASH AND CASH EQUIVALENTS AT END OF PERIOD	3,619,784	116,806

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 1. General Information

The Company was established in the Cayman Islands as an exempted company with limited liability on February 27, 2014, and its shares have been listed on the Main Board of The Stock Exchange of Hong Kong Limited since June 13, 2017. The address of the registered office and the principal place of business of the Company are PO Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands. The Company is an investment holding company. The Group is principally engaged in provision of discovery, development and manufacturing of biologics services.

As at the date hereof, the immediate and ultimate holding company of the Company is WuXi Biologics Holdings Limited (“Biologics Holdings”), a company incorporated in the British Virgin Islands, which is controlled by Dr. Ge Li, Dr. Ning Zhao, the spouse of Dr. Li, Mr. Xiaozhong Liu and Mr. Zhaohui Zhang who are all acting in concert (collectively known as “Controlling Shareholders”).

The functional currency of the Company is RMB, which is the same as the presentation currency of the condensed consolidated financial statements.

## 2. Basis of Preparation

The condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” issued by the International Accounting Standards Board as well as the applicable disclosure requirements of Appendix 16 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

## 3. Principal Accounting Policies

The condensed consolidated financial statements have been prepared on the historical cost basis.

The accounting policies and methods of computation used in the condensed consolidation financial statements for the six months ended June 30, 2017 are the same as those followed in the preparation of the Group’s financial statements for the year ended December 31, 2016 underlying the preparation of financial information included in the Accountants’ Report in Appendix I of the prospectus of the Company dated May 31, 2017.

In the Reporting Period, the Group has applied, for the first time, certain amendments to International Financial Reporting Standards (“IFRS”) that are mandatorily effective for the Group’s financial year beginning on January 1, 2017.

The application of the amendments to IFRS in the current interim period has had no material effect on the amounts reported in these condensed consolidated financial statements and/or disclosures set out in these condensed consolidated financial statements.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 4. Revenue and Segment Information

For the purpose of resources allocation and performance assessment, the chief operating decision maker (i.e. the chief executive officer of the Group) reviews the overall results and financial position of the Group as a whole. Accordingly, the Group has only one single operating segment and no further analysis of this single segment is presented.

### Entity-wide disclosure

#### *Geographical information*

Substantially all of the Group's operations and non-current assets are located in the PRC. An analysis of the Group's revenue from external customers, analyzed by their respective country/region of operation, is set out below:

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Revenue		
– United States of America	342,298	223,946
– PRC	255,581	161,943
– Europe	19,450	1,090
– Rest of the world	36,711	23,151
	<b>654,040</b>	<b>410,130</b>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 4. Revenue and Segment Information (Continued)

### Entity-wide disclosure (Continued)

#### Information about major customers

Revenue from customers contributing over 10% of the total revenue of the Group during the period under review is as follows:

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Customer A	89,772	92,035
Customer B	74,578	N/A*

\* The corresponding revenue did not contribute over 10% of the total revenue of the Group for the period concerned.

## 5. Other Income

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Administrative service income from WXAT Shanghai	—	81
Interest income	732	137
Government grants and subsidies related to		
– Assets (i)	654	589
– Income (ii)	14,690	4,254
Others	—	64
	<b>16,076</b>	<b>5,125</b>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 5. Other Income (Continued)

Note:

- (i) The Group has received certain government grants and subsidies to invest in laboratory equipment. The grants and subsidies were recognized in profit or loss over the useful lives of the relevant assets. Please refer to note 20 for details.
- (ii) The government grants have been received for the Group's contribution to the local high-tech industry and economy. These grants are unconditional and accounted for as immediate financial support with neither future related costs expected to be incurred nor related to any assets.

## 6. Other Gains and Losses

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Net foreign exchange (loss) gain	(13,795)	2,667
Provision of allowance for doubtful debts, net	(3,993)	(6,154)
Others	1,867	2,693
	<u>(15,921)</u>	<u>(794)</u>

## 7. Finance Cost

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Interest expense	31,950	9,272
Interest on finance lease	277	368
Less: amounts capitalized	(966)	(1,547)
	<u>31,261</u>	<u>8,093</u>

Borrowing costs capitalized during the six months ended June 30, 2017 arose on bank borrowings and are calculated by applying a capitalization rate of 4.75% (six months ended June 30, 2016: 4.75%).

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 8. Profit Before Tax

Profit before tax has been arrived at after charging:

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Depreciation for plant and equipment	58,810	41,085
Staff cost (including directors' emoluments):		
– Salaries and other benefits	147,755	97,803
– Retirement benefit scheme contributions	22,452	12,871
– Share-based payment expenses	30,658	22,794
	<b>200,865</b>	<b>133,468</b>
Minimum operating lease payment in respect of rented premises	13,186	5,745
Initial public offering expenses (included in other expenses)	16,143	8,479
Loss on disposal of plant and equipment	440	18
Allowance for doubtful debts	3,993	6,154
Cost of inventories recognized as expense	129,773	78,418

## 9. Income Tax Expense

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Current tax:		
– PRC Enterprise Income Tax ("EIT")	23,410	16,377
– Hong Kong profits tax	445	—
– the US Federal and State Income taxes	703	—
– the UK Income taxes	69	—
Over provision in prior years		
– EIT	(10)	(1,865)
Deferred tax:		
– current year	(621)	(595)
	<b>23,996</b>	<b>13,917</b>



# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 9. Income Tax Expense (Continued)

Hong Kong profits tax for the Hong Kong subsidiaries is calculated at 16.5% of the estimated assessable profit for the periods presented in the condensed consolidated financial statements.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of the PRC subsidiaries is 25%, with the exception of WuXi AppTec Biopharmaceuticals Co., Ltd. (“WuXi Biopharma”) and Shanghai Biologics.

WuXi Biopharma was accredited as a “High and New Technology Enterprise” on August 5, 2013. In 2016, WuXi Biopharma renewed its High and New Technology Enterprise status, which has been approved by the relevant government authorities, and it is entitled to a preferential tax rate of 15% for a three-year period commencing from the beginning of 2016.

Shanghai Biologics was accredited as a High and New Technology Enterprise in November 2016 and therefore is entitled to a one year’s exemption from EIT followed by three years of 50% tax reduction with effect from the beginning of 2016 in accordance with Guo Fa No. 40. Accordingly, the applicable EIT rate of Shanghai Biologics for the six months ended June 30, 2017 is 12.5% (six months ended June 30, 2016: nil).

The Company is registered as an exempted company and as such is not subject to Cayman Islands taxation.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

## 10. Earnings per Share

The calculation of the basic and diluted earnings per share are based on the following data:

	Six months ended June 30,	
	2017	2016
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Earnings:		
Earnings for the purpose of calculating basic and diluted earnings per share	<b>92,197</b>	83,855

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 10. Earnings per Share (Continued)

The calculation of the basic and diluted earnings per share are based on the following data:

	Six months ended June 30,	
	2017 (Unaudited)	2016 (Unaudited)
Number of Shares:		
Weighted average number of ordinary shares for the purpose of calculating basic earnings per share	983,636,597	963,997,111
Effect of dilutive potential ordinary shares:		
Share options	45,919,209	—
Weighted average number of ordinary shares for the purpose of calculating diluted earnings per share	1,029,555,806	963,997,111

The computation of diluted earnings per share for the six months ended June 30, 2016 does not assume the exercise of pre-IPO share options since their exercise prices plus fair value of services yet to be rendered are higher than the average share prices of the Company.

The computation of diluted earnings per share for the six months ended June 30, 2017 does not assume the exercise of certain pre-IPO share options granted since their exercise prices plus fair value of services yet to be rendered are higher than the average share prices of the Company.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 11. Movements in Plant and Equipment

During the six months ended June 30, 2017, the Group acquired RMB200,634,000 (six months ended June 30, 2016: RMB242,762,000) of plant and equipment for the expansion of production facilities and distribution capacity.

The net book value of plant and equipment of RMB1,294,028,000 (December 31, 2016: RMB1,152,770,000) includes an amount of RMB34,833,000 (December 31, 2016: RMB40,827,000) in respect of assets held under a finance lease with a related party (see note 19).

## 12. Inventories

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Raw material and consumables	<u>91,592</u>	<u>78,988</u>

## 13. Service Work in Progress

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Service work in progress	<u>147,915</u>	<u>122,702</u>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 14. Trade and Other Receivables

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Trade receivables		
– related parties	10,197	7,488
– third parties	185,000	216,027
Unbilled revenue		
– related parties	4,592	4,130
– third parties	104,741	72,819
Allowance for doubtful debts	(7,633)	(6,598)
	<b>296,897</b>	<b>293,866</b>
Other receivables		
– related parties	—	2,812
– third parties	6,050	6,252
	<b>6,050</b>	<b>9,064</b>
Advances to suppliers	8,826	4,532
Deferred listing expenses	—	4,705
Prepayments	1,164	972
Receivables for purchase of raw materials on behalf of customers	45,269	39,084
Customer duty recoverable (Note)	57,734	36,209
Value added tax recoverable	26,474	30,944
	<b>139,467</b>	<b>116,446</b>
Total trade and other receivables	<b>442,414</b>	<b>419,376</b>

Details of the trade and other receivables due from related parties are set out in note 24(2).

*Note:* WuXi Biopharma has been recognized by the relevant government authority as a foreign-invested research and development center, which makes it eligible for a waiver of import tax on imported raw materials and equipment. The related import tax has been levied by way of “paid and refund” basis. The amount represents the related import tax paid by Wuxi Biopharma to PRC Customs which shall be refunded upon the application documents of the import tax refund have been validated by the PRC Customs.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 14. Trade and Other Receivables (Continued)

The Group allows a credit period ranging from 30 to 60 days to its customers. The following is an age analysis of trade receivables (net of allowance for doubtful debts) presented based on the invoice dates (excluding the unbilled revenue), at the end of the Reporting Period:

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Within 60 days	175,187	185,992
61 to 180 days	9,544	25,318
181 days to 1 year	2,833	5,607
	<b>187,564</b>	<b>216,917</b>

Included in the Group's trade receivables are balances with aggregate carrying amount of RMB12,377,000 (December 31, 2016: RMB30,925,000) which are past due at the end of the Reporting Period.

In determining the recoverability of the trade receivables, the Group considers any change in the credit quality of the trade receivables from the date on which the credit was initially granted and up to the reporting date. The credit quality of the trade receivables that are neither past due nor impaired had not changed during the Reporting Period.

## 15. Cash and Cash Equivalents/Pledged Bank Deposits

Cash and cash equivalents of the Group comprised of cash and short term bank deposits with an original maturity of three months or less. The short-term bank deposits carried interest at market rates which ranged from 0.001% to 4.56% per annum as at June 30, 2017 (December 31, 2016: from 0.01% to 2.90% per annum). The deposits were pledged to a bank as collateral for the issue of letter of credit by the bank in connection with the purchase of raw materials, plant and equipment by the Group.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 16. Trade and Other Payables

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Trade payables		
– related parties	7,683	30,576
– third parties	77,856	74,453
	<b>85,539</b>	105,029
Other payables		
– related parties	—	2,684
– third parties	27,512	18,515
	<b>27,512</b>	21,199
Advances from customers		
– related parties	3,534	5,652
– third parties	187,795	126,780
	<b>191,329</b>	132,432
Payable to a related party in relation to the Reorganization (Note i)	—	84,317
Option fee received (Note ii)	27,098	27,780
Payable to shareholders in relation to sale of shares of the Company (Note iii)	11,884	—
Payable for purchase of plant and equipment	108,536	103,342
Payable in relation to listing of shares of the Company	32,903	25,782
Salary and bonus payables	37,600	56,343
Other taxes payable	2,945	1,864
	<b>525,346</b>	558,088



# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 16. Trade and Other Payables (Continued)

*Note:*

- (i) Amount represents consideration payable to a related party for the purchase of the equities of the subsidiaries of the Group. The consideration is interest free and repayable on demand. The related party and the Group are under common control of the Controlling Shareholders. The consideration had been repaid in full on May 31, 2017.
- (ii) Amount represents a US\$4 million non-refundable option fee received from an independent third party for granting the party an option to purchase certain of the Group's assets. In December 2015, an agreement (hereafter referred to as the "Option to Purchase Agreement") was entered into between the Company and a Company's strategic customer, pursuant to which the Company granted the customer an option to acquire certain of its biologics manufacturing facilities. The total consideration for the option was US\$8 million, 50% of which had been paid in March 2016 and the remaining 50% would be payable upon the Company completing certain required documentations. Pursuant to the Option to Purchase Agreement, the customer has a right to exercise the purchase option on or before June 30, 2020, which upon mutual agreement between the Company and the customer, may be extended until no later than June 30, 2023. Should the customer choose to exercise the purchase option, it has to pay the Company an acquisition price for the biologics manufacturing facilities determined on the basis as specified in the Option to Purchase Agreement; and the Company has to fulfill certain stipulated conditions including completing the transfer of the title of the biologics manufacturing facilities to the customer or its designated person, and obtaining all necessary regulatory approvals and consents in relation to the transfer of the facilities. The option fee would then be applied for part payment for the manufacturing facilities acquisition price. Should the customer choose to terminate the agreement without exercising the purchase option, the customer could apply the option fee to pay for any service fees due and payable to the Group for services rendered by the Group, up to a maximum of 50% of the option fee paid.
- (iii) Amount represents the proceeds received on behalf of certain founding shareholders in relation to the sale of shares of the Company by them through the initial public offering of the shares of the Company on June 13, 2017. The amount has been repaid subsequently in full in July 2017.

Details of the trade and other payables due to related parties are set out in note 24(2).

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 16. Trade and Other Payables (Continued)

Payment terms with suppliers are mainly on credit within 90 days from the time when the goods are received from the suppliers. The following is an age analysis of trade payables presented based on invoice date at the end of the Reporting Period:

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Within three months	82,217	102,123
Over three months but within one year	2,800	2,906
Over one year but within two years	522	—
	<u>85,539</u>	<u>105,029</u>

## 17. Loan from a Related Party

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Loan from WuXi PharmaTech	—	183,417

The loan from WuXi PharmaTech is unsecured, interest free and repayable on demand for the year ended December 31, 2016. The loan was repaid in full on May 31, 2017.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 18. Bank Borrowings

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Unsecured bank loans	<b>1,209,158</b>	905,000

Carrying amount repayable\*:

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Within one year	<b>313,158</b>	39,000
Within a period of more than one year but not exceed two years	<b>326,000</b>	141,000
Within a period of more than two years but not exceed five years	<b>570,000</b>	725,000
	<b>1,209,158</b>	905,000
Less: Amounts due within one year shown under current liabilities	<b>313,158</b>	39,000
	<b>896,000</b>	866,000

\* The amounts due are based on scheduled repayment dates set out in the loan agreements.

The bank borrowings carried interest rate at 2.21% to 4.75% per annum (December 31, 2016: 4.75%).

Bank borrowings of RMB948,000,000 was repaid by the Group on July 31, 2017.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 19. Obligations under a Finance Lease

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Analyzed for reporting purposes as:		
Current liabilities	10,026	11,371
Non-current liabilities	25,056	29,655
	<b>35,082</b>	<b>41,026</b>

The Group leases from WXAT Shanghai certain of its machinery, equipment and leasehold improvement on January 1, 2016 under a finance lease with lease term of four years, which is renewable indefinitely at the discretion of the Group. Interest imputed in the finance lease at the respective lease inception date is at the rate of 1.44% per annum.

	Minimum Lease Payments		Present Value of Minimum Lease Payments	
	As at		As at	
	June 30, 2017 RMB'000	December 31, 2016 RMB'000	June 30, 2017 RMB'000	December 31, 2016 RMB'000
Obligations under a finance lease payable:				
Within one year	10,461	11,883	10,026	11,371
Within a period of more than one year but no more than two years	9,337	9,538	9,036	9,172
Within a period of more than two years but no more than five years	13,672	17,372	13,357	16,945
Within a period of more than five years	2,702	3,600	2,663	3,538
	<b>36,172</b>	42,393	<b>35,082</b>	41,026
Less: future finance charges	1,090	1,367	N/A	N/A
Present value of lease obligations	<b>35,082</b>	<b>41,026</b>	<b>35,082</b>	41,026
Less: amounts due for settlement within twelve months (shown under current liabilities)			10,026	11,371
Amounts due for settlement after twelve months (shown under non-current liabilities)			<b>25,056</b>	<b>29,655</b>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 20. Deferred Revenue

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Assets related government grants	<u>17,927</u>	<u>12,559</u>

Movements of assets related government grants:

	RMB'000
At January 1, 2016 (audited)	8,787
Government grants received	1,489
Credited to profit or loss	(589)
At June 30, 2016 (unaudited)	<u>9,687</u>
At January 1, 2017 (audited)	<b>12,559</b>
Government grants received	<b>6,022</b>
Credited to profit or loss	<b>(654)</b>
At June 30, 2017 (unaudited)	<u><b>17,927</b></u>

During the six months ended June 30, 2017, the Group received government grants of RMB6,022,000 (six months ended June 30, 2016: RMB1,489,000) for its investment in laboratory equipment. The grants were recognized in profit or loss over the useful lives of the relevant assets.

## 21. Share Capital

	Number of shares	Amount US\$
ORDINARY SHARES OF US\$0.000025 EACH AUTHORIZED:		
At June 30, 2017, December 31, 2016 and January 1, 2016	<u>2,000,000,000</u>	<u>50,000</u>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 21. Share Capital (Continued)

### ISSUED AND FULLY PAID:

	Number of shares	Amount US\$	Shown in the financial statements as RMB'000
At January 1, 2016 (Audited),	40,000	1	—
Increase in issued share capital (note (a))	963,960,000	24,099	158
At June 30, 2016 (Unaudited) and December 31, 2016 (Audited)	964,000,000	24,100	158
Issue of shares by initial public offerings (note (b))	170,118,057	4,253	29
Issue of shares by exercise of over-allotment option (note (c))	28,947,000	724	5
At June 30, 2017 (Unaudited)	<u>1,163,065,057</u>	<u>29,077</u>	<u>192</u>

#### Notes:

- On January 12, 2016, an aggregate of 963,960,000 shares of the Company were issued at a par value of US\$0.000025, equivalent to approximately RMB158,000.
- On June 13, 2017, the Company issued a total of 170,118,057 new ordinary shares of US\$0.000025 each at the price of HK\$20.60 per share by means of initial public offering.
- On June 14, 2017, the Company issued a total of 28,947,000 new ordinary shares of US\$0.000025 each at the price of HK\$20.60 per share by means of fully exercise of over-allotment option.
- All the shares issued by the Company ranked *pari passu* in all respects.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 22. Operating Lease

### The Group as leasee

The Group had commitments for future minimum lease payments under non-cancellable operating leases in respect of land and buildings as follows:

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Within one year	27,209	22,121
In the second to fifth years inclusive	83,039	84,040
Over five years	73,518	86,533
	<b>183,766</b>	<b>192,694</b>

Operating lease payments represent rentals payable by the Group for certain of its office premises, factories and laboratories. Leases are for a term of 8 to 10 years and rentals are fixed for a range of 8 to 10 years.

## 23. Capital Commitments

The Group had capital commitments for equipment purchase and building construction under non-cancellable contracts as follows:

	As at	
	June 30, 2017 RMB'000 (Unaudited)	December 31, 2016 RMB'000 (Audited)
Contracted but not provided for	<b>434,583</b>	<b>501,178</b>



# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 24. Related Party Transactions

In addition to the transactions and balances disclosed in notes 14, 16, 17 and 19, the Group had the following significant transactions with related parties during the six months ended June 30, 2017:

### (1) Related party transactions:

#### (a) Provision of research and development service to related parties

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WuXi MedImmune Biopharmaceutical Co., Ltd. ("WX MedImmune")	9,589	—
Adagene (Suzhou) Limited ("Adagene")	6,144	645
Huahui Anjian (Beijing) Biologics Technology Co., Ltd ("Huahui Anjian")	2,836	1,030
	<b>18,569</b>	<b>1,675</b>

Note: WX MedImmune is a joint venture held by WuXi AppTec (Hong Kong) Limited ("WAHK"), an indirect wholly-owned subsidiary of WuXi PharmaTech.

Adagene and Huahui Anjian are associates of WXAT Shanghai.

#### (b) Provision of administrative service to a related party

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WXAT Shanghai	—	81

#### (c) Provision of premises sub-leasing services

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Abgent Biotechnology (Suzhou) Co, Ltd	227	227
WuXi AppTec (Suzhou) Co., Ltd. ("AppTec Suzhou")	210	210
	<b>437</b>	<b>437</b>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 24. Related Party Transactions (Continued)

### (1) Related party transactions: (Continued)

#### (d) Testing services received

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WuXi AppTec, Inc.	10,910	6,477
AppTec Suzhou	8	165
	<u>10,918</u>	<u>6,642</u>

#### (e) Purchase of materials, plant and equipment

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WuXi AppTec Sales LLC ("AppTec Sales")	685	—
WXAT Shanghai	20,264	29,410
	<u>20,949</u>	<u>29,410</u>

#### (f) Interest expense

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WXAT Shanghai	—	3,153

#### (g) General services received

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WXAT Shanghai	—	10,352

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 24. Related Party Transactions (Continued)

### (1) Related party transactions: (Continued)

#### (h) Labor secondment services received

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WXAT Shanghai	711	5,460
AppTec Sales	—	5,599
WuXi AppTec UK Ltd	611	—
	<u>1,322</u>	<u>11,059</u>

#### (i) Research and development services received

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WXAT Shanghai	<u>304</u>	<u>2,014</u>

#### (j) Premises leasing services received

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
WXAT Shanghai	<u>715</u>	<u>715</u>

#### (k) Finance lease from a related party

On January 1, 2016, the Group entered into a finance lease arrangement with WXAT Shanghai in respect of machinery, equipment and leasehold improvement with a total capital value at the inception of the leases of RMB53,781,000. The finance lease charges under the arrangements is RMB277,000 for the six months ended June 30, 2017. The obligations under a finance lease are disclosed in note 19.

The transactions above were carried out in accordance with the terms agreed with the counterparties.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 24. Related Party Transactions (Continued)

### (2) Related party balances:

	As at	
	June 30, 2017 RMB'000 Non-interest bearing (Unaudited)	December 31, 2016 RMB'000 Non-interest bearing (Audited)
Amounts due from related parties		
<u>Trade related</u>		
WX MedImmune	4,894	195
Adagene	5,303	3,492
Huahui Anjian	4,592	4,130
WAHK	—	3,211
WuXi PharmaTech	—	590
	<u>14,789</u>	<u>11,618</u>
<u>Non-trade related</u>		
WX MedImmune	—	2,812

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 24. Related Party Transactions (Continued)

### (2) Related party balances: (Continued)

	As at	
	June 30, 2017 RMB'000 Non-interest bearing (Unaudited)	December 31, 2016 RMB'000 Non-interest bearing (Audited)
Amounts due to related parties		
<u>Trade related</u>		
WXAT Shanghai	4,866	24,752
WuXi AppTec, Inc.	2,772	5,824
AppTec Sales	46	—
WX MedImmune	—	2,669
Adagene	218	555
Huahui Anjian	3,287	2,400
JW Therapeutics (Shanghai) Co., Ltd (“JW Therapeutics”)	28	28
	<u>11,217</u>	<u>36,228</u>
<u>Non-trade related</u>		
WXAT Shanghai	—	2,113
WuXi AppTec (BVI) Inc.	—	21
WuXi AppTec, Inc.	—	16
AppTec Sales	—	81
WuXi Apptec UK Ltd	—	453
	<u>—</u>	<u>2,684</u>

Note: JW Therapeutics is a joint venture held by WAHK.

All the above balances with related parties are unsecured, interest free and repayable on demand.

Except for WX MedImmune, Adagene, Huahui Anjian, JW Therapeutics, WuXi PharmaTech, whose relationship with the Group have been disclosed previously in other notes, all of the other abovementioned related parties are considered to be related to the Group because (i) from January 1, 2016 to January 12, 2016, they were fellow subsidiaries of the Group under the common control of WuXi PharmaTech and (ii) after transfer of the Company's shares to Biologics Holdings on January 12, 2016, they are considered to be fellow subsidiaries of the Group under the common control of the Controlling Shareholders.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 24. Related Party Transactions (Continued)

### (3) Compensation of directors and key management personnel

	Six months ended June 30,	
	2017 RMB'000 (Unaudited)	2016 RMB'000 (Unaudited)
Salaries and other benefits	4,267	3,714
Performance-based bonus	762	1,428
Retirement benefits scheme contributions	115	119
Share-based compensation	14,478	12,240
	<b>19,622</b>	<b>17,501</b>

The remuneration of key management is determined with reference to the performance of the individuals and market trends.

## 25. Share-based Compensation

### Equity instruments granted by WuXi PharmaTech to employees of the Group

WuXi PharmaTech was once listed on the New York Stock Exchange and used to have an employee stock incentive plan (“WuXi PharmaTech Stock Units and Options”). Pursuant to the WuXi PharmaTech Stock Units and Options, certain directors of the Company and employees of the Group were issued shares of WuXi PharmaTech which are restricted in that these shares are subject to vesting term of one to five years (“WX RSUs”). The share restriction will be released when vested.

WuXi PharmaTech was privatized and delisted from the New York Stock Exchange on December 10, 2015, and was taken control by New WuXi Life Science Holdings Limited (“Life Science Holdings”) which is a company controlled by the Controlling Shareholders. As part of the privatization process, the terms and conditions of WuXi PharmaTech Stock Units and Options were modified.

Under the modified WuXi PharmaTech Stock Units and Options, the total number of the outstanding WX RSUs remained unchanged, but all outstanding WX RSUs as at December 10, 2015 would be settled by a cash consideration based on the closing price of WuXi PharmaTech on December 10, 2015 (US\$5.75 per share). Part of the cash consideration was paid out immediately to some of the designated employees (“Designated Employees”) of the Group holding outstanding WX RSUs as their WX RSUs were deemed to be immediately vested. For the other remaining employees of the Group (“Non-designated Employees”) holding outstanding WX RSUs, an escrow arrangement was made by Life Science Holdings to put aside the cash consideration in an escrow account and the cash consideration would be paid out to the Non-designated Employees when the original vesting conditions of the WX RSUs are met.

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 25. Share-based Compensation (Continued)

### Equity instruments granted by WuXi PharmaTech to employees of the Group (Continued)

Because the fair values of the outstanding WX RSUs under both the original and modified WuXi PharmaTech Stock Units and Options as measured at the date of modification are determined to be the same, therefore, the outstanding WX RSUs would continue to be measured at the original grant-date fair value. For the Designated Employees, because their outstanding WX RSUs were deemed to be immediately vested, the Group recognized the share-based compensation expense related to this acceleration of vesting immediately in the profit and loss of the year ended December 31, 2015. For the Non-designated Employees, the Group continued to recognize the corresponding share-based compensation expense of their outstanding WX RSUs in the profit and loss of the Group over the original vesting periods.

For the six months ended June 30, 2017, the Group recognized RMB3,715,000 (June 30, 2016: RMB4,867,000) of share-based compensation expense in relation to WuXi PharmaTech Stock Units and Options.

### Pre-IPO Share Option Scheme

The Company's Pre-IPO Share Option Scheme was adopted pursuant to resolutions passed by the then shareholders of the Company on January 5, 2016 for the primary purpose of attracting, retaining and motivating employees and directors. Under the Pre-IPO Share Option Scheme, the directors of the Company may grant up to 144,600,000 share options to eligible employees, including the directors of the Company and its subsidiaries, to subscribe for shares in the Company. Grantee accepting an option grant offered by the Company has to sign an acceptance letter and pay to the Company an amount of HK\$1.00 as consideration for the grant.

- (1) As of June 30, 2017, pre-IPO share options granted to the employees of the Group and directors of the Company are as follows:

Date of grant	Number of options	Exercise price per share
January 7, 2016	89,364,668	US\$0.5
March 28, 2016	2,412,750	US\$0.5
August 10, 2016	5,729,313	US\$0.66
November 11, 2016	6,321,000	US\$0.79
March 15, 2017	20,970,000	US\$1.02
May 12, 2017	3,804,000	US\$1.80



# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 25. Share-based Compensation (Continued)

### Pre-IPO Share Option Scheme (Continued)

- (2) Each option granted under the Pre-IPO Share Option Scheme can only be exercised in the following manners (each date on which any portion of option granted shall be vested is hereinafter referred to as a “Vesting Date” and each tranche on which any portion of option granted shall be vested is hereinafter referred to as a “Tranche”):

Tranche	Vesting Date
twenty percent (20%) of the shares subject to an option so granted	second (2nd) anniversary of the offer date for an Option
twenty percent (20%) of the shares subject to an option so granted	third (3rd) anniversary of the offer date for an Option
twenty percent (20%) of the shares subject to an option so granted	fourth (4th) anniversary of the offer date for an Option
forty percent (40%) of the shares subject to an option so granted	fifth (5th) anniversary of the offer date for an Option

Set out below are details of the movements of the outstanding options granted under the Pre-IPO Share Option Scheme during the six months ended June 30, 2017:

Option batch	Outstanding as at December 31, 2016	Granted during the period	Exercised during the period	Forfeited during the period	Outstanding as at June 30, 2017
January 7, 2016	83,509,994	—	—	1,803,312	81,706,682
March 28, 2016	2,412,750	—	—	278,000	2,134,750
August 10, 2016	5,709,313	—	—	99,000	5,610,313
November 11, 2016	6,045,000	—	—	273,000	5,772,000
March 15, 2017	—	20,970,000	—	566,000	20,404,000
May 12, 2017	—	3,804,000	—	28,000	3,776,000
	<u>97,677,057</u>	<u>24,774,000</u>	<u>—</u>	<u>3,047,312</u>	<u>119,403,745</u>
Exercisable at the end of the period	—	—	—	—	—
Weighted average exercise price (US\$)	<u>0.53</u>	<u>1.14</u>	<u>N/A</u>	<u>0.64</u>	<u>0.65</u>

# Notes to the Condensed Consolidated Financial Statements

For the six months ended June 30, 2017

## 25. Share-based Compensation (Continued)

### Pre-IPO Share Option Scheme (Continued)

The estimated fair value of the Pre-IPO share options granted were approximately USD20,489,000, USD555,000, USD1,773,000, USD2,227,000, USD9,430,000 and USD2,974,000 respectively for the January 7, 2016, March 28, 2016, August 10, 2016, November 11, 2016, March 15, 2017 and May 12, 2017 grants. The fair value was calculated using the Binomial model. The major inputs into the model are as follows:

Grant date	January 7, 2016	March 28, 2016	August 10, 2016	November 11, 2016	March 15, 2017	May 12, 2017
Share price (US\$)	0.48	0.48	0.65	0.75	0.95	1.65
Exercise price (US\$)	0.5	0.5	0.66	0.79	1.02	1.80
Expected volatility	40.80%	40.80%	40.92%	40.87%	40.65%	40.46%
Expected life (years)	10	10	10	10	10	10
Risk-free interest rate	2.92%	2.92%	2.72%	2.83%	3.39%	3.67%
Forfeiture rate	7.7%	7.7%	7.7%	7.7%	7.7%	7.7%

Share price is determined as the total fair value of the Company's equity divided by the total number of shares, assuming the allotment of shares as disclosed in note 21(a) has been effective on January 1, 2016. To determine the fair value of the Company's equity value as of March 15, 2017 and May 12, 2017, the Company used primarily the discounted cash flow method under the income approach, using cash flow projections based on financial forecasts approved by management covering a five-year period and a discount rate of 13%. Cash flow beyond that five-year period has been extrapolated using a steady 5% growth rate. This growth rate does not exceed the long-term average growth rate for the market in which the Group operates. The result from the income approach was cross checked with the market approach, which incorporates certain assumptions, including the market performance of comparable listed companies, as well as the financial results and growth trends of the Company, to derive the total equity of the Group.

Expected volatility was determined by using the historical volatility of the comparable companies. Changes in variables and assumptions may result in changes in the fair values of the share options.

The Group recognized total expense of approximately RMB26,943,000 for the six months ended June 30, 2017 (June 30, 2016: RMB17,927,000) in relation to share options granted by the Company under the Pre-IPO Share Option Scheme.

# Definitions

“Audit Committee”	the audit committee of the Board
“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
“Board” or “Board of Directors”	the board of Directors of the Company
“CAGR”	compound annual growth rate
“CG Code”	the Corporate Governance Code as set out in Appendix 14 to the Listing Rules
“cGMP”	Current Good Manufacturing Practice regulations, regulations enforced by the Food and Drug Administration of the United States on pharmaceutical and biotech firms to ensure that the products produced meet specific requirements for identity, strength, quality and purity
“Chairman”	the Chairman of the Board
“China” or “the PRC”	the People’s Republic of China excluding, for the purpose of this interim report, Hong Kong, Macau Special Administrative Region and Taiwan
“Company” or “the 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 Shareholders”	has the meaning ascribed thereto under the Listing Rules and unless the context requires otherwise, includes the Founding Individuals, Biologics Holdings, G&C Limited, G&C I Limited, G&C III Limited, G&C V Limited, G&C VI Limited, G&C VII Limited, G&C IX Limited, G&C Partnership L.P. Group & Cloud Limited, i-growth Ltd, I-Invest World Ltd and New WuXi ESOP L.P.
“Director(s)”	the director(s) of the Company
“European Union”	a politico-economic union of 28 member states that are located primarily in Europe
“Founding Individuals”	Dr. Ge Li, Dr. Ning Zhao, Mr. Xiaozhong Liu and Mr. Zhaohui Zhang
“Group” or “the Group”	the Company and its subsidiaries
“H.K. dollar(s)” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IFRS”	International Financial Reporting Standards

## Definitions

“IND”	investigational new drug, an experimental drug for which a pharmaceutical company obtains permission to ship across jurisdictions (usually to clinical investigators) before a marketing application for the drug has been approved
“Life Science Holdings”	New WuXi Life Science Holdings Limited, a company incorporated under the laws of Cayman Islands on July 2, 2015 with limited liability, which holds 100% issued share capital of Life Science Limited
“Life Science Limited”	New WuXi Life Science Limited, a company incorporated under the laws of the Cayman Islands on July 2, 2015 with limited liability, which holds 100% issued share capital of WuXi PharmaTech
“Listing” or “IPO”	the listing of the Shares on the Main Board of the Stock Exchange on June 13, 2017
“Listing Date”	June 13, 2017, being the date on which the Shares were listed on the Main Board
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time
“NYSE”	the New York Stock Exchange
“Main Board”	the Main Board of the Stock Exchange
“MedImmune/AstraZeneca”	the global biologics research and development arm of AstraZeneca, which is an indirect shareholder of the Company’s connected person, WX MedImmune
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers contained in Appendix 10 to the Listing Rules
“Ping An”	Pingan WX Pharm Limited, a company engaged in investment and incorporated under the laws of the Cayman Islands on October 28, 2015 with limited liability, an affiliate of Ping An Insurance (Group) Company of China Ltd., and a shareholder of Life Science Holdings
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company with effect from January 5, 2016, and amended on August 10, 2016, the principal terms of which are summarised in “Statutory and General Information — E. Pre-IPO Share Option Scheme” in Appendix IV to the Prospectus
“Prospectus”	the prospectus issued by the Company dated May 31, 2017
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the corporate reorganization of the Group conducted in preparation for the Listing, details of which are described in the section headed “History and Corporate Development — Reorganization” in the Prospectus

# Definitions

“Reporting Period”	the six-month period from January 1, 2017 to June 30, 2017
“Renminbi” or “RMB”	Renminbi Yuan, the lawful currency of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Shanghai Biologics”	WuXi Biologics (Shanghai) Co., Ltd. (上海藥明生物技術有限公司), a company incorporated in the PRC on January 6, 2015 and an indirect wholly-owned subsidiary of the Company
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	ordinary share(s) in the capital of the Company with nominal value of US\$0.000025 each
“SPDB International”	SPDBI WX Limited, a wholly-owned company of Shanghai Pudong Development Bank engaged in investment and incorporated under the laws of the Cayman Islands on October 15, 2015 with limited liability, and a shareholder of Life Science Holdings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“U.S. dollar(s)” or “US\$”	United States dollars, the lawful currency of the United States of America
“WAHK”	WuXi AppTec (Hong Kong) Limited, a company incorporated under the laws of Hong Kong on March 26, 2012 with limited liability and a wholly-owned subsidiary of WuXi AppTec
“Written Guidelines”	the Written Guidelines for Securities Transactions by Directors adopted by the Company
“WuXi AppTec”	WuXi AppTec Co., Ltd. (無錫藥明康得新藥開發股份有限公司), a company incorporated in the PRC on December 1, 2000, in which the Founding Individuals and investors own 34.48% and 65.52% of its voting power, respectively
“WX MedImmune”	WuXi MedImmune Biopharmaceutical Co. Ltd (無錫藥明利康生物醫藥有限公司), a company incorporated in the PRC on September 5, 2013, which is a wholly owned subsidiary of WuXi MedImmune Biopharmaceutical Co. Limited, a joint venture established in Hong Kong and owned as to 50% by WAHK and 50% by MedImmune Limited, a subsidiary of MedImmune/AstraZeneca
“WuXi PharmaTech”	WuXi PharmaTech (Cayman) Inc., a company incorporated under the laws of the Cayman Islands on March 16, 2007 with limited liability, which directly holds 79.17% issued share capital of Biologics Holdings. Its shares were listed on the NYSE (stock code: WX), and were delisted from the NYSE on December 10, 2015

*In this interim report, unless otherwise indicated, the terms “associate”, “associated corporation”, “connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules.*