



HUTCHISON CHINA MEDITECH LIMITED

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## **Chi-Med Announces Pricing of U.S. Public Offering of ADSs Raising US\$262 Million on Nasdaq Global Select Market**

**London: Wednesday, October 25, 2017:** Hutchison China MediTech Limited ("Chi-Med") (AIM/Nasdaq: HCM) announced today the pricing of the underwritten public offering previously announced by Chi-Med on October 24, 2017. Chi-Med will issue and sell 9,886,792 American Depositary Shares ("ADSs"), each representing one-half of one ordinary share, par value US\$1.00 each, of Chi-Med, at a price of US\$26.50 per ADS on the Nasdaq Global Select Market ("Offering"), raising gross proceeds of approximately US\$262 million (before deducting underwriting discounts, commissions and Offering expenses). Chi-Med has granted the underwriters a 30-day option to purchase up to 1,483,018 additional ADSs at the Offering price, less underwriting discounts and commissions. Closing of the Offering is expected to occur on or about October 30, 2017.

The net proceeds from the Offering are expected to be used to fund the on-going research and development of the Chi-Med Innovation Platform drug pipeline and for working capital and general corporate purposes.

BofA Merrill Lynch and Deutsche Bank Securities (in alphabetical order) are acting as joint global coordinators and joint bookrunners for the Offering. Stifel, Canaccord Genuity, Panmure Gordon (UK) Limited and CITIC CLSA are acting as co-managers for the Offering.

The 4,943,396 new ordinary shares to be issued by Chi-Med pursuant to the Offering ("New Shares") will, when issued, be credited as fully paid and will rank *pari passu* in all respects with the existing ordinary shares of Chi-Med, including the right to receive all dividends and other distributions declared, made or paid in respect of such shares after the date of issue of the New Shares.

Application will be made to the London Stock Exchange for the New Shares to be admitted to the AIM market operated by the London Stock Exchange ("Admission"). It is expected that Admission will become effective at 8:00 a.m. on October 31, 2017.

Hutchison Healthcare Holdings Limited ("HHHL"), Chi-Med's majority shareholder holding approximately 60.36% of Chi-Med's share capital, is a related party of Chi-Med for the purposes of Rule 13 of the AIM Rules for Companies ("AIM Rules") by virtue of its status as a substantial shareholder of Chi-Med. HHHL's subscription for 3,431,210 ordinary shares in the form of 6,862,420 ADSs at the Offering price as part of the Offering is conditional upon Admission. The Directors consider, having consulted with Panmure Gordon (UK) Limited, nominated adviser of Chi-Med, that the terms of the Offering with HHHL are fair and reasonable in so far as shareholders of Chi-Med are concerned.

This announcement is being issued pursuant to and in accordance with Rule 135e under the United States Securities Act of 1933, as amended ("Securities Act"). This announcement does not constitute a prospectus and does not constitute an offer to sell or the solicitation of an offer to purchase or acquire, any of the Ordinary Shares or the ADSs or any other securities in the United States of America or any other jurisdiction. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration under the Securities Act. Any public offering of securities to be made in the United States of America will be made by means of a prospectus. Such prospectus will contain or incorporate by reference detailed information about Chi-Med and its management and financial statements. This announcement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The ADSs described above are being offered by Chi-Med pursuant to a shelf registration statement on Form F-3 (including a base prospectus) filed by Chi-Med with the United States Securities and Exchange Commission ("SEC") that became automatically effective on April 3, 2017. A prospectus supplement and an accompanying prospectus related to the Offering have been filed with the SEC. This prospectus supplement, the accompanying prospectus and any documents incorporated by reference therein are available on the website of the SEC at [www.sec.gov](http://www.sec.gov). Electronic copies of the preliminary prospectus supplement and the accompanying prospectus relating to the

Offering may be obtained from (i) BofA Merrill Lynch by mailing NC1-004-03-43, 200 North College Street, 3rd floor, Charlotte, NC 28255-0001, Attn: Prospectus Department or emailing [dg.prospectus\\_requests@baml.com](mailto:dg.prospectus_requests@baml.com), or (ii) Deutsche Bank Securities Inc. by mailing 60 Wall Street, New York, NY 10005, Attention: Prospectus Group or emailing [prospectus.cpdg@db.com](mailto:prospectus.cpdg@db.com).

No money, securities or other consideration is being solicited, and, if sent in response to the information contained in this announcement, will not be accepted.

This announcement is not directed to, or intended for distribution or use by, any person or entity that is a citizen or resident or located in any locality, state, country or other jurisdiction where such distribution, publication, availability or use would be contrary to law or regulation or which would require any registration or licensing within such jurisdiction.

The distribution of this announcement into jurisdictions other than the UK may be restricted by law. Persons into whose possession this announcement come should inform themselves about and observe any such restrictions.

This announcement contains inside information for the purposes of Article 7 of EU Regulation 596/2014.

## **About Chi-Med**

Chi-Med is an innovative biopharmaceutical company which researches, develops, manufactures and sells pharmaceuticals and healthcare products. Its Innovation Platform, Hutchison MediPharma Limited, focuses on discovering and developing innovative therapeutics in oncology and autoimmune diseases for the global market. Its Commercial Platform manufactures, markets and distributes prescription drugs and consumer health products in China.

Chi-Med is majority owned by the multinational conglomerate CK Hutchison Holdings Limited (SEHK: 0001). For more information, please visit: [www.chi-med.com](http://www.chi-med.com).

## **Forward-Looking Statements**

*This announcement contains forward-looking statements within the meaning of the "safe harbor" provisions of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements reflect Chi-Med's current expectations regarding future events, including management's goals and objectives and the successful completion of the Offering. Forward-looking statements involve risks and uncertainties. More information about such risks and uncertainties is contained or incorporated by reference in the prospectus supplement and the accompanying prospectus related to the Offering filed with the SEC. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. For further discussion of these and other risks, see Chi-Med's filings with the SEC and on AIM. None of Chi-Med, BofA Merrill Lynch or Deutsche Bank Securities Inc. (in alphabetical order) undertakes any obligation to update or revise the information contained in this announcement, whether as a result of new information, future events or circumstances or otherwise.*

## **Important Notice**

No prospectus required for the purposes of the Prospectus Directive or admission document will be made available in connection with the matters contained in this announcement. For these purposes, the term "Prospectus Directive" means Directive 2003/71/EC (including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member States) and includes any relevant implementing measure in the Relevant Member State and the term "2010 PD Amending Directive" means Directive 2010/73/EU.

This communication, in so far as it constitutes an invitation or inducement to enter into investment activity (within the meaning of s21 Financial Services and Markets Act 2000 as amended) in connection with the securities which are the subject of the Offering described in this announcement or otherwise, is being directed only at (i) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or the Order, (ii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order or (iii) persons who fall within Article 43(2) of the Order to whom it may lawfully be communicated (all such persons together each being referred to as a "relevant person"). The ADSs are only available to, and any invitation, offer or agreement to

subscribe, purchase or otherwise acquire such ADSs will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents.

## CONTACTS

### Investor Enquiries

Mark Lee, Senior Vice President, Corporate Finance & Development +852 2121 8200

### U.K. & International Media Enquiries

Anthony Carlisle, Citigate Dewe Rogerson +44 7973 611 888 (Mobile) [anthony.carlisle@cdrconsultancy.co.uk](mailto:anthony.carlisle@cdrconsultancy.co.uk)

### U.S. Based Media Enquiries

Brad Miles, BMC Communications +1 (917) 570 7340 (Mobile) [bmiles@bmccommunications.com](mailto:bmiles@bmccommunications.com)  
Susan Duffy, BMC Communications +1 (917) 499 8887 (Mobile) [sduffy@bmccommunications.com](mailto:sduffy@bmccommunications.com)

### Investor Relations

Matt Beck, The Trout Group +1 (917) 415 1750 (Mobile) [mbeck@troutgroup.com](mailto:mbeck@troutgroup.com)  
David Dible, Citigate Dewe Rogerson +44 7967 566 919 (Mobile) [david.dible@citigatedr.co.uk](mailto:david.dible@citigatedr.co.uk)

### Panmure Gordon (UK) Limited

Richard Gray / Andrew Potts +44 (20) 7886 2500