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WUXI APPTEC CO., LTD.*

無錫藥明康德新藥開發股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2359)

ANNOUNCEMENT

(1) PROPOSED EXPANSION OF THE BUSINESS SCOPE OF THE COMPANY

(2) PROPOSED INCREASE IN REGISTERED CAPITAL AND

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The board of directors (the “**Board**”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) hereby announces that in order to cater for the need of business development of the Company, the Company proposes to expand its business scope and registered capital and to amend the articles of association of the Company (the “**Articles of Association**”).

(1) PROPOSED EXPANSION OF THE BUSINESS SCOPE OF THE COMPANY

The original business scope of the Company includes “the production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services (Projects subject to approval according to law may only commence operation after approval by relevant departments)” (the “**Original Business Scope**”).

In order to facilitate the use of proceeds from the issue of the Company’s overseas-listed foreign shares (“**H Shares**”) and cater for the need of business development of the Company, the Board proposes to widen the Original Business Scope to include “outward investment with own funds” (the “**New Business Scope**”).

The proposed changes of the business scope of the Company shall be subject to the approval by resolution of shareholders at general meeting or all the necessary approval, authorization, filing and/or registration from or amendments or adjustments requested by the relevant governmental or regulatory authorities of the People’s Republic of China (the “**PRC**”).

(2) PROPOSED INCREASE IN REGISTERED CAPITAL

As approved by the China Securities Regulatory Commission on November 6, 2018, the Company issued 116,474,200 H Shares and over-allotted 5,321,200 H Shares under the Company's global offering on The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"). The H Shares were listed on the Hong Kong Stock Exchange on December 13, 2018 and January 9, 2019, respectively.

As a result of the above issue of H Shares, the Board proposes to change the Company's registered capital from RMB1,041,985,556 divided into 1,041,985,556 shares to RMB1,170,062,286 divided into 1,170,062,286 shares.

The proposed changes in registered capital shall be subject to the approval by resolution of shareholders at general meeting or all the necessary approval, authorization, filing and/or registration from the relevant governmental or regulatory authorities of the PRC.

(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of the issue of H Shares which are listed on the Hong Kong Stock Exchange and the changes in the business scope and registered capital of the Company and in compliance with the latest applicable laws and regulations of the PRC, the Board proposes to rename the Articles of Association from "Articles of Association of WuXi AppTec Co., Ltd. (Draft) (《無錫藥明康德新藥開發股份有限公司章程(草案)》)" to "Articles of Association of WuXi AppTec Co., Ltd. (《無錫藥明康德新藥開發股份有限公司章程》)" and to make amendments to the Articles of Association as follows:

Original Articles	Amended Articles
<p>Article 3 On April 13, 2018, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") to issue 104,198,556 shares of RMB ordinary shares to the public for the first time. On May 8, 2018, the Company was listed on the Shanghai Stock Exchange.</p> <p>On [•], the Company was approved by CSRC to issue [•] shares of overseas listed foreign shares in Hong Kong (hereinafter referred to as "H-shares"). The H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "HKEX") on [•].</p>	<p>Article 3 On April 13, 2018, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as the "CSRC") to issue 104,198,556 shares of RMB ordinary shares to the public for the first time. On May 8, 2018, the Company was listed on the Shanghai Stock Exchange.</p> <p>On [•]<u>November 6, 2018</u>, the Company was approved by CSRC to issue [•] <u>116,474,200</u> shares of overseas listed foreign shares in Hong Kong (hereinafter referred to as "H-shares") <u>under the Global Offering and over-allotted 5,321,200 H-shares.</u> The H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "HKEX") on <u>December 13, 2018 and January 9, 2019, respectively</u> [•].</p>

Original Articles	Amended Articles
<p>Article 6 The registered capital of the Company is RMB[•].</p>	<p>Article 6 The registered capital of the Company is RMB<u>¥1,170,062,286</u>.</p>
<p>Article 15 The Company's business scope registered according to law: production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services. (Projects subject to approval according to law may only commence operation after approval by relevant departments)</p>	<p>Article 15 The Company's business scope registered according to law: production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services; <u>outward investment with own funds</u>. (Projects subject to approval according to law may only commence operation after approval by relevant departments)</p>
<p>Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.</p> <p>The Company issued [•] H-shares to overseas investors in [•] upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is [•], all being ordinary shares, including [•] shares held by shareholders of domestically listed domestic shares, accounting for about [•]% of the total share capital of the Company; [•] shares held by H-share shareholders, accounting for about [•]% of the total share capital of the Company.</p>	<p>Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.</p> <p>The Company issued <u>¥121,795,400</u> H-shares to overseas investors in <u>¥2018</u> upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is <u>1,170,062,286¥</u>, all being ordinary shares, including <u>¥1,048,266,886</u> shares held by shareholders of domestically listed domestic shares, accounting for about <u>¥89.59%</u> of the total share capital of the Company; <u>¥121,795,400</u> shares held by H-share shareholders, accounting for about <u>¥10.41%</u> of the total share capital of the Company.</p>

Original Articles	Amended Articles
<p>Article 29 The Company may acquire shares of the Company in accordance with the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association in the following circumstances:</p> <p>(I) to decrease the registered capital of the Company;</p> <p>(II) to merge with another company holding shares of the Company;</p> <p>(III) to award the employees of the Company with shares;</p> <p>(IV) It is requested by any shareholder to purchase his shares because this shareholder raises objection to the company's resolution on merger or split-up made at a general meeting of shareholders; or</p> <p>(V) Other circumstances permitted in laws or administrative regulations.</p> <p>Except for the above, the Company does not carry out activities to buy or sell shares of the Company.</p>	<p>Article 29 The Company may acquire shares of the Company in accordance with the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association in the following circumstances:</p> <p>(I) to decrease the registered capital of the Company;</p> <p>(II) to merge with another company holding shares of the Company;</p> <p>(III) to award the employees of the Company with shares <u>issue shares under employee stock ownership plan or as share incentives;</u></p> <p>(IV) It is requested by any shareholder to purchase his shares because this shareholder raises objection to the company's resolution on merger or split-up made at a general meeting of shareholders; or</p> <p><u>(V) to satisfy the conversion of those corporate bonds convertible into shares issued by the Company with shares;</u></p> <p><u>(VI) to safeguard corporate value and the interests of the shareholders as the Company deems necessary;</u></p> <p>(V)<u>(VII)</u> Other circumstances permitted in laws or administrative regulations.</p> <p>Except for the above, the Company does not carry out activities to buy or sell shares of the Company.</p>

Original Articles	Amended Articles
<p>Article 30 The Company may choose one of the following ways to acquire the shares of the Company upon approval of relevant competent national authority:</p> <p>(I) to repurchase on the stock exchange by means of open trading;</p> <p>(II) to issue a repurchase offer to all shareholders at a same ratio;</p> <p>(III) to repurchase outside stock exchange in form of agreement;</p> <p>(IV) other methods specified in laws and regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p>	<p>Article 30 The Company may choose one of the following ways to acquire the shares of the Company upon approval of relevant competent national authority:</p> <p>(I) to repurchase on the stock exchange by means of open trading;</p> <p>(II) to issue a repurchase offer to all shareholders at a same ratio;</p> <p>(III) to repurchase outside stock exchange in form of agreement;</p> <p>(IV) other methods specified in laws and regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p> <p><u>If the Company acquires its corporate shares in accordance with Article 29 (III), (V) and (VI) of the Articles of Association, it shall be conducted through open centralized trading.</u></p>

Original Articles	Amended Articles
<p>Article 33 If the Company acquires its corporate shares for the reasons of Article 29 (I) to (III) of the Articles of Association, it shall be subject to the resolution of the general meeting of shareholders. After the Company acquires its corporate shares in accordance with the provisions of Article 29, the shares acquired under the circumstances of paragraph (I) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances of paragraphs (II) and (IV) shall be transferred or cancelled within six months.</p> <p>The Company's acquisition of its corporate shares in accordance with Article 29 (III) shall not exceed 5% of the total issued shares of the Company; the funds used for the acquisition shall be paid out of the Company's after-tax profits; the acquired shares shall be transferred to employees within one year.</p> <p>Where the Company cancels corporate shares for reason of repurchase of the shares, it shall apply for registration of change of registered capital to the original company registration authority according to law. The total par value of the cancelled shares shall be verified and reduced from the registered capital of the Company.</p>	<p>Article 33 If the Company acquires its corporate shares as described in <u>for the reasons of Article 29 (I), to (III) of the Articles of Association, it shall be subject to the resolution of the general meeting of shareholders. If the Company acquired its cooperate shares as described in Article 29 (III), (V) and (VI) of the Articles of Association, it shall be resolved by more than two-thirds of the directors present at a board meeting.</u></p> <p>After the Company acquires its corporate shares in accordance with the provisions of <u>Article 29 of the Articles of Association</u>, the shares acquired under the circumstances of paragraph (I) shall be cancelled within ten days from the date of acquisition; the shares acquired under circumstances of paragraphs (II) and (IV) shall be transferred or cancelled within six months. <u>The Company's acquisition of After the Company acquires its corporate shares as described in Article 29 (III), (V) and (VI), the total number of corporate shares held by the Company shall not exceed 510% of the total issued shares of the Company. All corporate shares so acquired shall be transferred or cancelled within three years after the date of announcement on the repurchase and changes in share capital.</u> the funds used for the acquisition shall be paid out of the Company's after-tax profits; the acquired shares shall be transferred to employees within one year.</p> <p>Where the Company cancels corporate shares for reason of repurchase of the shares, it shall apply for registration of change of registered capital to the original company registration authority according to law. The total par value of the cancelled shares shall be verified and reduced from the registered capital of the Company.</p>

Original Articles	Amended Articles
<p>Article 56 The shareholders of the Company are the people who hold shares of the Company according to law and their names are registered in the register of shareholders.</p> <p>The shareholders enjoy rights and fulfill obligations as per the class and proportion of the shares they hold; the same class of shares represent the same rights and the same obligations.</p>	<p>Article 56 The shareholders of the Company are the people who hold shares of the Company according to law and their names are registered in the register of shareholders.</p> <p>The shareholders enjoy rights and fulfill obligations as per the class and proportion of the shares they hold; the same class of shares represent the same rights and the same obligations.</p> <p><u>The Articles of Association and the resolutions of the general meeting or the board meeting shall be in compliance with laws and regulations and shall not deprive or restrict any legal rights of shareholders. The corporate governance of the Company shall focus on the protection of the interests of the shareholders and legitimate rights of medium and minority shareholders.</u></p>
<p>Article 59 If any shareholder proposes to inspect the relevant information mentioned in the preceding article or asks for information, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares held by the said shareholder, and the Company will provide the information as required by the said shareholder upon verification of the said shareholder's identity.</p>	<p>Article 59 If any shareholder proposes to inspect the relevant information mentioned in the preceding article or asks for information, the said shareholder shall provide the Company with written documents bearing evidence of the class and number of shares held by the said shareholder, and the Company will provide the information as required by the said shareholder upon verification of the said shareholder's identity.</p> <p><u>The Company shall establish effective channels of communication with shareholders and safeguard the rights of shareholders to acknowledge, participate in decision-making of and supervise major events of the Company.</u></p>

Original Articles	Amended Articles
<p>Article 67 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:</p>	<p>Article 67 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:</p>
(I) to decide on the Company’s business policy and investment plans;	(I) to decide on the Company’s business policy and investment plans;
(II) to elect and replace directors and supervisors who are not employee representatives, and determine the remunerations of directors and supervisors;	(II) to elect and replace directors and supervisors who are not employee representatives, and determine the remunerations of directors and supervisors;
(III) to consider and approve the reports of the Board;	(III) to consider and approve the reports of the Board;
(IV) to consider and approve the reports of the Supervisory Committee;	(IV) to consider and approve the reports of the Supervisory Committee;
(V) to consider and approve the Company’s annual financial budgets, final accounts and annual reports;	(V) to consider and approve the Company’s annual financial budgets, final accounts and annual reports;
(VI) to consider and approve the Company’s profit distribution plan and loss recovery plan;	(VI) to consider and approve the Company’s profit distribution plan and loss recovery plan;
(VII) to resolve on increase or decrease of the registered capital of the Company;	(VII) to resolve on increase or decrease of the registered capital of the Company;
(VIII) to resolve on issuance of corporate bonds and other securities and listing;	(VIII) to resolve on issuance of corporate bonds and other securities and listing;
(IX) to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Company;	(IX) to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Company;
(X) to amend the Articles of Association;	(X) to amend the Articles of Association;
(XI) to resolve on appointment, dismissal or no further appointment of the Company’s accounting firm;	(XI) to resolve on appointment, dismissal or no further appointment of the Company’s accounting firm;

Original Articles	Amended Articles
(XII) to consider the proposals of shareholders severally or jointly holding above 3% of the shares of the Company with voting right;	(XII) to consider the proposals of shareholders severally or jointly holding above 3% of the shares of the Company with voting right;
(XIII) to consider and approve material transactions specified in Article 68;	(XIII) to consider and approve material transactions specified in Article 68;
(XIV) to consider and approve guarantees stipulated in Article 69;	(XIV) to consider and approve guarantees stipulated in Article 69;
(XV) to consider any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, the amount of which is more than RMB30 million and which accounts for more than 5% of the absolute value of the latest audited net assets of the Company;	(XV) to consider any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, the amount of which is more than RMB30 million and which accounts for more than 5% of the absolute value of the latest audited net assets of the Company;
(XVI) to consider the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;	(XVI) to consider the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
(XVII) to consider and approve matters relating to the changes in the use of proceeds from share offerings;	(XVII) to consider and approve matters relating to the changes in the use of proceeds from share offerings;
(XVIII) to consider equity incentive plans;	(XVIII) to consider equity incentive plans;
(XIX) to consider other matters which, in accordance with the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the stocks of the Company are listed or the Articles of Association, shall be approved by the general meeting.	(XIX) <u>to resolve on the acquisition of corporate shares as described in Article 29 (I) and (II) of the Articles of Association;</u>
	(XX) <u>to consider and approve the matters relating to purchase of liability insurance for directors and senior management;</u>

Original Articles	Amended Articles
<p>The aforesaid functions and powers of general meetings shall not be delegated through authorization to the Board or any other institution or individual.</p>	<p>(XXIX) to consider other matters which, in accordance with the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the stocks of the Company are listed or the Articles of Association, shall be approved by the general meeting.</p> <p><u>Where the general meeting authorize the Board to excise certain powers, the details of the authorization shall be clearly specified.</u> The aforesaid—<u>legal</u> functions and powers of general meetings shall not be delegated through authorization to the Board or any other institution or individual.</p>
<p>Article 72 The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The Company will also provide network, telephone or any other means for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting.</p>	<p>Article 72 The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite at the venue prepared in advance. <u>The vote shall be made at the meeting and online.</u> The Company will also provide network, telephone or any other means for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. <u>The time and venue of meeting shall be convenient for shareholders’ participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders’ participation in the meeting. Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.</u></p>

Original Articles	Amended Articles
<p>Article 100 The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. Every independent director shall also make his work report.</p>	<p>Article 100 The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. <u>The Board and the Supervisory Committee shall report their fulfillment of duties, the evaluation results of their performance and remuneration to the general meeting. The above details shall also be disclosed by the Company.</u> Every independent director shall also make his work report.</p>
<p>Article 108 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company’s profit distribution plan and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company’s annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) the Company’s annual reports;</p> <p>(VI) resolution on issuance of bonds of the Company;</p> <p>(VII) material transactions specified in Article 68 of the Articles of Association;</p>	<p>Article 108 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company’s profit distribution plan and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company’s annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) the Company’s annual reports;</p> <p>(VI) resolution on issuance of bonds of the Company;</p> <p><u>(VI)(VII)</u> material transactions specified in Article 68 of the Articles of Association;</p>

Original Articles	Amended Articles
(VIII) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));	(VII) (VIII) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));
(IX) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;	(VIII) (IX) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;
(X) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;	(IX) (X) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;
(XI) resolution on appointment or dismissal of the Company's accounting firm;	(X) (XI) resolution on appointment or dismissal of the Company's accounting firm;
(XII) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.	(XI) (XII) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.

Original Articles	Amended Articles
<p>Article 109 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger or transformation of organizational form of the Company;</p> <p>(IV) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the Company’s purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p> <p>(VIII) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p>Article 109 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger or transformation of organizational form of the Company;</p> <p>(IV) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the Company’s purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p> <p><u>(VIII) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</u></p> <p><u>(IX)(VIII)</u> any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>

Original Articles	Amended Articles
<p>Article 110 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the listed companies.</p> <p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p>	<p>Article 110 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the <u>Company</u>listed companies.</p> <p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p>

Original Articles	Amended Articles
<p>The Board, independent directors and qualified shareholders may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company shall not set minimum shareholding percentage limit for collection of voting rights.</p>	<p>The Board, independent directors and qualified shareholders may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company <u>and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. The collection of voting rights shall be conducted free of charge and shareholders whose voting rights are being collected shall disclose information of specific voting preferences. Paid or indirectly paid collection of voting rights is not permitted.</u></p>
<p>Article 114 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting.</p> <p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of WuXi AppTec Co., Ltd.</p>	<p>Article 114 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. <u>The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</u></p> <p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The <u>above voting shall be made as follows:</u></p>

Original Articles	Amended Articles
	<p>(I) <u>The total number of valid votes casted by each shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;</u></p> <p>(II) <u>Each shareholder may cast all his votes on single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;</u></p> <p>(III) <u>Votes for single candidate of director or supervisor may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors or supervisors shall not exceed the entitled total number of the valid voting rights.</u></p> <p><u>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.</u></p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of WuXi AppTec Co., Ltd.</p>

Original Articles	Amended Articles
<p>Article 138 Directors shall be elected or replaced at general meetings and shall each serve a term of three years. A director may seek re-election upon expiry of the said term. A director, before his term of office expires, shall not be dismissed by the general meeting without any reason. However, the general meeting of shareholders may remove any director before the expiration of the term of office in the form of ordinary resolution subject to the relevant laws and regulations in the place where the stocks of the Company are listed as well as the listing rules of the stock exchange (however, the claim for damages in accordance with any contract is not affected).</p> <p>The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association until a new director is elected.</p> <p>A director may serve concurrently as president (CEO) or other senior management officers, but the directors serving concurrently as such and directors who are employee representatives shall not be more than half of the directors of the Company.</p> <p>It is not necessary for directors to hold shares of the Company.</p>	<p>Article 138 Directors shall be elected or replaced at general meetings and shall each serve a term of three years. A director may seek re-election upon expiry of the said term. A director, before his term of office expires, shall not be dismissed by the general meeting without any reason. However, the general meeting of shareholders may remove any director before the expiration of the term of office in the form of ordinary resolution subject to the relevant laws and regulations in the place where the stocks of the Company are listed as well as the listing rules of the stock exchange (however, the claim for damages in accordance with any contract is not affected).</p> <p>The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board. If the term of office of a director expires but re-election is not made responsively, the said director shall continue fulfilling the duties as director pursuant to laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association until a new director is elected.</p> <p><u>The Company shall enter into contracts with directors to specify the rights and obligations of the Company and directors, the term of office of directors, the liabilities of directors in case of breach of laws, regulations and the Articles of Association and the compensation from the Company in case of early termination of such contracts by the Company.</u></p> <p>A director may serve concurrently as president (CEO) or other senior management officers, but the directors serving concurrently as such and directors who are employee representatives shall not be more than half of the directors of the Company.</p> <p>It is not necessary for directors to hold shares of the Company.</p>

Original Articles	Amended Articles
<p>Article 148 Independent directors shall fulfil the obligations of honesty and diligence to the Company and all the shareholders thereof. Independent directors shall, pursuant to the relevant laws and the Articles of Association, independently perform their duties and protect the interests of the Company as a whole, in particular the legitimate rights and interests of the minority shareholders. Independent directors shall perform duties independently and shall not be influenced by the Company’s major shareholders, de facto controllers or other units or persons having interest relations with the Company. An independent director may basically serve concurrently as independent director in at most five listed companies and shall ensure that they have sufficient time and energy to effectively fulfil duties as independent directors.</p>	<p>Article 148 Independent directors shall fulfil the obligations of honesty and diligence to the Company and all the shareholders thereof. Independent directors shall, pursuant to the relevant laws and the Articles of Association, independently perform their duties, <u>to fully understand the operation of the Company and the details of the proposals of Board meeting</u> and protect the interests of the Company <u>and shareholders</u> as a whole, in particular the legitimate rights and interests of the minority shareholders. <u>In case of disagreement between shareholders and directors which may have material effects on the operation of the Company, independent directors shall perform their duties and protect the interest of the Company as a whole.</u> Independent directors shall perform duties independently and shall not be influenced by the Company’s major shareholders, de facto controllers or other units or persons having interest relations with the Company. <u>The Company shall ensure that the independent directors may perform their duties in accordance with laws.</u> An independent director may basically serve concurrently as independent director in at most five listed companies and shall ensure that they have sufficient time and energy to effectively fulfil duties as independent directors.</p>
	<p>Article 150 <u>Independent directors shall not hold any other positions other than members of special committees of the Board. Independent directors shall not have any relationship with the Company and substantial shareholders which may hinder their independent and objective judgement.</u></p>

Original Articles	Amended Articles
<p>Article 150 The term of office of independent directors is the same as other directors, and the term is renewable upon re-election when it expires, but the renewed term shall not exceed six years.</p> <p>Independent directors may submit the resignation before expiration of the term of office. If the independent directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform HKEX immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent directors to meet the requirements of Hong Kong Listing Rules.</p>	<p>Article 151 The term of office of independent directors is the same as other directors, and the term is renewable upon re-election when it expires, but the renewed term shall not exceed six years.</p> <p>Independent directors may submit the resignation before expiration of the term of office. <u>In resigning his duties, an independent director shall tender a resignation to the Board in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors.</u></p> <p><u>If any independent director resigns so that the number of independent directors or the membership of the Board falls short of the minimum number specified in the Articles of Association or the quorum, such resignation shall not become effective until the vacancy is filled up by a succeeding director.</u> If the independent directors of the Company at any time do not meet the requirements for the number of people, qualification or independence specified in Hong Kong Listing Rules, the Company must inform HKEX immediately, and explain the details and reason by means of announcement, and shall, within three months after non-compliance with the relevant provisions, appoint enough independent directors to meet the requirements of Hong Kong Listing Rules.</p>

Original Articles	Amended Articles
<p>Article 152 An independent director may resign before his term of office expires. In resigning his duties, an independent director shall tender a resignation to the Board in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors.</p> <p>If any independent director resigns so that the number of independent directors or the membership of the Board falls short of the minimum number specified in the Articles of Association or the quorum, such resignation shall not become effective until the vacancy is filled up by a succeeding director.</p>	<p>Article 152 An independent director may resign before his term of office expires. In resigning his duties, an independent director shall tender a resignation to the Board in writing and specify any matter which is related to his resignation or which he considers necessary to bring to the attention of the Company's shareholders and creditors.</p> <p>If any independent director resigns so that the number of independent directors or the membership of the Board falls short of the minimum number specified in the Articles of Association or the quorum, such resignation shall not become effective until the vacancy is filled up by a succeeding director. Article 152 An independent director shall work for the Company for at least 15 workdays every year, including attending general meetings, Board meetings and meetings of special committees, examination of the establishment and implementation of systems for production and operation, management and internal control and execution of Board resolutions, discussion with the management on operation and on-site study of material investments, production and construction projects, and shall work in the office of the Company for at least 10 workdays every year.</p>

Original Articles	Amended Articles
<p>Article 154 Independent directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(I) external guarantee;</p> <p>(II) material connected transactions;</p> <p>(III) work out of profit distribution policy, profit distribution plan and cash distribution plan;</p> <p>(IV) nomination, appointment and dismissal of directors;</p> <p>(V) appointment or dismissal of senior management officers;</p> <p>(VI) remunerations and equity incentive plans for directors and senior management officers;</p> <p>(VII) changes in the use of proceeds;</p> <p>(VIII) workout of plan for conversion of capital reserve into share capital;</p> <p>(IX) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(X) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p>	<p>Article 154 Independent directors shall give objective, fair and independent opinions on the matters discussed by the general meeting or the Board of the Company. Especially, they shall give opinions to the general meeting or the Board in relation to the following matters:</p> <p>(I) external guarantee;</p> <p>(II) material connected transactions;</p> <p>(III) work out of profit distribution policy <u>policy</u>, profit distribution plan and cash distribution plan;</p> <p>(IV) nomination, appointment and dismissal of directors;</p> <p>(V) appointment or dismissal of senior management officers;</p> <p>(VI) remunerations and equity incentive plans for directors and senior management officers;</p> <p>(VII) changes in the use of proceeds;</p> <p>(VIII) workout of plan for conversion of capital reserve into share capital;</p> <p>(IX) changes in accounting policies and accounting estimates or correction of significant accounting errors resulting from reasons other than changes in accounting standards;</p> <p>(X) production of nonstandard unqualified audit opinions by certified public accountants on the financial reports of the Company;</p>

Original Articles	Amended Articles
(XI) appointment and dismissal of the accounting firm;	(XI) appointment and dismissal of the accounting firm;
(XII) acquisition by the Company's management;	(XII) acquisition by the Company's management;
(XIII) material asset restructuring of the Company;	(XIII) material asset restructuring of the Company;
(XIV) share repurchase by the Company by means of centralized bidding;	(XIV) share repurchase by the Company by means of centralized bidding;
(XV) internal control evaluation report of the Company;	(XV) internal control evaluation report of the Company;
(XVI) plan for change of undertakings made by the Company to related parties;	(XVI) plan for change of undertakings made by the Company to related parties;
(XVII) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;	(XVII) existing or new loan transactions involving a total amount of more than RMB3,000,000 or more than 5% of the latest audited net assets of the Company between the Company's shareholders, de facto controllers and connected enterprises thereof and the Company or other financial transactions, and whether the Company has taken effective measures to collect outstanding receivables;
(XVIII) other matters which independent directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;	(XVIII) other matters which independent directors deem likely to damage the rights and interests of the Company, creditors and minor shareholders;
(XIX) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association or ascertained by the securities regulatory authority of the State Council.	(XIX) other matters stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association or ascertained by the securities regulatory authority of the State Council.

Original Articles	Amended Articles
<p>Article 157 The Company shall have a Board of Directors (“the Board”) which shall be accountable to the general meeting.</p>	<p>Article 157 The Company shall have a Board of Directors (“the Board”) which shall be accountable to the general meeting <u>and responsible for implementing resolution(s) of the general meeting.</u></p>
<p>Article 158 The Board shall comprise 12 directors, including 5 independent directors.</p> <p>The Board shall have one chairman.</p>	<p>Article 158 The Board shall comprise 12 directors, including 5 independent directors.</p> <p>The Board shall have one chairman.</p> <p><u>The composition of the Board shall be in compliance with laws and regulations and have reasonable professional structure. The members of the Board shall acquire necessary knowledge, techniques and qualification for performing the duties. The Company shall encourage diversified composition of the Board.</u></p>

Original Articles	Amended Articles
<p>Article 159 The Board shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report on its work to the general meetings;</p> <p>(II) to implement resolutions passed at the general meetings;</p> <p>(III) to resolve on or make material amendments to the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and final accounting plans;</p> <p>(V) to formulate the Company’s profit distribution proposals and loss recovery proposals;</p> <p>(VI) to formulate the proposals for increase or decrease of the Company’s registered capital, and proposals for issue of bonds, other securities and listing;</p> <p>(VII) to formulate proposals for material acquisitions, purchase of shares of the Company, merger, division, dissolution or transformation of the Company;</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. within the authority granted by the general meeting;</p> <p>(IX) to decide on the establishment of the Company’s internal management bodies;</p>	<p>Article 159 The Board shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report on its work to the general meetings;</p> <p>(II) to implement resolutions passed at the general meetings;</p> <p>(III) to resolve on or make material amendments to the Company’s business plans and investment plans;</p> <p>(IV) to formulate the Company’s annual financial budgets and final accounting plans;</p> <p>(V) to formulate the Company’s profit distribution proposals and loss recovery proposals;</p> <p>(VI) to formulate the proposals for increase or decrease of the Company’s registered capital, and proposals for issue of bonds, other securities and listing;</p> <p>(VII) to formulate proposals for material acquisitions, purchase of shares of the Company <u>as described in Articles 29 (I) and (II) of the Articles of Association</u>, merger, division, dissolution or transformation of the Company;</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. within the authority granted by the general meeting;</p> <p>(IX) to decide on the establishment of the Company’s internal management bodies;</p>

Original Articles	Amended Articles
(X) to appoint or dismiss the Company's president (CEO), and secretary to the Board; to appoint or dismiss the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the president (CEO) and decide on their remunerations, rewards and punishments;	(X) to appoint or dismiss the Company's president (CEO), and secretary to the Board; to appoint or dismiss the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the president (CEO) and decide on their remunerations, rewards and punishments;
(XI) to formulate the Company's fundamental management system;	(XI) to formulate the Company's fundamental management system;
(XII) to formulate the proposals for any amendment to the Articles of Association;	(XII) to formulate the proposals for any amendment to the Articles of Association;
(XIII) to manage matters relating to information disclosure of the Company;	(XIII) to manage matters relating to information disclosure of the Company;
(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;	(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;
(XV) to listen to the work reports of the Company's president (CEO) and examine the work thereof;	(XV) to listen to the work reports of the Company's president (CEO) and examine the work thereof;
(XVI) to formulate the equity incentive plan of the Company;	(XVI) to formulate the equity incentive plan of the Company;
(XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.	<p data-bbox="799 1420 1517 1592"><u>(XVII) to resolve the acquisition of the shares of the Company as described in Article 29 (III), (V) and (VI) in the Articles of Association;</u></p> <p data-bbox="799 1637 1517 1928">(XVIII)(XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>

Original Articles	Amended Articles
<p>Other than the resolutions of the Board in respect of the matters specified in items (VI), (VII) and (XII) of this Article and other matters which shall be passed by the affirmative vote of more than two-thirds of all directors as provided by laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, the resolutions of the Board in respect of all other matters may be passed by the affirmative vote of a simple majority of all the directors.</p> <p>Matters beyond the scope of authorization of the general meeting to the Board shall be submitted to the general meeting for consideration.</p>	<p>Other than the resolutions of the Board in respect of the matters specified in items (VI), (VII) and (XII) of this Article and other matters which shall be passed by the affirmative vote of more than two-thirds of all directors as provided by laws, administrative regulations, departmental rules, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, the resolutions of the Board in respect of all other matters may be passed by the affirmative vote of a simple majority of all the directors.</p> <p>Matters beyond the scope of authorization of the general meeting to the Board shall be submitted to the general meeting for consideration.</p> <p><u>Subject to the approval of a majority of directors, the Board may authorize the chairman of the Board to exercise certain powers of the Board during the closing period of the Board meeting. However, major matters of the Company shall be resolved by all members of the Board. No authorization shall be granted to the chairman of the Board and president (or CEO) to exercise powers that shall be exercised by the Board in accordance with laws.</u></p> <p><u>The Board shall perform its duties in accordance with laws and ensure the Company to be in compliance with laws and regulations and the Articles of Association. All shareholders shall have equal rights and the Board shall safeguard the legal rights of other stakeholders.</u></p> <p><u>The Company shall ensure that the Board performs its duties in accordance with laws, regulations and the Articles of Association and provide all necessary conditions to the Board for performing its duties.</u></p>

Original Articles	Amended Articles
<p>Article 163 The Board may establish special committees such as strategy committee, audit committee, nomination committee, and remuneration and evaluation committee according to relevant resolutions of the general meeting. All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall be the majority and shall act as conveners, and the audit committee shall at least include one accountant as independent director.</p>	<p>Article 163 The Board may establish special committees such as strategy committee, audit committee, nomination committee, and remuneration and evaluation committee according to relevant resolutions of the general meeting. All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall be the majority and shall act as conveners, and the audit committee shall at least include one accountant as independent director, <u>and the convener shall be an accounting professional.</u></p> <p><u>Special committees may engage intermediaries to provide professional opinions. Expenses required for duty performance by special committees shall be borne by the Company.</u></p>

Original Articles	Amended Articles
<p>Article 174 The notice of a Board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the form of the meeting;</p> <p>(III) duration of the meeting;</p> <p>(IV) reason and proposals;</p> <p>(V) meeting materials necessary for voting of directors;</p> <p>(VI) requirement that directors shall personally attend or authorize other directors to attend the meeting;</p> <p>(VII) the convener and the presider of the meeting, the proponent of the provisional meeting as well as the written proposals;</p> <p>(VIII) contact person and means of contact;</p> <p>(IX) date on which the notice is sent.</p>	<p>Article 174 The notice of a Board meeting shall specify:</p> <p>(I) the date and venue of the meeting;</p> <p>(II) the form of the meeting;</p> <p>(III) duration of the meeting;</p> <p>(IV) reason and proposals;</p> <p>(V) meeting materials necessary for voting of directors;</p> <p>(VI) requirement that directors shall personally attend or authorize other directors to attend the meeting;</p> <p>(VII) the convener and the presider of the meeting, the proponent of the provisional meeting as well as the written proposals;</p> <p>(VIII) contact person and means of contact;</p> <p>(IX) date on which the notice is sent.</p>
<p>A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency.</p>	<p>A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency. <u>Where two or more independent directors consider that the information provided is insufficient or the proof is not enough, they may jointly request the Board in writing to postpone the convening of the Board meeting or the discussion of the issues, the Board shall accept such request and the Company shall disclose the relevant circumstances in a timely manner.</u></p>

Original Articles	Amended Articles
<p>Article 175 A Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors unless otherwise specified in the Articles of Association.</p> <p>Resolutions of the Board shall be voted on as per “one person, one vote” system. Where there is an equality of votes cast both for and against a resolution, the chairman shall have the right to cast one more vote.</p>	<p>Article 175 <u>Unless otherwise provided in the Articles of Association,</u> Aa Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors unless otherwise specified in the Articles of Association.</p> <p>Resolutions of the Board shall be voted on as per “one person, one vote” system. Where there is an equality of votes cast both for and against a resolution, the chairman shall have the right to cast one more vote.</p>
<p>Article 178 Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he may authorize in writing another director to act on his behalf. The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise rights within the range authorized. If a director fails to attend a Board meeting and does not appoint a proxy to act on his behalf, the said Director shall be deemed as having waived his right to vote at the meeting.</p>	<p>Article 178 Directors shall attend Board meetings in person <u>and provide definite opinions on matters discussed.</u> If any director cannot attend the meeting for any reason, he may authorize in writing another director to <u>act</u>vote on his behalf <u>according to his intentions who shall independently bear legal liability.</u> The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise rights within the range authorized. If a director fails to attend a Board meeting and does not appoint a proxy to act on his behalf, the said Director shall be deemed as having waived his right to vote at the meeting.</p>

Original Articles	Amended Articles
<p>Article 180 The Board shall file resolutions as minutes, which shall be signed by the attending directors. Any attending director shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of the Board meetings shall be kept as archives of the Company for ten years.</p>	<p>Article 180 The Board shall file resolutions as minutes, which shall be signed by the attending directors. <u>The minutes of the Board meetings shall be true, accurate and complete.</u> Any attending director <u>and secretary to the Board</u> shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of the Board meetings shall be kept as archives of the Company for ten years.</p>
<p>Article 182 The directors shall sign and be responsible for the resolutions passed at Board meetings. If any resolution of the Board meetings runs counter to the laws, administrative regulations or the Articles of Association, thereby incurring losses to the Company, the directors adopting the said resolution shall be liable for compensating the Company. However, if a director has been proved as having expressed dissenting opinions on the resolution during the voting and such opinions are recorded in the meeting minutes, he may be exempt from liability.</p>	<p>Article 182 The directors shall sign and be responsible for the resolutions passed at Board meetings. If any resolution of the Board meetings runs counter to the laws, administrative regulations, <u>or the Articles of Association or the resolutions of general meetings,</u> thereby incurring <u>material</u> losses to the Company, the directors adopting the said resolution shall be liable for compensating the Company. However, if a director has been proved as having expressed dissenting opinions on the resolution during the voting and such opinions are recorded in the meeting minutes, he may be exempt from liability.</p> <p><u>With the approval of general meetings, the Company may purchase liability insurance for directors. The coverage of liability insurance shall be agreed upon in a contract, except for liability resulting from violation of laws, regulations and the Articles of Association by directors.</u></p>

Original Articles	Amended Articles
<p>Article 183 The Company shall have one president (CEO), who shall be appointed or dismissed by the Board. The Company may have a joint CEO, several vice presidents and one chief financial officer. The joint CEO, vice presidents and chief financial officer shall be nominated by the president (CEO) and appointed or dismissed by the Board.</p>	<p>Article 183 The Company shall have one president (CEO), who shall be appointed or dismissed by the Board. The Company may have a joint CEO, several vice presidents and one chief financial officer. The joint CEO, vice presidents and chief financial officer shall be nominated by the president (CEO) and appointed or dismissed by the Board.</p> <p><u>The appointment and dismissal of senior management officers shall follow statutory procedures and shall be timely disclosed. Controlling shareholders, de facto controllers and their connected parties shall not interfere with the normal selection procedures for senior management officers and shall not directly appoint or dismiss any senior management officers without authorization from general meetings and the Board.</u></p> <p><u>The Company shall enter into appointment contracts with senior management officers to specify the rights and obligations of both parties.</u></p>

Original Articles	Amended Articles
<p>Article 195 The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders’ data, matters relating to information disclosure of the Company, etc., to ensure:</p> <p>(I) the Company has complete organizational documents and records;</p> <p>(II) the Company prepares and submits reports and documents required by authorities according to law;</p> <p>(III) the register of shareholders of the Company is properly established and the people entitled to access of relevant records and documents of the Company obtain relevant records and documents in time.</p> <p>The secretary to the Board shall observe the laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>	<p>Article 195 The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders’ data, <u>information disclosure, investor relations management and other matters relating to</u> information disclosure of the Company, etc., to ensure:</p> <p>(I) the Company has complete organizational documents and records;</p> <p>(II) the Company prepares and submits reports and documents required by competent authorities according to law;</p> <p>(III) the register of shareholders of the Company is properly established and the people entitled to access of relevant records and documents of the Company obtain relevant records and documents in time.</p> <p>The secretary to the Board shall observe the laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p><u>The secretary to the Board, as a senior management officer of the Company, shall have the right to participate in relevant meetings, consult relevant documents, keep informed of financial, operation and other conditions of the Company for the purpose of duty performance. The Board and other senior management officers shall support the work of the secretary to the Board. No entity or person may interfere with the proper duty performance of the secretary to the Board.</u></p>

Original Articles	Amended Articles
<p>Article 198 Directors, the president (CEO) and other senior management officers shall not serve as supervisors concurrently.</p>	<p>Article 198 <u>Members and structure of the Supervisory Committee shall ensure independent and effective performance of duties by the Supervisory Committee. Supervisors shall have corresponding professional knowledge or work experience and shall be able to properly perform duties.</u> Directors, the president (CEO) and other senior management officers shall not serve as supervisors concurrently.</p>
<p>Article 204 The supervisors may attend Board meetings and make inquiries about or present suggestions on the resolutions of Board meetings.</p>	<p>Article 204 The supervisors may attend Board meetings and make inquiries about or present suggestions on the resolutions of Board meetings.</p> <p><u>Supervisors have the right to keep informed of the Company’s operations. The Company shall take measures to safeguard the right to information of Supervisors and provide necessary assistance for Supervisors’ performance of duties free from interference and obstruction of anyone. Reasonable expenses incurred by Supervisors’ performance of duties shall be borne by the Company.</u></p>

Original Articles	Amended Articles
<p>Article 210 The Supervisory Committee shall be accountable to general meetings and exercise the following functions and powers:</p> <p>(I) to examine the regular reports of the Company prepared by the Board and produce written opinions thereon;</p> <p>(II) to inspect the financial affairs of the Company;</p> <p>(III) to supervise the duties of the directors and senior management officers, and propose dismissal of directors and senior management officers who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings;</p> <p>(IV) to require the directors and senior management officers to restore damages they have caused to the interests of the Company;</p> <p>(V) to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over general meetings in accordance with the <i>Company Law</i>, to convene and preside over general meetings;</p> <p>(VI) to submit proposals to general meetings;</p> <p>(VII) to negotiate with directors and senior management officers on behalf of the Company or initiate legal proceedings against the Company's directors and senior management officers in accordance with Article 151 of the <i>Company Law</i>;</p>	<p>Article 210 The Supervisory Committee shall be accountable to general meetings and exercise the following functions and powers:</p> <p>(I) to examine the regular reports of the Company prepared by the Board and produce written opinions thereon;</p> <p>(II) to inspect the financial affairs of the Company. <u>The supervision record of the Supervisory Committee and the results of financial examination shall be an important basis of performance appraisal of directors and senior management officers;</u></p> <p>(III) to supervise the performance of the directors and senior management officers, and propose dismissal of directors and senior management officers who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings. If the Supervisory Committee identifies any violation of laws, regulations or the Articles of Association by any director or senior management, it shall perform its supervision duties to either report to the Board or general meeting, or report directly to CSRC and its local offices, the stock exchange in the place where the stocks of the Company are listed or other authorities;</p> <p>(IV) to require the directors and senior management officers to restore damages they have caused to the interests of the Company;</p>

Original Articles	Amended Articles
<p>(VIII) to check the financial data that the Board intends to submit to the general meeting, such as financial report, business report and profit distribution plan, and authorize in the name of the Company certified public accountants and independent auditors to help review them at the expenses of the Company if any doubt is found;</p> <p>(IX) to conduct investigations if there are any unusual circumstances in the Company's operations; and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expenses of the Company;</p> <p>(X) to exercise other functions and powers specified in the Articles of Association.</p> <p>The supervisors may attend Board meetings.</p>	<p>(V) to propose the convening of extraordinary general meetings and, in case the Board does not perform the obligations to convene and preside over general meetings in accordance with the <i>Company Law</i>, to convene and preside over general meetings;</p> <p>(VI) to submit proposals to general meetings;</p> <p>(VII) to negotiate with directors and senior management officers on behalf of the Company or initiate legal proceedings against the Company's directors and senior management officers in accordance with Article 151 of the <i>Company Law</i>;</p> <p>(VIII) to check the financial data that the Board intends to submit to the general meeting, such as financial report, business report and profit distribution plan, and authorize in the name of the Company certified public accountants and <u>certified</u> auditors to help review them at the expenses of the Company if any doubt is found;</p> <p>(IX) to conduct investigations if there are any unusual circumstances in the Company's operations; and if necessary, to engage an accounting firm, law firm or other professionals to assist in their work at the expenses of the Company;</p> <p>(X) to exercise other functions and powers specified in the Articles of Association.</p> <p>The supervisors may attend Board meetings.</p>

Original Articles	Amended Articles
<p>Article 211 Supervisory Committee meetings shall be held at least once six months, with the notice of meeting served in writing to all the supervisors ten days in advance.</p> <p>Supervisors may propose to convene a provisional Supervisory Committee meeting. The notice of the provisional meeting shall be served in writing to all the supervisors five days in advance. Where a provisional meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means.</p> <p>Resolutions made at a Supervisory Committee meeting shall be approved by more than two-thirds of the members of the Supervisory Committee.</p>	<p>Article 211 Supervisory Committee meetings shall be held at least once six months, with the notice of meeting served in writing to all the supervisors ten days in advance.</p> <p>Supervisors may propose to convene a provisional Supervisory Committee meeting. The notice of the provisional meeting shall be served in writing to all the supervisors five days in advance. Where a provisional meeting needs to be convened in emergency, the notice of meeting may be sent by telephone or by other verbal means.</p> <p>Resolutions made at a Supervisory Committee meeting shall be approved by more than two-thirds of the members of the Supervisory Committee.</p> <p><u>The Supervisory Committee may request directors, senior management officers, internal and external auditors to attend a Supervisory Committee meeting for answering any question concerned.</u></p>

Original Articles	Amended Articles
<p>Article 244 The specific profit distribution policy of the Company:</p> <p>(I) form of profit distribution: The Company shall distribute dividends in cash or shares or in a way integrating cash and shares. If meeting conditions for cash dividends, the Company shall distribute profits in cash dividends.</p> <p>(II) interval of profit distribution: The Company, in principle, adopts an annual profit distribution policy. The Board of the Company may propose an interim profit distribution plan according to profitability, cash flow and capital demand plan, which shall be implemented upon consideration and approval by the extraordinary general meeting.</p> <p>(III) specific conditions for the Company to distribute cash dividends:</p> <p>Except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year. Special circumstances are:</p> <ol style="list-style-type: none"> 1. negative net operating cash flow in the current year; 2. any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the audited net assets in the most recent fiscal year; 	<p>Article 244 The specific profit distribution policy of the Company:</p> <p>(I) form of profit distribution: The Company shall distribute dividends in cash or shares or in a way integrating cash and shares. If meeting conditions for cash dividends, the Company shall distribute profits in cash dividends. <u>If meeting conditions for cash dividends without distribution, the Company shall fully disclose the reasons of non-distribution.</u></p> <p>(II) interval of profit distribution: The Company, in principle, adopts an annual profit distribution policy. The Board of the Company may propose an interim profit distribution plan according to profitability, cash flow and capital demand plan, which shall be implemented upon consideration and approval by the extraordinary general meeting.</p> <p>(III) specific conditions for the Company to distribute cash dividends:</p> <p>Except in special circumstances, the Company shall first distribute dividends in cash when the Company makes a profit and the accumulated undistributed profit is positive in the current year. Special circumstances are:</p> <ol style="list-style-type: none"> 1. negative net operating cash flow in the current year; 2. any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the audited net assets in the most recent fiscal year;

Original Articles	Amended Articles
<p>3. other circumstances which the Board believes to be not suitable for distributing cash dividends.</p> <p>(IV) specific conditions for the Company to distribute share dividends: On the basis of meeting the aforesaid conditions for distributing cash dividends, the Company may present a plan for share dividend distribution when the Company operates properly, the Board believes that the Company's share price does not match its share capital size, and the distribution of share dividends is beneficial for the overall interests of all the shareholders of the Company.</p> <p>(V) minimum ratio of cash dividends and differentiated cash dividend policies</p> <p>In any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year.</p> <p>The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, whether there are major capital expenditure arrangements and other factors:</p> <p>1. If the Company is fully developed and has no major capital expenditure arrangements, cash dividends shall take up a minimum of 80% in profit distribution;</p>	<p>3. other circumstances which the Board believes to be not suitable for distributing cash dividends.</p> <p>(IV) specific conditions for the Company to distribute share dividends: On the basis of meeting the aforesaid conditions for distributing cash dividends, the Company may present a plan for share dividend distribution when the Company operates properly, the Board believes that the Company's share price does not match its share capital size, and the distribution of share dividends is beneficial for the overall interests of all the shareholders of the Company.</p> <p>(V) minimum ratio of cash dividends and differentiated cash dividend policies</p> <p>In any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year. <u>Share repurchase by means of offering or centralized bidding in consideration of cash shall be deemed as cash dividend and included in the percentage of cash dividend.</u></p> <p>The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, whether there are major capital expenditure arrangements and other factors:</p> <p>1. If the Company is fully developed and has no major capital expenditure arrangements, cash dividends shall take up a minimum of 80% in profit distribution;</p>

Original Articles	Amended Articles
2. If the Company is fully developed and has major capital expenditure arrangements, cash dividends shall take up a minimum of 40% in profit distribution;	2. If the Company is fully developed and has major capital expenditure arrangements, cash dividends shall take up a minimum of 40% in profit distribution;
3. If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;	3. If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;
4. If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.	4. If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.

The proposed amendments to the Articles of Association will be put forward to the Company's shareholders for approval at the annual general meeting.

The proposed amendments to the Articles of Association shall be subject to the approval by resolution of shareholders at general meeting and all the necessary approval, authorization, filing and/or registration from the relevant governmental or regulatory authorities of the PRC.

Save for the proposed amendments, the content of other chapters and articles shall remain unchanged. The English version of the proposed amendments is an unofficial translation of its Chinese version for reference only. In case of discrepancies, the Chinese version shall prevail.

A circular containing, among others, details of the proposed change of the business scope of the Company, proposed changes in registered capital and proposed amendments to the Articles of Association, together with the notice of the annual general meeting, will be despatched to the shareholders in due course.

By order of the Board
WuXi AppTec Co., Ltd.
Dr. Ge Li
Chairman

Hong Kong, March 22, 2019

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Mr. Xiaozhong Liu, Mr. Zhaohui Zhang and Dr. Ning Zhao as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Dr. Jiangnan Cai, Ms. Yan Liu, Mr. Dai Feng, Dr. Hetong Lou and Mr. Xiaotong Zhang as independent non-executive Directors.

* *For identification purpose only*