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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)

(1) PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY;
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

References are made to the announcements of the Company dated August 26, 2021, August 31, 2021, September 10, 2021, October 8, 2021, October 29, 2021, January 4, 2022, January 11, 2022 and January 14, 2022 (collectively, the “**Announcements**”) in relation to, among other things, (i) the exercise of part of the share options granted under the reserved grant of the 2018 A Share Incentive Plan; (ii) the exercise of part of the share options granted under the adjusted initial grant of the 2019 A Share Incentive Plan for the first vesting period; (iii) the repurchase and cancellation of part of the Restricted A Shares granted under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

The board of directors (the “**Board**”) of the Company hereby announces that on March 23, 2022, at the twenty-fourth meeting of the second session of the Board, it has resolved and approved, among other things, (i) the proposed change of registered capital of the Company; and (ii) the proposed amendments to the Articles of Association.

PROPOSED CHANGE OF REGISTERED CAPITAL OF THE COMPANY

Mr. Edward Hu approved and agreed in writing the conversion of certain of the US\$300 million zero coupon convertible bonds due 2024 issued by the Company (the “**Bonds**”) into an aggregate of 3,283,594 H shares of the Company by the relevant bondholders on August 16, 2021, September 1, 2021, September 7, 2021, September 28, 2021, October 8, 2021, October 19, 2021, November 2, 2021, December 16, 2021 and January 18, 2022, respectively.

From August 16, 2021 to January 24, 2022, the Company has completed the registration of a total of 593,941 A Shares, being the underlying shares of the exercised share options granted under the adjusted initial grant of the 2019 A Share Incentive Plan within the first vesting period.

On August 18, 2021, the Company received RMB2,180,021.76 from an incentive participant of the 2018 A Share Incentive Plan to subscribe for 56,448 A Shares pursuant to the exercise of the share options granted under the reserved grant the exercise conditions of which have been fulfilled.

Due to the departure of and failure to meet individual performance assessment standards by certain incentive participants under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan, a total of 908,382 Restricted A Shares were repurchased and cancelled and the relevant procedures were completed on August 31, 2021 and January 14, 2022, respectively.

As a result of abovementioned conversion of the Bonds, the exercise of share options and the repurchase and cancellation of Restricted A Shares, the Board proposes to change the Company's registered capital from RMB2,952,726,521 divided into 2,952,726,521 Shares to RMB2,955,752,122 divided into 2,955,752,122 Shares.

The proposed change of registered capital of the Company shall be subject to the approval by way of special resolution of the shareholders of the Company (the “**Shareholders**”) at the annual general meeting of the Company to be convened in due course (the “**AGM**”).

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In light of (i) the abovementioned proposed change of registered capital of the Company; (ii) the amendments to Appendix 3 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited which took effect on January 1, 2022; (iii) the amendments to certain regulations and guidelines promulgated by the CSRC and the Shanghai Stock Exchange, including the Guidelines for the Articles of Association of Listed Companies (Revised in 2022) (《上市公司章程指引(2022年修訂)》), the Rules for the General Meeting of Shareholders of Listed Companies (Revised in 2022) (《上市公司股東大會規則(2022年修訂)》), the Rules for Independent Directors of Listed Companies (《上市公司獨立董事規則》), the Guidelines for the Supervision of Listed Companies

No. 8 — Regulatory Requirements for Fund Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號 — 上市公司資金往來、對外擔保的監管要求》), the Shanghai Stock Exchange Listing Rules (Revised in January 2022) (《上海證券交易所股票上市規則 (2022年1月修訂) 》), the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation (《上海證券交易所上市公司自律監管指引第1號 — 規範運作》) and the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 7 — Repurchase of Shares (《上海證券交易所上市公司自律監管指引第7號 — 回購股份》); and (iv) the proposed increase in the number of Board members from 12 to 13, and in order to further enhance the corporate governance of the Company, the Board proposes to make relevant amendments to the Articles of Association as follows (the “**Proposed Amendments to the Articles of Association**”):

Original Articles	Amended Articles
<p>Article 6 The registered capital of the Company is 2,952,726,521.</p>	<p>Article 6 The registered capital of the Company is <u>2,955,752,122</u>2,952,726,521.</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 121,795,400 H-shares to overseas investors in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.</p> <p>The shareholding of the Company is: 2,952,726,521 ordinary shares, including 2,563,838,844 shares held by shareholders of domestically listed domestic shares; 388,887,677 shares held by H-share shareholders.</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 121,795,400 H-shares to overseas investors in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.</p> <p>The shareholding of the Company is: <u>2,955,752,122</u>2,952,726,521 ordinary shares, including <u>2,563,580,851</u>2,563,838,844 shares held by shareholders of domestically listed domestic shares; <u>392,171,271</u>388,887,677 shares held by H-share shareholders.</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>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.</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 <u>administrative</u> regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p> <p>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.</p>
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Article 40 If the directors, supervisors, senior management of the Company and shareholders holding more than 5% of the Company's shares sell the shares of the Company they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, if a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, the sale of the shares shall not be subject to a six-month time limit.

If the Company's Board does not comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the Board to execute within thirty days. If the Company's Board fails to execute within the above-mentioned time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own name for the benefit of the Company.

If the Board of the Company does not comply with the provisions of the first paragraph, the responsible directors shall bear joint and several liability according to the law.

Article 40 If the directors, supervisors, senior management of the Company and shareholders holding more than 5% of the Company's shares sell the shares of the Company or other securities with an equity nature they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, ~~if a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, the sale of the shares shall not be subject to a six-month time limit upon underwriting and other circumstances stipulated by the China Securities Regulatory Commission shall be excluded.~~

The shares or other securities with an equity nature held by the directors, supervisors, senior management and natural shareholders mentioned in the preceding paragraph include the shares or other securities with an equity nature held by their spouses, parents and children and held under accounts of other parties.

If the Company's Board does not comply with the provisions of the ~~preceding first~~ paragraph, the shareholders shall have the right to request the Board to execute within thirty days. If the Company's Board fails to execute within the above-mentioned time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own name for the benefit of the Company.

If the Board of the Company does not comply with the provisions of the first paragraph, the responsible directors shall bear joint and several liability according to the law.

Article 48 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed foreign shares abroad, and authorize an overseas agency to manage it. The original of the register of shareholders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.

The Company shall keep the duplicate of the register of shareholders of overseas listed foreign shares in the domicile of the Company; the authorized overseas agency shall guarantee the consistence between the original and duplicate of the register of shareholders of overseas listed foreign shares all the time.

In case of inconsistency, the original shall prevail.

Article 48 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed foreign shares abroad, and authorize an overseas agency to manage it. The original of the register of shareholders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong for the inspection of shareholders. The register of shareholders may be closed according to the relevant provisions under the Hong Kong Companies Ordinance.

The Company shall keep the duplicate of the register of shareholders of overseas listed foreign shares in the domicile of the Company; the authorized overseas agency shall guarantee the consistence between the original and duplicate of the register of shareholders of overseas listed foreign shares all the time.

In case of inconsistency, the original shall prevail.

<p>Article 63 The shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to observe 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;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) not to withdraw shares unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(IV) not to abuse shareholder’s right to harm the interests of the Company or other shareholders; not to abuse the Company’s position as an independent legal person or shareholder’s limited liability protection to harm the interests of the creditors of the Company;</p>	<p>Article 63 The shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to observe 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;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) not to withdraw shares unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(IV) not to abuse shareholder’s right to harm the interests of the Company or other shareholders; not to abuse the Company’s position as an independent legal person or shareholder’s limited liability protection to harm the interests of the creditors of the Company;</p>
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If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law.

If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint and several liabilities for the Company's debts.

(V) to fulfil other obligations stipulated by 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.

Except for the conditions the share subscribers agree to at the time of subscription, shareholders do not assume any subsequently added responsibility for share capital.

~~If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law.~~

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Except for the conditions the share subscribers agree to at the time of subscription, shareholders do not assume any subsequently added responsibility for share capital.

If any shareholder of the Company abuses his/her shareholder's right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to law. If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint and several liabilities for the Company's debts.

<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>.....</p> <p>(XIV) to consider and approve guarantees stipulated in Article 69;</p> <p>(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;</p> <p>(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;</p> <p>(XVII) to consider and approve matters relating to the changes in the use of proceeds from share offerings;</p> <p>(XVIII) to consider equity incentive plans;</p> <p>.....</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> <p>.....</p> <p>(XIV) to consider and approve <u>financial assistance</u> stipulated in Article 69 and guarantees stipulated in <u>Article 70</u>;</p> <p>(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;</p> <p>(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;</p> <p>(XVII) to consider and approve matters relating to the changes in the use of proceeds from share offerings;</p> <p>(XVIII) to consider equity incentive plans <u>and employee stock ownership plan</u>;</p> <p>.....</p>
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Article 68 The Company's transactions (excluding the provision of guarantee, receipt of cash donation, and any transaction that simply relieves the Company of obligatory debt) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:

- (I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;
- (II) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;

Article 68 The Company's transactions (excluding financial assistance, the provision of guarantee, receipt of cash donation by the Company, and any transaction that simply relieves the waives the debt of the Company or other transactions of obligatory debt without involving any payment of consideration or attachment of any obligations) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:

- (I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;
- (II) the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;
- (III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;

<p>(III) the transaction profit accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB5 million;</p> <p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB50 million;</p> <p>(V) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with the absolute amount of more than RMB5 million.</p> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>	<p>(III) the transaction profit accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB5 million;</p> <p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB50 million;</p> <p>(V) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with the absolute amount of more than RMB5 million.</p> <p>(VI) transactions meeting the following <u>criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</u></p> <ol style="list-style-type: none"> 1. <u>major transactions;</u> 2. <u>very substantial disposals;</u> 3. <u>very substantial acquisitions;</u> 4. <u>reverse takeovers.</u> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>
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Article 69 The Company's financial assistance (including interest bearing or non-interest bearing loans and consigned loans) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:

(I) the amount of a single financial assistance exceeding 10% of the latest audited net assets of the Company;

(II) the gearing ratio of the target of the financial assistance according to the latest financial statements exceeding 70%;

(III) the total amount of financial assistance in the last 12 months exceeding 10% of the latest audited net assets of the Company;

(IV) other circumstances specified in the listing rules of the stock exchange in the place where the stocks of the Company are listed or in the Articles of Association;

If the target of financial assistance is a subsidiary consolidated in the Company's financial statement and other shareholders of the subsidiary do not include any controlling shareholder and de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.

Article 69 The following external guarantees of the Company shall be considered and approved by the general meeting:

- (I) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has reached or exceeded 50% of the net assets in the latest audited consolidated financial statements;
- (II) the accumulated amount of guarantee within 12 consecutive months exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;
- (III) the accumulated amount of guarantee within 12 consecutive months exceeding 50% of the net assets in the latest audited consolidated financial statements of the Company, with the absolute amount of more than RMB50 million;
- (IV) guarantee for guarantee objects whose liability-asset ratio exceeds 70%;
- (V) a single guarantee with the amount exceeding 10% of the net assets in the latest audited consolidated financial statements;

Article 6970 The following external guarantees of the Company shall be considered and approved by the general meeting:

- (I) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has ~~reached or exceeded~~ 50% of the net assets in the latest audited consolidated financial statements;
- (II) the accumulated amount of guarantee provided by the Company and its subsidiaries exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;
- (III) the accumulated amount of guarantee within 12 consecutive months exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;
- ~~(III) the accumulated amount of guarantee within 12 consecutive months exceeding 50% of the net assets in the latest audited consolidated financial statements of the Company, with the absolute amount of more than RMB50 million;~~
- (IV) guarantee for guarantee objects whose liability-asset ratio exceeds 70%;
- (V) a single guarantee with the amount exceeding 10% of the net assets in the latest audited consolidated financial statements;

<p>(VI) guarantee provided to shareholders, de facto controllers and their connected parties;</p> <p>(VII) other external guarantees that shall be submitted to the general meeting for consideration as required in the laws, administrative regulations, departmental rules, regulatory documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>“External guarantees” and “guarantees” mentioned in this article refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.</p> <p>External guarantees to be considered at the general meeting as specified in this article shall be considered and approved by the Board before submission to the general meeting for consideration.</p>	<p>(VI) guarantee provided to shareholders, de facto controllers and their connected parties;</p> <p>(VII) other external guarantees that shall be submitted to the general meeting for consideration as required in the laws, administrative regulations, departmental rules, regulatory documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>“External guarantees” and “guarantees” mentioned in this article refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.</p> <p>External guarantees to be considered at the general meeting as specified in this article shall be considered and approved by the Board before submission to the general meeting for consideration.</p> <p><u>In case of any violation of the approval authority of the general meeting and the Board for external guarantee as stipulated under this article and causing loss to the Company, relevant officer shall be liable for economic compensation. If the case is serious and constitutes a crime, it shall be submitted to the judicial authority according to the relevant laws.</u></p>
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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.

General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting. The Company will also provide online voting method 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. 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.

Article 7273 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.

General meetings shall be held onsite and through online voting at the venue prepared in advance. ~~The vote shall be made at the meeting. The Company will also provide online voting method 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. 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.

Article 76 Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within ten days after receipt of the request.

Where the Board agrees to hold the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the Board does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Supervisory Committee in writing.

Article 7677 Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within ten days after receipt of the request.

Where the Board agrees to hold the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.

If the Board does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Supervisory Committee in writing.

<p>If the Supervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Supervisory Committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.</p>	<p>If the Supervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original <u>request</u> proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Supervisory Committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.</p>
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Article 77 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/ themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed.

Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.

The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.

Article 7778 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/ themselves, it/they shall notify the Board in writing and file with ~~the local office of the securities regulatory authority of the State Council in the locality of the Company and~~ with the stock exchange in the place where the stocks of the Company are listed.

Prior to the disclosure ~~announcement~~ of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10% of the total share capital of the Company.

The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to ~~the local office of the securities regulatory authority of the State Council in the locality of the Company and~~ to the stock exchange in the place where the stocks of the Company are listed.

Article 81 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of general meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of general meeting or not complying with Article 80 of the Articles of Association shall not be voted or resolved at the general meeting.

Article 81~~82~~ Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.

Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten working days or fifteen days (whichever is later and exclusive of the date of meeting and the date when the proposals are submitted) held before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of general meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of general meeting or not complying with Article ~~80~~81 of the Articles of Association shall not be voted or resolved at the general meeting.

<p>Article 84 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting.</p> <p>Where a general meeting is held over network or other means, the notice of general meeting shall specify the voting time and voting procedure of other means.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p>	<p>Article 8485 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting;</p> <p><u>(XI) the voting time and voting procedure over network or of other means.</u></p> <p>Where a general meeting is held over network or other means, the notice of general meeting shall specify the voting time and voting procedure of other means.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p>
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Article 107 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.

Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.

Article ~~107~~108 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the general meeting.

Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.

<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 (excluding the circumstances stated in Article 245 (IV) of the Articles of Association) 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) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));</p>	<p>Article 108109 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 (excluding the circumstances stated in Article 245247 (IV) of the Articles of Association) 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) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 6970 of the Articles of Association (excluding Item (IIIII));</p>
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<p>(VII) 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;</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p> <p>(IX) resolution on appointment or dismissal of the Company's accounting firm;</p> <p>(X) 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.</p>	<p>(VII) 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;</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p> <p>(IX) resolution on appointment or dismissal of the Company's accounting firm <u>and the remuneration or the basis of remuneration of the accounting firm;</u></p> <p>(X) 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.</p>
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<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) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</p>	<p>Article 109110 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, <u>spin-off</u>, 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) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</p>
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<p>(IX) the profit distribution plan in accordance with Article 245 (IV) of the Articles of Association;</p> <p>(X) 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>(IX) the profit distribution plan in accordance with Article 245<u>247</u> (IV) of the Articles of Association;</p> <p>(X) 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>
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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.

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 in a timely manner 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.

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 Company.

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.

Article ~~110~~111 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.

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 in a timely manner 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.

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 Company.

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>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 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.</p>	<p><u>If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.</u></p> <p>The Board, independent directors and qualified shareholders, <u>Shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the China Securities Regulatory Commission</u> 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. <u>Save for the statutory conditions,</u> The <u>the</u> Company 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.</p>
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<p>Article 112 The Company shall provide convenience for shareholders to attend general meetings by whatever means including giving priority to the use of modern IT means such as online voting platform, provided that the general meeting shall be held legally and validly.</p>	<p>Article 112 The Company shall provide convenience for shareholders to attend general meetings by whatever means including giving priority to the use of modern IT means such as online voting platform, provided that the general meeting shall be held legally and validly.</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. 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.</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 above voting shall be made as follows:</p> <p>(I) 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;</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. 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.</p> <p>The general meeting shall<u>may</u> 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 above voting shall be made as follows:</p> <p>(I) 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;</p>

<p>(II) 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;</p> <p>(III) 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;</p> <p>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.</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>(II) 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;</p> <p>(III) 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;</p> <p>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.</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><u>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company.</u></p>
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<p>Article 122 Before proposals are voted on at the general meeting, two shareholders’ representatives shall be elected to count and monitor counting of the votes. Where any shareholder has interests in any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders’ representative and supervisors’ representative shall be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p>Shareholders or proxies thereof voting over the network or other means shall have the right to check their voting results via the corresponding voting system.</p>	<p>Article 122 Before proposals are voted on at the general meeting, two shareholders’ representatives shall be elected to count and monitor counting of the votes. Where any shareholder has <u>interests connected relations</u> with any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders’ representative and supervisors’ representative shall be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p>Shareholders or proxies thereof voting over the network or other means shall have the right to check their voting results via the corresponding voting system.</p>
<p>Article 133 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders’ general meetings, shall have the right to vote at class meeting in respect of matters concerning items (II) to (VIII) and (XI) to (XII) of Article 132 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>.....</p> <p>(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article 296 of the Articles of Association;</p> <p>.....</p>	<p>Article 133 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders’ general meetings, shall have the right to vote at class meeting in respect of matters concerning items (II) to (VIII) and (XI) to (XII) of Article 132 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>.....</p> <p>(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article <u>298</u>⁶ of the Articles of Association;</p> <p>.....</p>

<p>Article 135 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with the provisions on notice period of annual general meetings and extraordinary general meetings under Article 82. Such notice shall give such shareholder notice of the matters to be considered at such meeting and the date and place of the class meeting.</p>	<p>Article 135 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with the provisions on notice period of annual general meetings and extraordinary general meetings under Article 823. Such notice shall give such shareholder notice of the matters to be considered at such meeting and the date and place of the class meeting.</p>
<p>Article 149 An independent director shall meet the following basic conditions:</p> <ul style="list-style-type: none"> (I) having the qualifications as director of listed companies in accordance with the laws, administrative regulations and other relevant provisions; (II) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules; (III) having the independence as required by the laws and regulations; (IV) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director; (V) other conditions specified in the Articles of Association. 	<p>Article 149 An independent director shall meet the following basic conditions:</p> <ul style="list-style-type: none"> (I) having the qualifications as director of listed companies in accordance with the laws, administrative regulations and other relevant provisions; (II) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules; (III) having the independence as required by the laws and regulations; (IV) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director; (V) other conditions specified in <u>the laws and regulations and</u> the Articles of Association.

<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall first be approved by independent directors and then discussed by the Board; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p>(III) to propose to convene an extraordinary general meeting;</p> <p>(IV) to propose to convene a Board meeting;</p> <p>(V) to openly collect voting rights from shareholders before a general meeting is held;</p>	<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall first be approved <u>obtained prior approval</u> by independent directors and then discussed by the Board; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p>(III) to propose to convene an extraordinary general meeting;</p> <p>(IV) to propose to convene a Board meeting;</p> <p>(V) to openly collect voting rights from shareholders before a general meeting is held;</p>
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<p>(VI) to independently appoint an intermediary organ to express professional opinions if necessary;</p> <p>(VII) to enjoy other rights 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.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)–(VII) above except for the powers exercisable solely by an independent director in accordance with relevant regulations. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p>	<p>(VI) to independently appoint an intermediary organ to express professional opinions <u>engage independent external auditor and advisor to conduct audit and provide advices on special issues of the Company if necessary;</u></p> <p>(VII) to enjoy other rights 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.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)–(VII) above except for the powers exercisable solely by an independent director in accordance with relevant regulations. <u>Before exercising the powers under (VI), consent of all independent directors shall be seek. Matters under (I) and (II) shall be submitted to the Board for discussion after seeking consent of more than half of the independent directors.</u> The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p> <p><u>Where the laws, administrative rules and rules of CSRC provide otherwise, such provisions shall prevail.</u></p>
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<p>Article 158 The Board shall comprise 12 directors, including 5 independent directors.</p> <p>The Board shall have one chairman, and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of the directors of the Board.</p> <p>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.</p>	<p>Article 158 The Board shall comprise 12<u>13</u> directors, including 5 independent directors.</p> <p>The Board shall have one chairman, and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of the directors of the Board.</p> <p>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.</p>
<p>Article 159 The Board shall exercise the following functions and powers:</p> <p>.....</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>.....</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, <u>donations etc.</u> within <u>the authority permitted under the laws, regulations and these Articles of Association or</u> the authority granted by the general meeting;</p> <p>(IX) to decide on the establishment of the Company's internal management bodies;</p>

<p>(X) to appoint or dismiss the Company’s manager (president and 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 manager (president and CEO) and decide on their remunerations, rewards and punishments;</p>	<p>(X) to <u>decide on the appointment or dismissal of</u> appoint or dismiss the Company’s manager (president and CEO), and <u>secretary to the Board and other senior management and determine their remunerations and matters related to incentives and punishment;</u> to <u>decide on the appointment or dismissal of</u> appoint or dismiss the Company’s joint CEO, vice president, chief financial officer and other senior management officers as nominated by the manager (president and CEO) and decide on their remunerations, rewards and punishments;</p>
<p>(XI) to formulate the Company’s fundamental management system;</p>	<p>(XI) to formulate the Company’s fundamental management system;</p>
<p>(XII) to formulate the proposals for any amendment to the Articles of Association;</p>	<p>(XII) to formulate the proposals for any amendment to the Articles of Association;</p>
<p>(XIII) to manage matters relating to information disclosure of the Company;</p>	<p>(XIII) to manage matters relating to information disclosure of the Company;</p>
<p>(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company’s accounts;</p>	<p>(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company’s accounts;</p>
<p>(XV) to listen to the work reports of the Company’s manager (president and CEO) and examine the work thereof;</p>	<p>(XV) to listen to the work reports of the Company’s manager (president and CEO) and examine the work thereof;</p>
<p>(XVI) to formulate the equity incentive plan of the Company;</p>	<p>(XVI) to formulate the equity incentive plan <u>and employee stock ownership plan</u> of the Company;</p>
<p>.....</p>	<p>.....</p>

<p>Article 164 The Board shall determine the authorization relating to external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management and connected transactions, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and report to the general meeting for approval.</p>	<p>Article 164 The Board shall determine the authorization relating to external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, and <u>and donations,</u> and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and report to the general meeting for approval.</p>
<p>Article 165 Transactions (excluding connected transactions and provision of guarantee) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p>	<p>Article 165 Transactions (excluding connected transactions, <u>financial assistance,</u> and <u>provision of guarantee and other transactions of the Company without involving any payment of consideration or attaching any obligations such as receiving monetary assets as gift and waiver of debts</u>) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) <u>the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</u></p>

<p>(II) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p>	<p>(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p>
<p>(III) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p>	<p>(IIIIV) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p>
<p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p>	<p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p>
<p>(V) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.</p>	<p>(VI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.</p>

<p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>Connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected natural person involving more than RMB300,000 and connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected legal person involving more than RMB3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company shall be submitted to the Board for deliberation.</p>	<p><u>(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</u></p> <ol style="list-style-type: none"> <u>1. share transactions;</u> <u>2. discloseable transactions;</u> <u>3. major transactions;</u> <u>4. very substantial disposals;</u> <u>5. very substantial acquisitions;</u> <u>6. reverse takeovers.</u> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>Connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected natural person involving more than RMB300,000 and connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected legal person involving more than RMB3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company shall be submitted to the Board for deliberation.</p>
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“Transactions” as mentioned in this article include the purchase or disposal of assets; external investment (including consigned financial management, consigned loan, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee, etc.

The aforesaid purchase or disposal of assets excludes asset purchase or disposal relating to daily business operations such as purchase of raw materials, fuels and power or sale of products and goods, but still includes asset purchase or disposal involved in asset swap.

“Transactions” as mentioned above in this article include the purchase or disposal of assets; external investment (including consigned financial management, ~~consigned loan~~ investment in subsidiaries, etc.); ~~provision of financial assistance~~; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee; the grant, acceptance, transfer, exercise, termination or waiver of rights (including the waiver of the first right of refusal and the right of first offer), etc.

The aforesaid ~~purchase or disposal of assets~~ excludes transactions ~~exclude the following transactions~~ asset purchase or disposal relating to daily business operations of the Company: ~~such as purchase of raw materials, fuels and power; receipt of services; or sale of products and goods; provision of services; contracting of projects and other transactions relating to daily business operations.~~ However, any transactions mentioned above that are involved in asset swap shall be included. Transactions relating to daily business operations mentioned above that meet the standards of discloseable transactions under the listing rules of the place where the Company is listed shall be submitted to the Board for approval.

Connected transactions (excluding provision of guarantee by the Company) between the Company and a connected natural person involving more than RMB300,000 (including the liabilities and costs assumed) and connected transactions (excluding provision of guarantee by the Company) between the Company and a connected legal person (or other entity) involving more than RMB3 million (including the liabilities and costs assumed) and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company shall be submitted to the Board for deliberation.

<p>The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 9 of the Listing Rules of Shanghai Stock Exchange.</p>	<p>The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter <u>96</u> of the Listing Rules of Shanghai Stock Exchange <u>or Chapter 14 of the Hong Kong Listing Rules, as the case may be.</u></p>
	<p>Article 167 <u>In addition to obtaining approval from more than half of all directors, transactions of listed companies relating to financial assistance shall also be considered and approved by more than two-thirds of the directors attending the Board meeting and shall be disclosed in a timely manner. If the transaction meets the conditions as stipulated in article 69 herein, it shall be submitted to the general meeting for deliberation upon approval by the Board.</u></p> <p><u>If the target of financial assistance is a subsidiary consolidated in the Company's financial statement and other shareholders of the subsidiary do not include any controlling shareholder or de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.</u></p>
<p>Article 167 The chairman of the Board shall be elected and removed by more than half of all the directors.</p>	<p>Article 167168 The chairman <u>and vice chairman</u> of the Board shall be elected and removed by more than half of all the directors.</p>

Article 179 Proxy attendance at Board meetings shall follow the principles below:

- (I) where connected transactions are considered, a non-connected director shall not appoint a connected director to attend the meeting on his behalf, and a connected director shall also not accept the appointment of a non-connected director;
- (II) an independent director shall not appoint a non-independent director to attend the meeting on his behalf, and a non-independent director shall also not accept the appointment of an independent director;
- (III) a director shall not give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;
- (IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.

Article 179~~180~~ Proxy attendance at Board meetings shall follow the principles below:

- (I) where connected transactions are considered, a non-connected director shall not appoint a connected director to attend the meeting on his behalf, and a connected director shall also not accept the appointment of a non-connected director;
- (II) an independent director shall not appoint a non-independent director to attend the meeting on his behalf, and a non-independent director shall also not accept the appointment of an independent director;
- (III) in relation to voting on proposals, the appointer should specify his opinions on voting for, voting against or being abstain from voting on each of the proposals. Aa director shall not make or accept the appointment or give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and any voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;
- (IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.

<p>Article 185 Members of staff of the controlling shareholders of the Company who serve administrative positions other than director and supervisor shall not serve as senior management officer of the Company.</p>	<p>Article 185186 Members of staff of the controlling shareholders of the Company who serve administrative positions other than director and supervisor shall not serve as senior management officer of the Company.</p> <p><u>The senior management officer shall be only entitled to salaries paid by the Company, and the controlling shareholders shall not pay the salaries on behalf of the Company.</u></p>
	<p>Article 199 <u>The senior management of the Company shall perform their duties faithfully, and protect the best interests of the Company and all shareholders. If the senior management of the Company fails to perform their duties faithfully or violates their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation according to law.</u></p>
<p>Article 202 The supervisors shall ensure the information disclosed by the Company is true, accurate and complete.</p>	<p>Article 2024 The supervisors shall ensure the information disclosed by the Company is true, accurate and complete, <u>and sign written confirmations of the regular reports.</u></p>
<p>Article 217 Any person involved in any of the following circumstances shall not serve as a director, supervisor, president or any other senior management officer of the Company: The person</p> <p>...</p> <p>(VII) is under a penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which penalty is still effective;</p> <p>...</p>	<p>Article 21719 Any person involved in any of the following circumstances shall not serve as a director, supervisor, president or any other senior management officer of the Company: The person</p> <p>...</p> <p>(VII) is under a <u>measure</u> penalty of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which <u>measure</u> penalty is still effective;</p> <p>...</p>

Article 225 A director, supervisor, manager (president and CEO) and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that have already been concluded by the Company or are being planned (save the contracts of employment between the directors, supervisors, manager (president and CEO) or other senior management officers and the Company), shall, as soon as possible, disclose to the Board the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board.

Except the circumstances specified in Note 1 of Appendix 3 of Hong Kong Listing Rules or permitted by HKEX, a director may not vote any resolution of the Board with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his close associates (as defined under the Hong Kong Listing Rules). When determining whether the number of persons present at the meeting of the Board reaches the quorum, the said director may not be counted as part of the quorum.

...

Article ~~225~~227 A director, supervisor, manager (president and CEO) and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that have already been concluded by the Company or are being planned (save the contracts of employment between the directors, supervisors, manager (president and CEO) or other senior management officers and the Company), shall, as soon as possible, disclose to the Board the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board.

Except the circumstances specified in ~~Note 1 of Appendix 3 of Hong Kong Listing Rules~~ or permitted by HKEX, a director may not vote any resolution of the Board with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his close associates (as defined under the Hong Kong Listing Rules). When determining whether the number of persons present at the meeting of the Board reaches the quorum, the said director may not be counted as part of the quorum.

...

<p>Article 230 A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 228 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>.....</p>	<p>Article 2320 A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 23028 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p> <p>.....</p>
<p>Article 233 The Company shall enter into a contract in writing with each of its directors, supervisors, manager (president and CEO) and other senior management officers, which shall include at least the following provisions:</p> <p>.....</p> <p>(III) the arbitration clauses prescribed in Article 295 of the Articles of Association.</p>	<p>Article 2353 The Company shall enter into a contract in writing with each of its directors, supervisors, manager (president and CEO) and other senior management officers, which shall include at least the following provisions:</p> <p>.....</p> <p>(III) the arbitration clauses prescribed in Article 2957 of the Articles of Association.</p>
<p>Article 234 Contracts concerning the emolument between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purpose of this paragraph, the acquisition of the Company includes any of the following:</p> <p>.....</p> <p>(II) any offer made by any person with a view to becoming a controlling shareholder, which has the same meaning with that prescribed in Article 296 of the Articles of Association of the Company.</p> <p>.....</p>	<p>Article 2346 Contracts concerning the emolument between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purpose of this paragraph, the acquisition of the Company includes any of the following:</p> <p>.....</p> <p>(II) any offer made by any person with a view to becoming a controlling shareholder, which has the same meaning with that prescribed in Article 2968 of the Articles of Association of the Company.</p> <p>.....</p>

Article 236 The Company shall submit annual financial reports to the office of the securities regulatory authority of the State Council and the stock exchange within 4 months from the end of each fiscal year, submit semi-annual financial reports to the office of the securities regulatory authority of the State Council and the stock exchange within 2 months from the end of the first 6 months of each fiscal year, and submit quarterly financial reports the office of the securities regulatory authority of the State Council and the stock exchange within 1 month from the end of the first 3 months and 9 months respectively of each fiscal year.

The aforesaid financial reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules.

The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.

Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.

Article 23638 The Company shall submit and disclose annual ~~financial~~ reports to the office of the securities regulatory authority of the State Council and the stock exchange within 4 months from the end of each fiscal year, and submit and disclose interim ~~semi-annual financial~~ reports to the office of the securities regulatory authority of the State Council and the stock exchange within 2 months from the end of the ~~first 6 months~~ first half of each fiscal year, ~~and submit quarterly financial reports the office of the securities regulatory authority of the State Council and the stock exchange within 1 month from the end of the first 3 months and 9 months respectively of each fiscal year.~~

The aforesaid ~~financial~~ annual reports and interim reports shall be prepared in accordance with relevant laws, administrative regulations and ~~departmental rules~~ requirements of the CSRC and the stock exchange.

The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.

Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.

Article 244 The specific profit distribution policy of the Company:

...

(V) minimum ratio of cash dividends and differentiated cash dividend policies

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. 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 in the current year.

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:

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;

Article 24446 The specific profit distribution policy of the Company:

...

(V) minimum ratio of cash dividends and differentiated cash dividend policies

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. 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 in the current year.

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:

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>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;</p> <p>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;</p> <p>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.</p>	<p>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;</p> <p>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;</p> <p>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.</p> <p><u>The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.</u></p>
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<p>Article 245 Deliberation procedure for the profit distribution plan of the Company</p> <p>...</p> <p>(IV) when the Company does not distribute cash dividends due to the aforesaid special circumstances in Item (III) of the preceding Article 244, the Board shall make special explanations on specific reasons for not distributing cash dividends, exact use of the Company’s retained profits, expected return on investment and other matters, which shall be submitted to the general meeting for deliberation and disclosed in the annual report and media designated by the Company after independent directors provide definite opinions. The profit distribution plan of the Company in the current year shall be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>	<p>Article 24547 Deliberation procedure for the profit distribution plan of the Company</p> <p>...</p> <p>(IV) when the Company <u>cannot determine the profit distribution plan for the current year according to the existing cash dividend policy or the minimum proportion of cash dividends</u> does not distribute cash dividends due to the aforesaid special circumstances in Item (III) of the preceding Article 244<u>46</u>, the Board shall make special explanations on specific reasons for not distributing cash dividends, exact use of the Company’s retained profits, expected return on investment and other matters, which shall be submitted to the general meeting for deliberation and disclosed in the annual report and media designated by the Company after independent directors provide definite opinions, <u>the Company shall disclose specific reasons and definite opinions of independent directors in regular reports.</u> The profit distribution plan of the Company in the current year shall be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>
<p>Article 253 The Company shall engage accounting firms “qualified for securities business” to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year from the end of this annual general meeting of the Company to the end of next annual general meeting of the Company and may be reengaged.</p>	<p>Article 2535 The Company shall engage accounting firms <u>that are qualified under the Securities Law</u> “qualified for securities business” to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year from the end of this annual general meeting of the Company to the end of next annual general meeting of the Company and may be reengaged.</p>

<p>Article 257 If there is a vacancy in the position of the accounting firm, the Board may engage an accounting firm to fill such vacancy before the convening of the shareholders' general meeting, but it shall be confirmed at next general meeting. In the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.</p> <p>Where a resolution at a general meeting is to be passed to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy, or to renew the appointment an accounting firm appointed by the Board to fill a casual vacancy, or to remove an accounting firm before expiration of its term of office, the following provisions shall apply:</p> <p>...</p>	<p>Article 2579 If there is a vacancy in the position of the accounting firm, the Board may engage an accounting firm to fill such vacancy before the convening of the shareholders' general meeting, but it shall be confirmed at next general meeting. In the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.</p> <p>Where a resolution at a general meeting is to be passed to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy, or to renew the appointment of an accounting firm appointed <u>designated</u> by the Board to fill a casual vacancy, or to remove an accounting firm before expiration of its term of office, the following provisions shall apply:</p> <p>...</p>
<p>Article 259 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting. The remuneration of an accounting firm appointed by the Board shall be determined by the Board.</p>	<p>Article 259261 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting. The remuneration of an accounting firm appointed by the Board shall be determined by the Board.</p>

<p>Article 269 The Company shall designate at least a newspaper and a website in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>...</p>	<p>Article 26971 The Company shall designate <u>media</u> at least a newspaper and a website in the scope of media as <u>qualified by designated in</u> laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>...</p>
<p>Article 279 In the circumstance set out in Item (I) of Article 278, the Company may continue to subsist by amending the Articles of Association.</p>	<p>Article 27981 In the circumstance set out in Item (I) of Article 278<u>80</u>, the Company may continue to subsist by amending the Articles of Association.</p>

Article 280 Where the Company is dissolved pursuant to Items (I), (II) and (VI) of Article 278 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.

Where the Company is dissolved according to item (IV) of Article 278 of the Articles of Association, the people's court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.

Where the Company is dissolved according to the item (V) of Article 278 of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.

Article 280~~2~~ Where the Company is dissolved pursuant to Items (I), (II) and (VI) of Article ~~278~~27880 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.

Where the Company is dissolved according to item (IV) of Article ~~278~~27880 of the Articles of Association, the people's court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.

Where the Company is dissolved according to the item (V) of Article ~~278~~27880 of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.

Save for the proposed amendments, other articles of the Articles of Association shall remain unchanged. The Proposed Amendments to the Articles of Association were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The Proposed Amendments to the Articles of Association shall be subject to the approval by way of special resolution of the Shareholders at the AGM, and all the necessary approval, authorization, filing and/or registration from the relevant governmental or regulatory authorities of the PRC.

GENERAL

A circular containing, among other things, further details of the (i) the proposed change of registered capital of the Company; (ii) the Proposed Amendments to the Articles of Association; and (iii) a notice convening the AGM will be despatched by the Company to the Shareholders in due course.

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

Hong Kong, March 23, 2022

As of the date of this announcement, the Board of the Company comprises Dr. Ge Li, Mr. Edward Hu, Dr. Steve Qing Yang, 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 purposes only*