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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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) WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018;**
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018;**
 - (3) ANNUAL REPORT FOR THE YEAR 2018;**
 - (4) FINANCIAL REPORT FOR THE YEAR 2018;**
 - (5) PROPOSED 2018 PROFIT DISTRIBUTION PLAN;**
- (6) PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES;**
 - (7) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES;**
- (8) PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE A SHARES AND/OR H SHARES;**
- (9) PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS;**
 - (10) PROPOSED DIRECTORS' REMUNERATION;**
 - (11) PROPOSED SUPERVISORS' REMUNERATION;**
- (12) PROPOSED RE-APPOINTMENT/APPOINTMENT OF AUDITORS FOR THE YEAR 2019;**
 - (13) PROPOSED FOREIGN EXCHANGE HEDGING LIMIT;**
 - (14) PROPOSED INCREASE OF REGISTERED CAPITAL;**
 - (15) PROPOSED EXPANSION OF BUSINESS SCOPE;**
- (16) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (17) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' MEETINGS;**
- (18) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS;**
- (19) PROPOSED AMENDMENTS TO THE MANAGEMENT MEASURES ON RAISED FUNDS; AND**
- (20) NOTICES OF ANNUAL GENERAL MEETING OF 2018 AND THE FIRST H SHARE CLASS MEETING OF 2019**

The notice convening the AGM and the notice convening the H Share Class Meeting of WuXi AppTec Co., Ltd.* to be held at Crowne Plaza Shanghai Pudong, 1000 Yanggao Road (N), Pilot Free Trade Zone, Shanghai, China on Monday, June 3, 2019 at 2:00 p.m. are set out in this circular.

For H Shareholders, if you intend to attend the AGM and/or the H Share Class Meeting, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event on or before Tuesday, May 14, 2019.

Whether or not you are able to attend the AGM and/or the H Share Class Meeting, please complete and sign the enclosed form of proxy for use at the AGM and/or the H Share Class Meeting in accordance with the instructions printed thereon and return it to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the AGM and/or the H Share Class Meeting (i.e. not later than 2:00 p.m. on Sunday, June 2, 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM and/or the H Share Class Meeting if they so wish.

This circular together with the form of proxy are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn).

References to time and dates in this circular are to Hong Kong time and dates.

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EXPECTED TIMETABLE

The expected timetable for the Capitalization of Reserve and Profit Distribution, subject to Shareholders' approval of the 2018 Profit Distribution Plan at the AGM, the A Share Class Meeting and the H Share Class Meeting, as set forth below, is indicative only and has been prepared on the assumption that all conditions of the Capitalization of Reserve and Profit Distribution will be fulfilled. Any consequential changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Last day of dealings in H Shares on a cum-entitlement basis	Friday, June 14, 2019
First day of dealings in H Shares on an ex-entitlement basis	Monday, June 17, 2019
Latest time for lodging transfer documents of H Shares for entitlement to the Capitalization of Reserve and Profit Distribution	4:30 p.m., Tuesday, June 18, 2019
Book closure period for determining H Shareholders' entitlement to the Capitalization of Reserve and Profit Distribution	Wednesday, June 19, 2019 to Tuesday, June 25, 2019
Record date for determining H Shareholders' entitlement to the Capitalization of Reserve and Profit Distribution	Tuesday, June 25, 2019
Register of H Shareholders of the Company reopens	Wednesday, June 26, 2019

Note:

The Company will issue a separate announcement regarding the date of despatch of the certificates for the New H Shares and the cheques for the Profit Distribution, and the date of the commencement of dealings in the New H Shares.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2018 Profit Distribution Plan”	the profit distribution plan of the Company for the year ended December 31, 2018 including the Capitalization of Reserve and Profit Distribution
“A Share(s)”	ordinary share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“A Share Class Meeting”	the A Share class meeting of the Company to be held on Monday, June 3, 2019
“AGM”	the annual general meeting of the Company to be held at Crowne Plaza Shanghai Pudong, 1000 Yanggao Road (N), Pilot Free Trade Zone, Shanghai, China on Monday, June 3, 2019 at 2:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 98 to 103 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Capitalization of Reserve”	the proposed issue of 4 Capitalization Shares for every 10 Shares by way of Capitalization of Reserve
“Capitalization Shares”	the new Shares to be allotted and issued under the Capitalization of Reserve by the Company
“CCASS”	Central Clearing and Settlement System
“Company”	WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司), a joint stock limited company incorporated under the laws of the PRC
“Director(s)”	the director(s) of the Company
“Founding Individuals”	Dr. Ge Li, Mr. Xiaozhong Liu, Mr. Zhaohui Zhang and Dr. Ning Zhao, the executive Directors
“H Shareholder(s)”	holder(s) of H Shares
“H Share(s)”	overseas-listed foreign share(s) in the share capital of the Company, with nominal value of RMB1.00 each, listed on the Main Board of the Hong Kong Stock Exchange
“H Share Class Meeting”	the first H Share class meeting of the Company of 2019 to be held on Monday, June 3, 2019
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution contained in item 14 of the notice of the AGM
“Latest Practicable Date”	April 15, 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange as amended from time to time
“New A Shares”	the new A Shares to be allotted and issued under the Capitalization of Reserve
“New H Shares”	the new H Shares to be allotted and issued under the Capitalization of Reserve
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Profit Distribution”	the proposed distribution of cash dividend of RMB5.80 for every 10 Shares (inclusive of tax)
“RMB”	Renminbi, the lawful currency of the PRC
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including both A Share(s) and H Share(s)
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors to repurchase A Shares and/or H Shares on the Hong Kong Stock Exchange of not exceeding 10% of the total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution contained in item 15 of the notice of the AGM and item 2 of the notice of the H Share Class Meeting
“Shareholder(s)”	holder(s) of Share(s)
“Supervisor(s)”	member(s) of our Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. Ge Li (Chairman)
Mr. Edward Hu
Mr. Xiaozhong Liu
Mr. Zhaohui Zhang
Dr. Ning Zhao

Non-executive Directors:

Mr. Xiaomeng Tong
Dr. Yibing Wu

Independent Non-executive Directors:

Dr. Jiangnan Cai
Ms. Yan Liu
Mr. Dai Feng
Dr. Hetong Lou
Mr. Xiaotong Zhang

Registered Office:

Mashan No. 5 Bridge
Binhu District, WuXi
Jiangsu Province
PRC

*Headquarters and Principal Place of Business
in the PRC:*

288 Fute Zhong Road
Waigaoqiao Free Trade Zone
Shanghai
PRC

Principal Place of Business in Hong Kong:

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

April 18, 2019

To the Shareholders

Dear Sir/Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018;
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018;
- (3) ANNUAL REPORT FOR THE YEAR 2018;
- (4) FINANCIAL REPORT FOR THE YEAR 2018;
- (5) PROPOSED 2018 PROFIT DISTRIBUTION PLAN;
- (6) PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES;
- (7) PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A
SHARES AND/OR H SHARES;
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- (12) PROPOSED RE-APPOINTMENT/APPOINTMENT OF AUDITORS FOR THE YEAR 2019;
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- (19) PROPOSED AMENDMENTS TO THE MANAGEMENT MEASURES ON RAISED FUNDS; AND
- (20) NOTICES OF ANNUAL GENERAL MEETING OF 2018 AND THE FIRST H SHARE CLASS MEETING OF 2019

LETTER FROM THE BOARD

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the AGM and the H Share Class Meeting to be held on Monday, June 3, 2019, to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM and the H Share Class Meeting. For the details of the proposed resolutions at the AGM and the H Share Class Meeting, please also refer to the notices of the AGM and the H Share Class Meeting enclosed with this circular.

2. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Board for the year 2018, the text of which is set out in Appendix I to this circular.

3. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to consider and approve the work report of the Supervisory Committee for the year 2018, the text of which is set out in Appendix II to this circular.

4. ANNUAL REPORT FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to consider and approve the annual report, annual report summary and annual results announcements for the year 2018 which are published on the websites of the Hong Kong Stock Exchange (<http://www.hkexnews.hk>) and Shanghai Stock Exchange (<http://www.sse.com.cn>).

5. FINANCIAL REPORT FOR THE YEAR 2018

An ordinary resolution will be proposed at the AGM to consider and approve the Company's audited financial report for the year 2018 (the "**Financial Report 2018**"), the text of which is set out in Appendix III to this circular.

6. PROPOSED 2018 PROFIT DISTRIBUTION PLAN

Special resolutions will be proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting to consider and approve the proposed 2018 Profit Distribution Plan.

The Board proposed the issue of the Capitalization Shares on the basis of 4 Capitalization Shares for every existing 10 Shares by way of capitalization of reserve, representing a total increase of 468,024,914 Shares comprising 48,718,160 New H Shares and 419,306,754 New A Shares based on the Company's total share capital of 1,170,062,286 Shares comprising 121,795,400 H Shares and 1,048,266,886 A Shares as at the Latest Practicable Date, subject to any change of number of Shares until the record date for determining Shareholders' entitlement to the Capitalization of Reserve. The New H Shares will be issued on a pro-rated basis and any fractional Shares (if any) will be rounded down to the nearest whole unit. No fractional Shares will be issued and distributed pursuant to the Capitalization of Reserve, but will be aggregated and sold for the benefit of the Company.

The Board also proposed that, a cash dividend in an aggregate amount of RMB678,636,125.88 (inclusive of tax) will be distributed to the Shareholders (representing a dividend of RMB5.80 (inclusive of tax) per 10 Shares based on the total issued Shares of the Company as of the Latest Practicable Date). The cash dividend will also be paid on a pro-rated basis for Shareholders who hold Shares in odd lot

LETTER FROM THE BOARD

(i.e. RMB0.58 per ordinary Share). The exchange rate to be used to convert the cash dividend from RMB to HK\$ will be the average of the medium rate of RMB to HK\$ announced by the People's Bank of China for five working days (the “**Medium Rate**”) prior to and including June 3, 2019, the date on which the Profit Distribution to be declared at the AGM. For illustration purpose, the Medium Rate at the Latest Practicable Date is RMB0.85567 to HK\$1. Hence, H Shareholders will receive HK\$6.7783 for every 10 H Shares held by them.

The Capitalization of Reserve is subject to the following conditions:

- (i) approval of the Shareholders by way of special resolutions at the AGM, H Share Class Meeting and A Share Class Meeting to be held on June 3, 2019;
- (ii) Hong Kong Stock Exchange granting the listing of, and permission to deal in, the New H Shares; and
- (iii) compliance with the relevant legal procedures and requirements under the Company Law of the PRC to effect the Capitalization of Reserve.

The Profit Distribution will be declared according to the Articles of Association. Dividend on A Shares will be paid in Renminbi and dividend on H Shares will be paid in Hong Kong dollars.

Status of Capitalization Shares

The Capitalization Shares will, subject to the Articles of Association, rank *pari passu* in all respects with the Shares in issue on the date of the issue of the Capitalization Shares. Holders of the Capitalization Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Capitalization Shares are allotted and issued. The Capitalization of Reserve should not result in any change to the rights of the Shares. For the avoidance of doubt, the holder of the Capitalization Shares will not be entitled to the cash dividend under the proposed 2018 Profit Distribution Plan.

Overseas H Shareholders

As at the Latest Practicable Date, according to the latest register of members available to the Company, none of the H Shareholders as recorded on the register of members of the Company had an address which is outside Hong Kong.

Upon the 2018 Profit Distribution Plan becoming unconditional, the Company will consider if there are any overseas H Shareholders located in other jurisdictions, and if there are such overseas H Shareholders, then the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies for the relevant overseas H Shareholders to be eligible to take part in the Capitalization of Reserve and Profit Distribution pursuant to the Listing Rules.

LETTER FROM THE BOARD

Effect to the Shareholding upon Completion of the Capitalization of Reserve

Set out below is the shareholding structure of the Company as at the Latest Practicable Date and immediately upon completion of allotment and issue of Capitalization Shares (assuming that no other Shares are allotted or issued and no existing Shares are repurchased or cancelled prior to the record dates in respect of holders of H Shares and A Shares by reference to their entitlements to the Capitalization of Reserve and the Profit Distribution, upon satisfaction of the conditions set out above):

	As at the Latest Practicable Date		Immediately upon completion of the Capitalization of Reserve	
	Number of Shares	Approximate percentage of total issued shares	Number of Shares	Approximate percentage of total issued Shares
H Shares	121,795,400	10.41%	170,513,560	10.41%
A Shares	1,048,266,886	89.59%	1,467,573,640	89.59%
Total	1,170,062,286	100.00%	1,638,087,200	100.00%

Note:

- 1 As disclosed in the announcement of the Company dated March 22, 2019, in relation to the repurchase and cancellation of part of the restricted A Shares of the Company (“**Restricted A Shares**”) under the Restricted A Shares and Stock Option Incentive Plan of 2018 (the “**2018 A Share Incentive Plan**”), the Company has repurchased 31,347 Restricted A Shares (the “**Repurchased Restricted A Shares**”) from 11 participants who have resigned from the Company. As at the Latest Practicable Date, the Company has not completed the cancellation of such Restricted A Shares. If such cancellation is completed before the completion of the Capitalization of Reserve, no Capitalization Share will be issued in respect of the Repurchased Restricted A Shares.

Tax Arrangements in respect of the Capitalization of Reserve and the Profit Distribution

In accordance with the Regulation on the Implementation of the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法實施條例》) which came into effect on January 1, 2008 and the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) which was last amended and came into effect on December 29, 2018, and the “Notice on Issues in Relation to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Overseas Non-resident Enterprise Holders of H Shares” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on November 6, 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise Shareholders at a tax rate of 10%, when the Company distributes annual dividend to non-resident enterprise Shareholders whose names appear on the H Shares register of members. As such, any H Shares registered in the name of non-individual Shareholder, including shares registered in the name of HKSCC Nominees Limited, and other nominees, trustees, or other organizations and groups, shall be deemed to be H Shares held by non-resident enterprise Shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

LETTER FROM THE BOARD

In accordance with the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on May 13, 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises. Therefore, the Company will not be required to withhold and pay any individual income tax on behalf of individual Shareholders when the Company distributes the dividend to individual Shareholders whose names appear on the H Share register of members.

Profit Distribution to Investors of Northbound Trading

For investors of the Hong Kong Stock Exchange (including enterprises and individuals) investing in the A Shares of the Company listed on the Shanghai Stock Exchange (the “**Northbound Trading**”), their dividends will be distributed in RMB by the Company through the Shanghai Branch of China Securities Depository and Clearing Corporation Limited to the account of the nominee holding such Shares. The Company will withhold and pay income taxes at the rate of 10% on behalf of those investors and will report to the tax authorities for the withholding. For investors of Northbound Trading who are tax residents of other countries and whose country of domicile is a country which has entered into a tax treaty with the PRC stipulating a dividend tax rate of lower than 10%, those enterprises and individuals may, or may entrust a withholding agent to, apply to the competent tax authorities for the entitlement of the rate under such tax treaty. Upon approval by the competent tax authorities, the paid amount in excess of the tax payable based on the tax rate according to such tax treaty will be refunded.

The record date and the date of distribution of cash dividends and other arrangements for the investors of Northbound Trading will be the same as those for the A Shareholders of the Company.

Profit Distribution to Investors of Southbound Trading

For investors of the Shanghai Stock Exchange and Shenzhen Stock Exchange (including enterprises and individuals) investing in the H Shares of the Company listed on the Hong Kong Stock Exchange (the “**Southbound Trading**”), the cash dividends for the investors of H Shares of Southbound Trading will be paid in RMB. The record date and the date of distribution of cash dividends and other arrangements for the investors of Southbound Trading will be the same as those for the holders of H Shares of the Company.

Shanghai-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2014]81號)), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Shenzhen-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》(財稅[2016]127號)), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H Shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in Shares listed on the Hong Kong Stock Exchange through Shenzhen Hong Kong Stock Connect, the tax payable shall be the same as that for individual

LETTER FROM THE BOARD

investors. The company of such H Shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

According to the relevant provisions of the State Administration of Taxation of the PRC, the Capitalization of Reserve shall not be subject to any tax nor any withholding tax.

Shareholders are suggested to consult their tax consultants regarding the tax impacts in the PRC, Hong Kong and other countries (regions) for holding and selling the Shares.

Eligibility for Capitalization Shares for Shareholders trading through Southbound Trading and Northbound Trading

As at the Latest Practicable Date, the H Shares are eligible for Southbound Trading and the A Shares are eligible for Northbound Trading. Subject to compliance with the relevant laws or regulations in the PRC, New H Shares will be allotted to the H Shareholders in the PRC who are holding the H Shares through the Southbound Trading and New A Shares will be allotted to the A Shareholders in Hong Kong who are holding the A Shares through Northbound Trading.

Application for Listing

Application will be made by the Company to the Listing Committee of the Hong Kong Stock Exchange for the approval for the listing of, and permission to deal in, the New H Shares. The New A Shares will be listed on the Shanghai Stock Exchange. Subject to the satisfaction of the conditions as set out in this circular (including but not limited to the granting of the aforesaid listing approval by the Hong Kong Stock Exchange), the New H Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS. All necessary arrangements will be made by the Company for the New H Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Aside from the Hong Kong Stock Exchange, the New H Shares will not be listed at or dealt in any other stock exchanges, and the Company is not currently seeking for or proposing to seek for the listing at or dealing in any other stock exchanges for the New H Shares.

Subject to the Capitalization of Reserve becoming unconditional, the certificates for the New H Shares and the cheques for the Profit Distribution will be despatched by ordinary post to the H Shareholders who are entitled thereto at their own risk. In case of joint shareholding, the certificates for the New H Shares and the cheques for the Profit Distribution will be posted to the first named person on the H Shareholder's register in respect of such joint shareholding. The New H Shares are expected to commence dealing on the Hong Kong Stock Exchange no later than Friday, August 2, 2019.

Closure of Register of Members

In order to determine the list of H Shareholders who are entitled to the Capitalization of Reserve and Profit Distribution, the Company's register of members will be closed from Wednesday, June 19, 2019 to Tuesday, June 25, 2019, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's register of members on Tuesday, June 25, 2019 are entitled to receive the New H Shares and Profit Distribution. In order to receive the New H Shares and Profit Distribution, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar of the Company, Tricor Investor Services Limited at or before 4:30 p.m. on Tuesday, June 18, 2019 at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.

LETTER FROM THE BOARD

Odd Lot Arrangement

In order to facilitate the trading of odd lots (if any) of the H Shares as a result of the Capitalization of Reserve, the Company has appointed, Global Mastermind Securities Limited, as an agent to provide matching service, on a best effort basis, to those H Shareholders who wish to acquire odd lots of the H Shares to make up a full board lot, or to dispose of their holding of odd lots of the H Shares during the period from 9:00 a.m. on Thursday, June 27, 2019 to 4:00 p.m. on Wednesday, July 17, 2019, both days inclusive, based on the expected timetable. H Shareholders who wish to take advantage of this service should, directly or through their brokers contact Mr. Anthony LEE of Global Mastermind Securities Limited at 25/F, Nam Wo Hong Building, 148 Wing Lok Street, Sheung Wan, Hong Kong at telephone number (852) 2763 3919 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of the aforesaid period. H Shareholders should note that successful matching of the sale and purchase of odd lots of the H Shares is not guaranteed. H Shareholders who are in doubt about this service are recommended to consult their professional advisers.

Statement to be made on Acquisition of Shares

The Company shall ensure that all its listing document(s) and share certificates include the statements stipulated below and shall instruct and cause its share registrars not to register the subscription, purchase or transfer of any of its Shares in the name of any particular holder unless and until such holder delivers to such share registrar a signed form in respect of such Shares bearing statements to the following effect:

- (i) the acquirer of Shares agrees with the Company and each of its Shareholders, and the Company agrees with each Shareholder, to observe and comply with the Company Law of the PRC, the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies and the Articles of Association;
- (ii) the acquirer of Shares agrees with the Company, each of its Shareholders, Directors, Supervisors, managers and officers, and the Company acting for itself and for each Director, Supervisor, manager and officer agrees with each Shareholder, to refer all differences and claims arising from the Articles of Association or any rights or obligations conferred or imposed by the Company Law of the PRC or other relevant laws and administrative regulations concerning the affairs of the Company to arbitration in accordance with the Articles of Association. Any reference to arbitration shall be deemed to authorize the arbitration tribunal to conduct its hearing in open session and to publish its award. Such arbitration will be final and conclusive;
- (iii) the acquirer of Shares agrees with the Company and its Shareholders that the Shares are freely transferable by the holder of such Shares; and
- (iv) the acquirer of Shares authorizes the Company to enter into a contract on his behalf with each Director and officer whereby such Directors and officers undertake to observe and comply with their obligations to Shareholders stipulated in the Articles of Association.

Warning of Risks of Dealing in the H Shares

H Shareholders should note that the existing H Shares are expected to be dealt in on an ex-entitlement basis for entitlement to the New H Shares and the Profit Distribution from Monday, June 17, 2019. If the conditions of the Capitalization of Reserve and Profit Distribution (as set out above under the section headed “Proposed 2018 Profit Distribution Plan”) are not fulfilled, the Capitalization of Reserve and Profit Distribution will not proceed. If in doubt, investors are recommended to consult their professional advisers.

LETTER FROM THE BOARD

Reasons for the Capitalization of Reserve and the Profit Distribution

Based on the positive expectations on the future development of the Company, and with reference to the operating and the overall financial status of the Company, the Board proposed the Capitalization of Reserve and the Profit Distribution so as to share the fruitful result of the Company's business performance with the Shareholders.

In addition, to encourage the Shareholders to continue to support the Company's future development, the Board believes that the Capitalization of Reserve will allow the Shareholders to enjoy a pro-rata increase in the number of Shares held by them in the Company without incurring any significant costs to them. Although the Capitalization of Reserve is not expected to increase the Shareholders' proportionate equity interests in the Company, the Capitalization of Reserve will increase the number of Shares to be held by the Shareholders, which will afford the Shareholders with more flexibility in managing their own investment portfolios such as giving them more convenience in disposing of a portion of the Shares for cash return. The Capitalization of Reserve will also result in the increase of number of Shares in issue, and the number of Shares held by H Shareholders, which will motivate the trading of Shares by the H Shareholders, and thus will enhance the trading activities and liquidity of the Shares in the market.

Further Issue of Securities

The Company does not anticipate there is any public or private issue or placing of securities of the Company other than H Shares which is being made simultaneously with the issue of the Capitalization Shares or is proposed to be made prior to the end of three months after the issue of this circular, save as any A Shares or options which may be issued pursuant to the Restricted A Shares and Stock Option Incentive Plan of 2018, details of which is disclosed in the prospectus of the Company dated December 3, 2018.

7. PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES

An ordinary resolution will be proposed at the AGM to consider and approve the maximum amount of financial guarantees to be provided by the Company for certain subsidiaries of the Company, details of which are set out in Appendix IV to this circular.

8. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE A SHARES AND/OR H SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, a special resolution will be proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the respective total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

Further details of the special resolution to be passed with respect to the grant of Issuance Mandate to issue A Shares and/or H Shares are set out in Appendix V to this circular.

LETTER FROM THE BOARD

9. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE A SHARES AND/OR H SHARES

In order to give the Company the flexibility to repurchase Shares if and when appropriate, a special resolution will be proposed at the AGM, the A Share Class Meeting and the H Share Class Meeting to approve the granting of the Share Repurchase Mandate to the Directors to repurchase A Shares and/or H Shares on the Hong Kong Stock Exchange of not exceeding 10% of the total number of issued A Shares or H Shares of the Company as at the date of passing of the proposed special resolution.

The Directors wish to state that they have no immediate plan to repurchase any A Shares or H Shares pursuant to the Share Repurchase Mandate.

Further details of the special resolution to be passed with respect to the grant of Repurchase Mandate to issue A Shares and/or H Shares are set out in Appendix VI to this circular. An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix VII to this circular.

10. PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

A special resolution will be proposed at the AGM to consider and approve the granting of authorization for issuance of onshore and offshore debt financing instruments, details of which are set out in Appendix VIII to this circular.

11. PROPOSED DIRECTORS' REMUNERATION

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration of the Directors for the year 2018 as follows:

For Directors who hold positions in the Company (i.e. the executive Directors), his/her remuneration shall be determined by existing remuneration package of the Company. For Directors who do not hold a position in the Company (i.e. the non-executive Directors and independent non-executive Directors), he/she shall not receive any remuneration. The annual allowance for independent non-executive Directors shall be RMB200,000 (before tax). If such Director worked less than one year, his remuneration shall be calculated on a pro-rata and daily basis. The Company shall reimburse the independent non-executive Directors all necessary and actual expenses in relation to the participation of Board meeting, the general meeting of shareholders and the exercise of their functions and powers in accordance with the relevant provisions of the Company Law of the PRC and the Articles of Association.

12. PROPOSED SUPERVISORS' REMUNERATION

An ordinary resolution will be proposed at the AGM to consider and approve the remuneration of the supervisors of the Company for the year 2018 as follows:

The Supervisory Committee believes that the remuneration plan of the current Supervisors is formulated according to the industry characteristics and the actual operations of the Company which is not detrimental to the interests of the Company and the Shareholders. Therefore, the Supervisory Committee agreed to the remuneration plan where the Supervisors who hold positions in the Company shall be determined based on the Company's economic benefits and the Supervisor's duties and actual work performance, and references shall be made factors such as the salary level of companies of similar scale in

LETTER FROM THE BOARD

the same industry. For Supervisors who do not hold a position in the Company, he/she shall not receive any remuneration. The human resources department is further authorized to organize assessment and decide on remuneration issues.

13. PROPOSED RE-APPOINTMENT/APPOINTMENT OF AUDITORS FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to consider and approve the re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) as PRC financial report and internal control report auditors of the Company for the year 2019. Another ordinary resolution will be proposed at the AGM to consider and approve the appointment of Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行) as offshore financial report auditors of the Company for the year 2019. The remuneration for the PRC and offshore auditors for the year 2019 shall be determined based on the actual work conducted.

14. PROPOSED FOREIGN EXCHANGE HEDGING LIMIT

An ordinary resolution will be proposed at the AGM to consider and approve the granting of limit on the engaging in foreign exchange hedging, details of which are set out in Appendix IX to this circular.

15. PROPOSED INCREASE OF REGISTERED CAPITAL

Reference is made to the announcement of the Company dated March 22, 2019, in relation to, amongst others, the proposed increase of registered capital of the Company. As approved by the China Securities Regulatory Commission on November 6, 2018, the Company issued 116,474,200 H Shares and over-allotted 5,321,200 H Shares under the Company's global offering on the Hong Kong Stock Exchange. The H Shares were listed on the Hong Kong Stock Exchange on December 13, 2018 and January 9, 2019, respectively.

A special resolution will be proposed at the AGM to consider and approve the increase of the Company's registered capital from RMB1,041,985,556 divided into 1,041,985,556 Shares to RMB1,170,062,286 divided into 1,170,062,286 Shares.

16. PROPOSED EXPANSION OF BUSINESS SCOPE

Reference is made to the announcement of the Company dated March 22, 2019, in relation to, amongst others, the proposed expansion of business scope of the Company. The original business scope of the Company includes "the production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services (Projects subject to approval according to law may only commence operation after approval by relevant departments)" (the "**Original Business Scope**").

In order to facilitate the use of proceeds from the issue of the H Shares and cater for the need of business development of the Company, the Board proposes to widen the Original Business Scope to include "outward investment with own funds".

An ordinary resolution will be proposed at the AGM to consider and approve the expansion of the Company's business scope to include outward investment with own funds.

17. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

After the amendments of the Articles of Association, the Company will continue to comply with the relevant requirements under the Listing Rules in relation to the purchase of its H Shares. In accordance with rule 10.06(5) of the Listing Rules, the H Shares purchased by the Company (whether on the Hong Kong Stock Exchange or otherwise) shall be automatically cancelled upon purchase as soon as reasonably practicable following the settlement of such purchase. In addition, we will continue to comply with rules 10.06(1) and 19A.25(1) of the Listing Rules, such that any specific approval or general mandate to be granted to the Directors to make such purchase(s) on the Hong Kong Stock Exchange, shall be passed by way of special resolutions of shareholders at general meetings and each class meetings conducted in accordance with the Articles of Association for approving share repurchases.

A special resolution will be proposed at the AGM to consider and approve the amendments to the Company’s Articles of Association, details of which are set out in Appendix X to this circular.

18. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS’ MEETINGS

A special resolution will be proposed at the AGM to consider and approve amendments to the rules of procedure for Shareholders’ meetings, details of which are set out in Appendix XI to this circular.

19. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS

A special resolution will be proposed at the AGM to consider and approve amendments to the rules of procedure for Board meetings, details of which are set out in Appendix XII to this circular.

20. PROPOSED AMENDMENTS TO THE MANAGEMENT MEASURES ON RAISED FUNDS

An ordinary resolution will be proposed at the AGM to consider and approve the amendments to the management measures on raised fund, details of which are set out in Appendix XIII to this circular.

21. ANNUAL GENERAL MEETING, H SHARE CLASS MEETING AND PROXY ARRANGEMENT

The notices of the AGM and the H Share Class Meeting are set out on pages 98 to 107 of this circular.

Pursuant to the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the AGM and the H Share Class Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

Two forms of proxy for use at the AGM and the H Share Class Meeting are enclosed with this circular and such forms of proxy are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's H Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the AGM and the H Share Class Meeting (i.e. not later than 2:00 p.m. on Sunday, June 2, 2019 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the forms of proxy will not preclude you from attending and voting at the AGM and/or the H Share Class Meeting if you so wish.

22. RECOMMENDATION

The Directors consider that all of the resolutions in relation to (1) work report of the Board of Directors for the year 2018; (2) work report of the Supervisory Committee for the year 2018; (3) annual report for the year 2018; (4) financial report for the year 2018; (5) proposed 2018 Profit Distribution Plan; (6) proposed provision of external guarantees for subsidiaries; (7) proposed granting of general mandate to issue A Shares and/or H Shares; (8) proposed granting of general mandates to repurchase A Shares and/or H Shares; (9) proposed authorization for issuance of onshore and offshore debt financing instruments; (10) proposed Directors' remuneration; (11) proposed Supervisors' remuneration; (12) proposed re-appointment of PRC auditors for the year 2019; (13) proposed appointment of offshore auditors for the year 2019; (14) proposed foreign exchange hedging limit; (15) proposed increase of registered capital; (16) proposed expansion of business scope; (17) proposed amendments to the Articles of Association; (18) proposed amendments to the rules of procedure for Shareholders' meetings; (19) proposed amendments to the rules of procedure for Board meetings; and (20) proposed amendments to the management measures on raised funds, are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and the H Share Class Meeting.

Yours faithfully,
For and on behalf of the Board
Dr. Ge Li
Chairman

WUXI APPTEC CO., LTD.**Work Report of the Board of Directors for the Year 2018**

In 2018, WuXi AppTec Co., Ltd. (the “**Company**”) successfully launched its “A+H” Share Dual Capital Platform. On the one hand, this “A+H” Dual Financing Platform will provide strong capital support for the Company, via which its investors and customers domestically and abroad may get to know the Company better and quicker, thus demonstrating the Company’s influence in the field of pharmaceutical research and development, and facilitating its global expansion and business development, and on the other hand, it will provide a solid foundation for the Company to expand its innovation ecosystem into the field of greater health.

We hereby report on the Company’s operating results, the main accomplishments of the Board of Directors in 2018 and its work plan for 2019 as follows:

I. Operating Results of the Company in 2018

In 2018, thanks to the leadership of the management and the great efforts of all our employees, the Company achieved satisfactory results in 2018. In 2018, the Company achieved a revenue of RMB9.614 billion, representing a year-on-year increase of 23.80%, with a net profit of RMB2.581 billion, representing a year-on-year increase of 62.02%, and net profit attributable to the parent company of RMB2.261 billion, representing a year-on-year increase of 84.22%.

During the reporting period, the Company secured more than 1,400 new customers, with more than 3,500 active customers. Thanks to the continuous increase in the business volume from our existing customers and continuous expansion of the new customer base, all the Company’s business segments maintained a strong momentum of development. During the period, the Company achieved a revenue of RMB9,613,683,600, representing a year-on-year increase of 23.80%. Specifically, our China-based laboratory services realized a revenue of RMB5,113,404,500, representing a year-on-year increase of 24.09%, our CDMO/CMO service realized a revenue of RMB2,698,885,500, representing a year-on-year increase of 28.00%, our US-based laboratory services realized a revenue of RMB1,204,152,200, representing a year-on-year increase of 6.10%, and our clinical research and other CRO services realized a revenue of RMB584,630,300, representing a year-on-year increase of 64.17%.

II. Review of the Work of the Board of Directors in 2018**(I) Election of Independent Directors**

In order to facilitate the Company’s issuance of overseas listed foreign shares (H shares) and listing on The Stock Exchange of Hong Kong Limited, the Company held the second Extraordinary General Meeting for 2018 on August 22, 2018, during which Mr. Dai Feng was elected Independent Director of the Company, whose term will last from the date on which the overseas listed foreign shares (H shares) issued by the Company are listed and traded on The Stock Exchange of Hong Kong Limited, till the end of the first session of the Board of Directors of the Company.

(II) Earnestly Fulfilling the Duties of the Board of Directors and Giving Full Play to its Decision-making Power on Major Issues

The Board of Directors of the Company strictly follows the “Company Law of the People’s Republic of China” (the “**Company Law**”), the “Securities Law of the People’s Republic of China”, the “Guidelines for the Governance of Listed Companies” and other relevant laws and regulations, the listing rules of the

stock exchanges on which its shares are listed, as well as the Company's internal rules and regulations such as the Articles of Association of WuXi AppTec Co., Ltd. (the "**Articles of Association**"), while actively fulfilling its responsibilities, carefully considering the material issues in relation to the Company's development and making decisions prudently.

In 2018, the Board of Directors of the Company held a total of 13 meetings and considered nearly 70 proposals as follows:

No.	Name of Meeting	Date of Meeting	Agenda
1.	The 13th meeting of the 1st session of the Board of Directors	February 1, 2018	<ol style="list-style-type: none"> 1. Proposal on Exemption of the Notice of the Board Meeting from Complying with the Timing Requirements of the Articles of Association 2. Proposal on Joint Investment in FOG Pharmaceuticals, Inc. with Related Parties
2.	The 14th meeting of the 1st session of the Board of Directors and the annual meeting of the Board of Directors for 2017	March 5, 2018	<ol style="list-style-type: none"> 1. Work Report of President (CEO) of WuXi AppTec Co., Ltd. for 2017 2. Work Report of the Board of Directors of WuXi AppTec Co., Ltd. for 2017 3. The Relevant Financial Reports of WuXi AppTec Co., Ltd. 4. The Final Accounts of WuXi AppTec Co., Ltd. for 2017 5. The Financial Budget of WuXi AppTec Co., Ltd. for 2018 6. Proposal on Connected Transactions in 2017 and Expected Connected Transactions in 2018 of WuXi AppTec Co., Ltd. 7. Profit Distribution Plan of WuXi AppTec Co., Ltd. for 2017 8. Proposal on Determining the Limit of Guarantees Provided for the Subsidiaries of the Company in 2018 9. Proposal on Determining the Limit of Foreign Exchange Hedging Business of the Company in 2018 10. Proposal on Re-appointment of the Accounting Firm 11. Proposal on Convening the 2017 Annual General Meeting of WuXi AppTec Co., Ltd.
3.	The 15th meeting of the 1st session of the Board of Directors	March 8, 2018	<ol style="list-style-type: none"> 1. Proposal on Reporting on the First Quarterly Results of the Company for 2018

No.	Name of Meeting	Date of Meeting	Agenda
4.	The 16th meeting of the 1st session of the Board of Directors	April 9, 2018	1. Proposal on Amendment to the Scheme of Initial Public Offering of A Shares of WuXi AppTec Co., Ltd. to Raise Funds for Investment Projects
5.	The 17th meeting of the 1st session of the Board of Directors	May 4, 2018	1. First Quarterly Financial Report of WuXi AppTec Co., Ltd. for 2018 2. Proposal on Opening of a Special Account and Signing of an Agreement on Tripartite Supervision for the Proceeds
6.	The 18th meeting of the 1st session of the Board of Directors	May 14, 2018	1. Proposal on Changing of Registered Capital and Type of the Company 2. Proposal on Amendment to the Articles of Association and Changing Industrial and Commercial Registration 3. Proposal on Use of Proceeds to Replace Self-raised Funds in Investment Projects and Self-owned Funds in Paid-up Issuance Expenses 4. Proposal on Use of Idling Proceeds for Cash Management 5. Proposal on Use of Certain Idling Self-owned Funds for Cash Management 6. Proposal on Use of Proceeds to Increase Share Capital of Subsidiaries 7. Proposal on Convening the First EGM of WuXi AppTec Co., Ltd. for 2018
7.	The 19th meeting of the 1st session of the Board of Directors	July 1, 2018	1. Proposal on Issuance of Overseas Listed Foreign Shares (H Shares) by the Company and Listing on the Main Board of The Stock Exchange of Hong Kong Limited and Conversion of the Company into an Overseas Subscription Company 2. Proposal on the Plan of Issuance of Overseas Listed Foreign Shares (H shares) by the Company and Listing on the Main Board of The Stock Exchange of Hong Kong Limited 3. Proposal on Validity of the Resolution on Issuance of Overseas Listed Foreign Shares (H Shares) by the Company and Listing on the Main Board of The Stock Exchange of Hong Kong Limited 4. Proposal on the Plan for the Use of Proceeds from Issuance of Overseas Listed Foreign Shares (H Shares) 5. Proposal on Revision of the Working Rules of General Manager of WuXi AppTec Co., Ltd.

No.	Name of Meeting	Date of Meeting	Agenda
			6. Proposal on Amendment to the Management Measures for Shares Held by the Directors, Supervisors and Senior Management of WuXi AppTec Co., Ltd. and the Changes Thereof 7. Proposal on Revision of the Internal Audit System of WuXi AppTec Co., Ltd.
8.	The 20th meeting of the 1st session of the Board of Directors	August 6, 2018	1. Proposal on Requesting the General Meeting to Authorize the Board of Directors and its Authorized Persons to Handle Issues Related to the Issuance of Overseas Listed Foreign Shares (H Shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited 2. Proposal on Determination of Persons Authorized by the Board of Directors to Handle Issues Related to Issuance of Overseas Listed Foreign Shares (H shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited 3. Proposal on Reporting on the Use of Funds Raised by the Company Previously 4. Proposal on Distribution Plan of Accumulated Profits Before the Issuance of Overseas Listed Foreign Shares (H Shares) by the Company 5. Proposal on Purchase of Insurance for the Responsibilities of Directors, Supervisors and Senior Management and the Prospectus 6. Proposal on Revision of the Articles of Association of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 7. Proposal on Revision of Rules of Procedures for the General Meeting of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 8. Proposal on Revision of Rules of Procedures for the Board of Directors of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 9. Proposal on Formulation of the Confidentiality and File Management System Related to Overseas Issuance and Listing of Securities of WuXi AppTec Co., Ltd. 10. Proposal on Revision of Working Rules of Independent Directors of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies

No.	Name of Meeting	Date of Meeting	Agenda
			<ul style="list-style-type: none"> 11. Proposal on Revision of The Management System of Connected Transactions of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 12. Proposal on Revision of The Management System of External Investment of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 13. Proposal on Revision of The Management System of External Guarantee of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 14. Proposal on the Corporate Governance System Applicable After the Issuance of Overseas Listed Foreign Shares (H Shares) 15. Proposal on Appointment of Authorized Representatives and Company Secretary Responsible for Communicating with The Stock Exchange of Hong Kong Limited 16. Proposal on Adjustment to the Members of the Audit Committee of the Company as per Requirements for the H-Share Listed Companies 17. Proposal on Nomination and Election of Candidates for Independent Directors of the First Session of the Board of Directors of the Company as per Requirements for the H-Share Listed Companies 18. Proposal on Determining the Estimated Limit for Continuous Connected Transactions for 2018-2020 and the Related Issues 19. Proposal on Appointment of Co-CEO and Revision of the Articles of Association of WuXi AppTec Co., Ltd. 20. Proposal on Revision of Working Rules of President of WuXi AppTec Co., Ltd. 21. Proposal on Appointment of Co-CEO 22. Proposal on Considering the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 (Draft) and its Abstract 23. Proposal on Considering the Methods of Implementation, Assessment and Management of the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018

No.	Name of Meeting	Date of Meeting	Agenda
			24. Proposal on Requesting the General Meeting to Authorize the Board of Directors to Handle Issues Related to the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 25. Proposal on Convening the Second EGM of WuXi AppTec Co., Ltd. for 2018
9.	The 21st meeting of the 1st session of the Board of Directors	August 21, 2018	1. Proposal on The Interim Report of the Company for 2018 and its abstract 2. Proposal on Special Report on Deposit and Use of Proceeds by the Company for the Six Months of 2018
10.	The 22nd meeting of the 1st session of the Board of Directors	August 28, 2018	1. Proposal on Adjustment to the Limit of Idling Proceeds and Self-owned Funds Used for Cash Management 2. Proposal on Launch of Full-featured Cross-border Two-way RMB Fund Pool Settlement Business 3. Proposal on Granting of Restricted Shares to the Participants for the First Time
11.	The 23rd meeting of the 1st session of the Board of Directors	October 30, 2018	1. Proposal on the Third Quarterly Report of the Company for 2018 2. Proposal on the Social Responsibility Report of the Company for 2017
12.	The 24th meeting of the 1st session of the Board of Directors	November 19, 2018	1. Proposal on Determination of Global Offering (Hong Kong Public Offering and International Offering) of H Shares and Listing on the Hong Kong Stock Exchange 2. Proposal on Revision of Rules of Procedures for Certain Board Committees as per Requirements for the H-Share Listed Companies
13.	The 25th meeting of the 1st session of the Board of Directors	December 19, 2018	1. Proposal on Capital Increase in Subsidiaries

(III) Major Issues were Submitted to the General Meeting for Consideration, and the Relevant Resolutions of the General Meeting Have Been Strictly Implemented

The Board of Directors of the Company carefully performs its duties as the convener of the general meeting in accordance with the relevant laws and regulations such as the Company Law, the listing rules of the stock exchanges on which the Company's shares are listed, and the internal rules and regulations such as the Articles of Association.

In 2018, the Board of Directors convened three general meetings as follows:

No.	Name of Meeting	Date of Meeting	Agenda
1.	The 2017 Annual General Meeting	March 26, 2018	<ol style="list-style-type: none"> 1. Work Report of the Board of Directors of WuXi AppTec Co., Ltd. for 2017 2. Proposal on Work Report of the Supervisory Committee of WuXi AppTec Co., Ltd. for 2017 3. The Final Accounts of WuXi AppTec Co., Ltd. for 2017 4. The Financial Budget of WuXi AppTec Co., Ltd. for 2018 5. Proposal on Connected Transactions in 2017 and Expected Connected Transactions in 2018 of WuXi AppTec Co., Ltd. 6. Profit Distribution Plan of WuXi AppTec Co., Ltd. for 2017 7. Proposal on Determining the Limit of Guarantees Provided for the Subsidiaries of the Company in 2018 8. Proposal on Determining the Limit of Foreign Exchange Hedging Business of the Company in 2018 9. Proposal on Re-appointment of the Accounting Firm
2.	The first Extraordinary General Meeting in 2018	May 30, 2018	<ol style="list-style-type: none"> 1. Proposal on Changing of Registered Capital and Type of the Company 2. Proposal on Amendment to the Articles of Association and Changing Industrial and Commercial Registration
3.	The second Extraordinary General Meeting in 2018	August 22, 2018	<ol style="list-style-type: none"> 1. Proposal on Issuance of Overseas Listed Foreign Shares (H Shares) by the Company and Listing on the Main Board of The Stock Exchange of Hong Kong Limited and Conversion of the Company into an Overseas Subscription Company 2. Proposal on the Plan of Issuance of Overseas Listed Foreign Shares (H shares) by the Company and Listing on the Main Board of The Stock Exchange of Hong Kong Limited

No.	Name of Meeting	Date of Meeting	Agenda
			<ol style="list-style-type: none"> 3. Proposal on Validity of the Resolution on Issuance of Overseas Listed Foreign Shares (H Shares) by the Company and Listing on the Main Board of The Stock Exchange of Hong Kong Limited 4. Proposal on the Plan for the Use of Proceeds from Issuance of Overseas Listed Foreign Shares (H Shares) 5. Proposal on Requesting the General Meeting to Authorize the Board of Directors and its Authorized Persons to Handle Issues Related to the Issuance of Overseas Listed Foreign Shares (H Shares) and Listing on the Main Board of The Stock Exchange of Hong Kong Limited 6. Proposal on Reporting on the Use of Funds Raised by the Company Previously 7. Proposal on Distribution Plan of Accumulated Profits before the Issuance of Overseas Listed Foreign Shares (H Shares) by the Company 8. Proposal on Purchase of Insurance for the Responsibilities of Directors, Supervisors and Senior Management and the Prospectus; 9. Proposal on Revision of the Articles of Association of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies; 10. Proposal on Revision of Rules of Procedures for the General Meeting of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 11. Proposal on Revision of Rules of Procedures for the Board of Directors of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 12. Proposal on Revision of Rules of Procedures for the Supervisory Committee of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 13. Proposal on Revision of Working Rules of Independent Directors of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 14. Proposal on Revision of The Management System of Connected Transactions of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies

No.	Name of Meeting	Date of Meeting	Agenda
			15. Proposal on Revision of The Management System of External Investment of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 16. Proposal on Revision of The Management System of External Guarantee of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 17. Proposal on Determining the Estimated Limit for Continuous Connected Transactions for 2018-2020 and the Related Issues 18. Proposal on Appointment of Co-CEO and Revision of the Articles of Association of WuXi AppTec Co., Ltd. 19. Proposal on Considering the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 (Draft) and its Abstract 20. Proposal on Considering the Methods of Implementation, Assessment and Management of the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 21. Proposal on Considering the List of Participants in the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 22. Proposal on Authorizing the Board of Directors to Handle Issues Related to the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 23. Proposal on Election of the Independent Director of the First Session of the Board of Directors of the Company as per Requirements for the H-Share Listed Companies

The Board of Directors of the Company have strictly implemented all the resolutions passed at the general meeting.

(IV) Performance of duties by the Independent Directors of the Company

In 2018, Mr. Jiangnan Cai, Ms. Yan Liu, Mr. Hetong Lou, Mr. Xiaotong Zhang and Mr. Dai Feng, independent directors of the Company, contributed constructive suggestions on essential issues such as the Company's standard operation and management with focus on the Company's financial position and related party transactions. They all have played an important role in facilitating the establishment of the basic management framework as well as the standardized and scientific operation of the Board of Directors of the Company.

(V) Further Improving the Corporate Governance Structure of the Company

In order to comply with the regulatory requirements for the listing of the Company's A shares and H shares, the Board of Directors vigorously optimized the Company's corporate governance structure and enhanced its internal control, so as to ensure scientific and rational decision-making and sustainable development of the Company, and effectively protect the interests of the Company and its shareholders in accordance with the relevant laws and regulations such as the Company Law, the listing criteria of the stock exchange where the Company's stock is listed, and the internal rules and regulations of the Articles of Association.

III. The Work Plan of the Board of Directors for 2019

In 2019, the Board of Directors will fully comprehend the seriousness of the economic situation and the hidden opportunities under the complicated economic situation, and be more diligent, conscientious and effective in fulfilling its responsibilities, unswervingly implement the development strategies, while actively enhancing the Company's competitive strength, improving its corporate governance structure and reward the investors with more brilliant business performance.

WUXI APPTEC CO., LTD.**Work Report of the Supervisory Committee for the Year 2018**

In 2018, members of the Supervisory Committee of WuXi AppTec Co., Ltd. (the “**Company**”) actively and conscientiously fulfilled their responsibilities by performing effective supervision over the operation and financial condition of the Company and compliance of the directors and senior management with the applicable laws and regulations, which have further improved the Company’s corporate governance structure, and safeguarded the interests of the Company and its shareholders as a whole.

I. Review of the Work of the Supervisory Committee for 2018**(I) Daily work**

The Supervisory Committee of the Company strictly followed the “Company Law of the People’s Republic of China” (the “**Company Law**”), the “Securities Law of the People’s Republic of China”, the “Guidelines for the Governance of Listed Companies” and other relevant laws and regulations, the listing rules of the stock exchanges on which its shares are listed, as well as the Company’s internal rules and regulations such as the Articles of Association of WuXi AppTec Co., Ltd. (the “**Articles of Association**”), while actively fulfilling its responsibilities.

In 2018, the Supervisory Committee of the Company held a total of 7 meetings and considered 23 proposals as follows:

No.	Name of Meeting	Date of Meeting	Agenda
1.	The 10th meeting of the 1st session of the Supervisory Committee	February 1, 2018	1. Proposal on Joint Investment in FOG Pharmaceuticals, Inc. with Related Parties
2.	The 11th meeting of the 1st session of the Supervisory Committee	March 5, 2018	1. Proposal on Work Report of the Supervisory Committee of WuXi AppTec Co., Ltd. for 2017 2. The Final Accounts of WuXi AppTec Co., Ltd. for 2017 3. The Financial Budget of WuXi AppTec Co., Ltd. for 2018 4. Proposal on Connected Transactions in 2017 and Expected Connected Transactions in 2018 of WuXi AppTec Co., Ltd. 5. Profit Distribution Plan of WuXi AppTec Co., Ltd. for 2017 6. Proposal on Determining the Limit of Guarantees Provided for the Subsidiaries of the Company in 2018

No.	Name of Meeting	Date of Meeting	Agenda
3.	The 12th meeting of the 1st session of the Supervisory Committee	May 14, 2018	<ol style="list-style-type: none"> 1. Proposal on Use of Proceeds to Replace Self-raised Funds in Investment Projects and Self-owned Funds in Paid-up Issuance Expenses 2. Proposal on Use of Idling Proceeds for Cash Management 3. Proposal on Use of Proceeds to Increase Share Capital of Subsidiaries
4.	The 13th meeting of the 1st session of the Supervisory Committee	July 1, 2018	<ol style="list-style-type: none"> 1. Proposal on Revision of Rules of Procedures for the Supervisory Committee of WuXi AppTec Co., Ltd. as per Requirements for the H-Share Listed Companies 2. Proposal on Reporting on the Use of Funds Raised by the Company Previously 3. Proposal on Distribution Plan of Accumulated Profits before the Issuance of Overseas Listed Foreign Shares (H Shares) by the Company 4. Proposal on Determining the Estimated Limit for Continuous Connected Transactions for 2018-2020 and the Related Issues 5. Proposal on Considering the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 (Draft) and its Abstract 6. Proposal on Considering the Methods of Implementation, Assessment and Management of the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018 7. Proposal on Considering the List of Participants in the Restricted Share and Share Option Incentive Scheme of WuXi AppTec Co., Ltd. for 2018
5.	The 14th meeting of the 1st session of the Supervisory Committee	August 6, 2018	<ol style="list-style-type: none"> 1. Proposal on the Interim Report of the Company for 2018 and its Abstract 2. Proposal on Special Report on Deposit and Use of Raised Funds by the Company for the Six Months of 2018
6.	The 15th meeting of the 1st session of the Supervisory Committee	August 28, 2018	<ol style="list-style-type: none"> 1. Proposal on Adjustment to the Limit of Idling Proceeds and Self-owned Funds Used for Cash Management 2. Proposal on Granting of Restricted Shares to the Participants for the First Time

No.	Name of Meeting	Date of Meeting	Agenda
7.	The 16th meeting of the 1st session of the Supervisory Committee	October 30, 2018	<ol style="list-style-type: none"> 1. Proposal on the Third Quarterly Report of the Company for 2018 2. Proposal on the Social Responsibility Report of the Company for 2017

(II) Independent Opinions

1. Independent opinions of the Supervisory Committee on the legal operation of the Company: The Supervisory Committee performed effective supervision over the convening procedures and resolutions of the shareholders' meetings and meetings of the Board of Directors of the Company as well as the implementation of the resolutions of the shareholders' meetings by the Board of Directors in accordance with the relevant laws and regulations such as the Company Law, the listing rules of the stock exchanges on which the Company's shares are listed, and the internal rules and regulations such as the Articles of Association. The Supervisory Committee believes that the convening procedures for the general meetings of shareholders, meetings of the Board of Directors of the Company are legal, and the resolutions thereof have been effectively implemented; the corporate governance structure has been further improved; the Board of Directors has been operating in a regulated manner and making prudent decisions; and the Directors and senior management were diligent, pragmatic and enterprising and have been playing an important role in improving the corporate governance and effectiveness of the decision-making mechanism of the Company, as well as safeguarding the interests of Companies and its shareholders.
2. Independent opinions of the Supervisory Committee on the financial condition of the Company: The Company's financial report for 2018 has fairly and completely reflected the Company's financial condition and operating results, and the standard unqualified audit report issued by Deloitte Touche Tohmatsu Certified Public Accountants LLP as well as their analysis and evaluation of the important issues of the Company are fair and objective.
3. Independent opinions of the Supervisory Committee on acquisition/disposal of assets of the Company: The Company's acquisition and disposal of assets in 2018 were based on reasonable prices, and no insider transaction or impairment to the shareholders' interests or loss of the Company's assets were identified.
4. Independent opinions of the Supervisory Committee on connected transactions of the Company: The prices of the Company's connected transactions in 2018 were determined based on the market prices under the principle of fairness among the parties to the transaction, and no damage has been done to the interests of the Company and the non-connected shareholders during the decision-making and implementation of connected transactions.
5. Review and opinions of the Supervisory Committee on the evaluation report of the internal control of the Company: The Supervisory Committee has reviewed the Internal Control Evaluation Report of the Company for 2018 and had no objection to it.

III. Work Plan of the Supervisory Committee for 2019

In 2019, the Supervisory Committee will continue to perform its duties diligently in accordance with the Company Law and other relevant laws and regulations, the listing rules of the stock exchanges on which its shares are listed, as well as the Company's internal rules and regulations such as the Articles of Association, and perform diligent supervision over the operation and financial situation of the Company, the performance of the Directors and senior management, and the operation of the Company's internal control system, so as to safeguard the interests of the Company and its shareholders as a whole.

WuXi AppTec Co., Ltd.

Final Accounts for the Year 2018

The Final Accounts of WuXi AppTec Co., Ltd. (“**WuXi AppTec**” or the “**Company**”) and its subsidiaries for 2018 have been audited and approved by Deloitte Touche Tohmatsu Certified Public Accountants LLP, which are hereby reported to you as follows:

In 2018, WuXi AppTec accomplished the listing of its A shares and H shares on the Shanghai Stock Exchange and the Main Board of The Stock Exchange of Hong Kong Limited and became a dual-listed company. During the year, the Company’s businesses were developing steadily. As it further tightened the budget management and centralized fund management and control, its financial condition continued to improve, with the costs & expenses reined within the budget. The cash flow of the Company was generally balanced, and its overall profitability was further improved, with which it has achieved a steady progress in both business development and economic returns and accomplished all its economic targets.

Deloitte Touche Tohmatsu Certified Public Accountants LLP has audited the financial condition, operating results and cash flow of the Company for 2018 and issued a standard unqualified audit report thereon.

I. Operating results

(I) Revenue

In 2018, the Company recorded a revenue of RMB9,614 million, representing an increase of 23.80% over the previous year.

(II) Costs and expenses

1. Operating costs: In 2018, the Company’s operating costs amounted to RMB5,821 million, representing an increase of 28.87% over the previous year, accounting for 60.55% of the total revenue, representing an increase of 2.38 percentage points over the previous year.

2. Taxes and surcharges: In 2018, the Company’s taxes and surcharges amounted to RMB29 million, representing an increase of 11.03% over the previous year.

3. Sales costs: In 2018, the Company’s sales costs amounted to RMB338 million, representing an increase of 15.91% over the previous year.

4. Administrative expenses: In 2018, the Company’s administrative expenses amounted to RMB1,131 million, representing an increase of 17.34% over the previous year.

5. Finance expenses: In 2018, the Company’s net finance expenses amounted to RMB56 million, as compared with RMB184 million in the previous year, which was mainly due to the increase in its exchange gains in 2018 as a result of the appreciation of US dollar against RMB.

(III) Profits

In 2018, the Company recorded a total profit of RMB2,581 million, representing an increase of 62.02% as compared with RMB1,593 million in the previous year. Net profit attributable to owners of the parent company was RMB2,261 million, representing an increase of 84.22% as compared with RMB1,227 million in the previous year.

II. Financial condition

(I) Assets

Total assets of the Company amounted to RMB22,667 million as at the end of the period, representing an increase of 80.18% as compared with RMB12,580 million in the previous year, of which the current assets were RMB11,807 million, accounting for 52.09% of the total assets, and the non-current assets were RMB10,861 million, accounting for 47.91% of the total assets.

The Company's monetary funds amounted to RMB5,761 million, representing an increase of RMB3,288 million as compared with the beginning of the year, mainly due to the increase in its bank deposits.

Other non-current financial assets amounted to RMB2,079 million, representing an increase of RMB1,396 million as compared with the beginning of the year, mainly due to the increase of RMB616 million in the fair value of financial assets, increase of RMB582 million in the investment in Lionrock New Hope (HK) Ltd, MedTecX and Schrodinger, Inc and increase of RMB191 million in the impact of adoption of the new financial standards adjusted at the beginning of the year.

The Company's long-term equity investment was RMB656 million, representing an increase of RMB272 million as compared with the beginning of the year, which was mainly from the gains on the Group's investment in WuXi Healthcare Ventures II L.P. and additional investment in it as well as the companies such as PICA Health Technologies Ltd. and Clarity Medical Group Ltd.

The Company's fixed assets amounted to RMB3,491 million, representing an increase of RMB658 million as compared with the beginning of the year, mainly due to the increase of RMB923 million in the fixed assets due to the completion of Phase II of the Changzhou Base Project and Phase I of the Northern Base Project, increase of RMB235 million due to the purchase of machinery and equipment, in addition to the provision for normal depreciation of RMB500 million.

(II) Liabilities

The Company's total liabilities amounted to RMB4,502 million as at the end of 2018, representing a decrease of RMB1,340 million or 22.94% as compared with the previous year, of which current liabilities amounted to RMB3,762 million, accounting for 83.56% of the total liabilities, and non-current liabilities amounted to RMB740 million, accounting for 16.44% of the total liabilities.

The Company's short-term loans amounted to RMB120 million, representing a decrease of RMB1,198 million as compared with the beginning of the year, mainly due to the repayment of most of the Company's short-term bank loans with the proceeds from issuance of H shares.

The Company's taxes and fees payable amounted to RMB204 million, representing a decrease of RMB77 million as compared with the beginning of the year, mainly due to the payment of corporate income tax and value-added tax on disposal of assets in Pharmaceutical Development Service.

(III) Shareholders' equity

The shareholders' equity attributable to the parent company amounted to RMB17,688 million as at the end of the period, representing an increase of RMB11,346 million over the previous year, mainly due to the increase in the owner's equity of RMB8,855 million as a result of the proceeds from the issuance of A

Shares and H Shares, increase in the shareholders' equity of RMB2,261 million as a result of the net profit attributable to the owners of the parent company, and increase in the owner's equity of RMB189 million due to the changes in accounting policies.

(IV) Cash flow

1. Cash flow from operating activities

The cash inflow from operating activities in the current period was RMB9,775 million, of which RMB9,270 million was from the sales of goods and provision of services, accounting for 94.83% of the cash inflow from operating activities.

The cash outflow from operating activities was RMB8,135 million; of which the cash payment for purchase of goods and labour services amounted to RMB3,858 million, accounting for 47.42% of the cash outflow from operating activities, and the cash payment to and for employees amounted to RMB2,778 million, accounting for 34.15% of the cash outflow from operating activities.

The net cash inflow from operating activities was RMB1,640 million, representing a decrease of RMB154 million as compared with RMB1,794 million in the same period of the previous year, mainly due to the Company's payment of part of the taxes in respect of STA's purchase of the total assets and liabilities of the Pharmaceutical Development Service Department held by Wuxi AppTec (Shanghai) Co., Ltd. (上海藥明康德新藥開發有限公司), a subsidiary of the Company, in 2017, which amounted to RMB125,222,100. Excluding the impact of such one-off tax, the net cash flow from operating activities decreased by 1.56% year on year, mainly due to the cash payment for expansion of production and operation, purchase of goods and labour service and the increase in cash paid to the employees.

2. Cash flow from investing activities

Cash inflow from investing activities amounted to RMB218 million, being the cash from the investment returns and recovery of investments; cash outflow from investing activities amounted to RMB5,495 million, being the cash paid for investment and purchase of fixed assets, intangible assets and other long-term assets.

Net cash outflow from investing activities was RMB5,277 million, representing an increase in the net cash outflow of RMB4,153 million as compared with the net cash outflow of RMB1,124 million for the same period of the previous year.

3. Cash flow from financing activities

Cash inflow from financing activities was RMB10,717 million, most of which, i.e. RMB9,252 million, was the cash received from the acquisition of investment, accounting for 86.33% of the cash inflow from financing activities;

The cash outflow from financing activities was RMB3,733 million, most of which, i.e. RMB2,984 million, was the cash used for repayment of debt, accounting for 79.94% of the cash outflow from financing activities.

The net cash inflow from financing activities was RMB6,984 million, representing an increase of RMB7,658 million as compared with the net cash outflow of RMB674 million from the financing activities for the same period of the previous year.

III. Financial indicators

(I) Solvency

The current ratio for the period was 3.14, representing an increase of 1.96 over the previous year; the quick ratio was 2.86, representing an increase of 1.85 over the previous year; and the asset-liability ratio was 19.86%, representing a decrease of 26.58 percentage points from the previous year.

(II) Profitability

1. Growth rate of operating profit

The growth rate of operating profit for the period was 76.96%, which was mainly due to the increase in gross profit from the main business and the increase in the fair value of investment projects.

2. Return on net assets

The return on net assets was 12.85%, representing a decrease of 6.39 percentage points from the previous year.

(III) Operating capacity

Turnover rate for accounts receivable: The turnover rate for accounts receivable for the period was 5.3 times, as compared with 5.2 times for the same period of the previous year, representing an increase of 0.1 times, mainly due to the Company tightening the collection of accounts receivable.

IV. Changes in accounting policies in the period

Revenue standards

The Group has adopted the “Accounting Standards for Business Enterprises No. 14 – Revenue” (“**New Standards for Revenue**”) revised by the Ministry of Finance in 2017 since January 1, 2018. The pre-revision standards referred to as (“**Original Standards for Revenue**”). The New Standards for Revenue have introduced the 5-step method for recognition and measurement of revenue and added more instructions on specific transactions (or events). The New Standards for Revenue require the entity to adjust the retained earnings at the beginning of initial adoption (i.e. January 1, 2018) of the new standards for the cumulative affected figures and amounts of other relative items in the financial statements, and not to adjust information in comparable period. While implementing the New Standards for Revenue, the Group only adjusted the cumulative impact of the contracts outstanding as at the date of initial implementation. For changes in contract incurred before the beginning of the prevailing year of adoption of New Standards for Revenue, the Group will make simplified treatment, namely, the Group will identify the fulfilled and unfulfilled performance obligations, determine transaction price and allocate the transaction price between the fulfilled and unfulfilled performance obligations according to the final arrangement of contract changes.

Standards for Financial Instruments

The Group has adopted the “Accounting Standard for Business Enterprises No. 22 — Recognition and Measurement of Financial Instrument”, “Accounting Standard for Business Enterprises No. 23 — Transfer of Financial Assets”, “Accounting Standard for Business Enterprises No. 24 — Hedge Accounting”

and “Accounting Standard for Business Enterprises No. 37 — Presentation and Reporting of Financial Instrument” revised by the Ministry of Finance in 2017 since January 1, 2018 (the “**New Standards for Financial Instruments**”).

For classification and measurement of financial assets, the new standards for financial instruments require that the financial assets should be classified into three categories: financial assets measured at amortised cost, financial assets at fair value through other comprehensive income (“**FVTOCI**”) and financial assets at fair value through profit or loss (“**FVTPL**”) based on characteristics of contractual cash flows and business models for the enterprise to manage these assets. The original categories including loans and receivables, held-to-maturity investments and available-for-sale financial asset have been cancelled. Investments in equity instruments are generally categorized into financial assets at FVTPL. The enterprise is also allowed to designate the non-tradable investments in equity instruments as financial assets at FVTOCI, but such designation is non-cancellable, and the cumulative amounts of changes in fair value previously recognised in other comprehensive income will no longer be reclassified to profit or loss upon disposal.

For impairment of financial assets, the new standards for financial instruments on impairment are applicable to financial assets measured at amortised cost and at FVTOCI, lease receivables, accounts receivable, contract assets and the specific but not withdrawn loan commitment and financial guarantee contract. The new standards for financial instruments require adoption of expected credit losses model to replace the original credit-impaired model. The new impairment model requires adoption of a three-phase model, and allowance for credit loss is made based on expected credit losses within 12 months or for the whole lifetime depending on whether the credit risks of relevant items have been significantly increased since initial recognition. For accounts receivable, contract assets and lease receivables, there is a simplified approach, which allows the impairment provision to be always recognised for the expected credit losses for the whole lifetime.

If the recognition and measurement of financial instrument before January 1, 2018 is inconsistent with the new standards for financial instruments, the Group will make connection and adjustment as required by the new standards. In case of inconsistency between the comparative figures in financial statements in prior period and requirements of the new standards for financial instruments, the Group will not make adjustment. The shortfall between the original carrying amount of the financial instrument and the new carrying amount at the adoption date of the new standards shall be recognised in retained earnings or other comprehensive income at January 1, 2018.

Your consideration is hereby requested.

The contents of this proposal have been reviewed by the Audit Committee of the Company, which has agreed to submit the same to the Board of Directors for consideration. In accordance with Articles 159 and 175 of the Articles of Association of WuXi AppTec Co., Ltd., resolutions on the issues involved in this proposal shall be approved by more than half of all the Directors. In accordance with Rule 17 of the “Working Rules of Independent Directors of WuXi AppTec Co., Ltd.”, independent directors are required to express independent opinions on this issue.

Audit Committee

WuXi AppTec Co., Ltd.

In order to meet the need of business development of domestic and overseas subsidiaries or partnerships (hereinafter referred to as “**Subsidiaries**”) within the scope of the Company’s consolidated financial statements, in accordance with the “Company Law of the People’s Republic of China” and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed, the Articles of Association of WuXi AppTec Co., Ltd. and the External Guarantee Management System of WuXi AppTec Co., Ltd., the Company intends to provide its subsidiaries with an aggregate guarantee of no more than RMB2 billion in 2019, including the aggregate guarantee of no more than RMB1.5 billion for its wholly-owned subsidiaries (including WuXi AppTec (Shanghai) Co., Ltd. and its wholly-owned/holding subsidiaries, WuXi AppTec (Chengdu) Co., Ltd., WuXi AppTec, Inc., WuXi AppTec (Hong Kong) Limited) and the aggregate guarantee of no more than RMB500 million for its subsidiaries (including WuXi Clinical Development Services (Chengdu) Co., Ltd. and Shanghai SynTheAll Pharmaceutical Co., Ltd.). The validity period of such guarantee amounts is from the date of approval at the 2018 annual general meeting to the date of the 2019 annual general meeting. It also includes the following guarantees for the Company’s subsidiaries that occurred during the aforesaid validity period: (1) the guarantees for the guarantee objects with an asset-liability ratio exceeding 70%; and (2) the single guarantee exceeding 10% of the net assets in the latest audited consolidated financial statements of the Company. As the Company’s guarantees in 2018 are still within the guarantee period, the relevant guarantee amounts are not included in the above-mentioned guarantee amounts for 2019. The Company is not required to perform the internal review procedures separately for those guarantees, and the validity of which is as agreed in the agreements entered into between the subsidiaries and the relevant parties.

Subject to the approval of the above-mentioned external guarantee amounts at the general meeting of the Company, the president (CEO) shall be further authorized to determine the way of external guarantees, the guarantee amounts and other specific matters within the scope of authorization granted at the general meeting of the Company, and enter into the specific guarantee agreements.

In order to meet the need of the Company's business development, consolidate its leading position in the field of pharmaceutical R&D services and further enhance its capital and comprehensive strength, in accordance with the "Company Law of the People's Republic of China" and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of WuXi AppTec Co., Ltd., the Board of Directors of the Company intends to propose the general meeting to generally and unconditionally authorize the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A shares and/or H shares of up to 20% of the number of the A shares and/or H shares in issue of the Company, or securities which may be converted into such shares, share options, warrants, or the similar rights to subscribe for the A shares and/or H shares of the Company (hereinafter referred to as the "**Similar Rights**", and the above-mentioned authorization is hereinafter referred to as the "**General Mandate**") separately or simultaneously. In accordance with the requirements of the relevant laws and regulations in China, even if the General Mandate is obtained, the Company shall still be approved at the general meeting for the issuance of any A shares. The specific authorization is as follows:

- I. To generally and unconditionally authorize the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A Shares and/or H Shares or similar rights separately or simultaneously, and to determine the terms and conditions for allotment, issuance and disposal of new shares or issue similar rights, including but not limited to:
 1. Class and number of new shares to be issued;
 2. Pricing mechanism and/or issue price of the new shares to be issued (including price range);
 3. The starting and closing dates of such issue;
 4. The class and number of the new shares to be issued to existing shareholders; and/or
 5. To make or authorize the share offer, agreements, share options, conversion rights or other rights that may require the exercise of such rights.
- II. The number of the A Shares and/or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors or the Chairman and its authorized persons separately or simultaneously in accordance with the General Mandate referred to in first paragraph above shall not exceed 20% of the number of the A shares and/or H shares of such class in issue of the Company at the time when this resolution is passed at the general meeting of the Company.
- III. Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the mandate specified in the fifth paragraph of this resolution, determined to allot, issue and deal with the A shares and/or H shares or similar rights, and the Company also has, during the effective period of the mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board of Directors of the Company or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.

- IV. To authorize the Board of Directors or the Chairman and its authorized persons to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws (including but not limited to the Company Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange) to exercise the General Mandate.
- V. The effective period of the General Mandate shall be from the passing of this resolution to the following date, whichever is earlier:
- (1) from the date when this resolution is passed at the general meeting of the Company until the expiry of 12 months since then;
 - (2) the date of conclusion of the 2019 annual general meeting of the Company; or
 - (3) at the time of passing a special resolution by the shareholders of the Company at the general meeting to revoke or vary the mandate under this resolution.
- VI. To authorize the Board of Directors or the Chairman and its authorized persons to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the above-mentioned General Mandate, handle the necessary procedures and take other necessary actions.
- VII. To authorize the Board of Directors or the Chairman and its authorized persons to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association of the Company in accordance with the way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolutions to be proposed at the AGM, the H Share Class Meeting and the A Share Class Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,048,266,886 A Shares and 121,795,400 H Shares.

Subject to the passing of the special resolutions set out in the AGM, the H Share Class Meeting and the A Share Class Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the AGM, i.e. being 1,048,266,886 A Shares and 121,795,400 H Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the Relevant Period (as defined below), a total of 104,826,688 A Shares and 12,179,540 H Shares, representing 10% of the total number of A Shares and H Shares in issue as at the date of the AGM, respectively. The exercise of the Share Repurchase Mandate is further subject to:

- (i) the obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
- (ii) the Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

The “**Relevant Period**” means the period from the passing of the resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:

- (i) upon conclusion of the 2019 annual general meeting of the Company;
- (ii) the expiration of a period of twelve months following the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively; or
- (iii) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that a general authority from the Shareholders to enable the Company to repurchase its Shares is to maintain stability of the Company’s operations, development and share price, to safeguard and protect the long-term interests of the Shareholders, to promote the maximization of Shareholders’ value, to further improve and refine the long-term incentive and talent retention mechanism, and to ensure the sustainable operations and healthy development of the Company.

3. FUNDING OF SHARE REPURCHASE

In repurchasing its A Shares and/or H Shares, the Company intends to apply funds from its internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE REPURCHASE

Any repurchase of the Shares by the Company may only be made either out of the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of the issuance of new Shares made for such purpose. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such Shares were purchased or acquired.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2018) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Hong Kong Stock Exchange (since December 13, 2018) and Shanghai Stock Exchange (since May 8, 2018) during each of the previous twelve months prior to the Latest Practicable Date are as follows:

Month	H Share Prices		A Share Prices	
	Highest HK\$	Lowest HK\$	Highest RMB	Lowest RMB
2018				
April	N/A	N/A	N/A	N/A
May	N/A	N/A	135.57	25.92
June	N/A	N/A	138.87	86.11
July	N/A	N/A	105.4	80.11
August	N/A	N/A	91.6	70.39
September	N/A	N/A	93.47	80.5
October	N/A	N/A	90.8	74
November	N/A	N/A	93.33	76.83
December	68.70	64.95	85.86	74
2019				
January	80.00	65.60	78.09	70.48
February	93.90	78.00	91.3	76
March	96.45	85.85	101.6	87.81
April (up to the Latest Practicable Date)	105.00	95.55	98.26	91.39

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Hong Kong Stock Exchange to exercise the power of the Company to repurchase A Shares and/or H Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the PRC.

7. TAKEOVERS CODE

If as a result of a repurchase of A Shares and/or H Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, the Founding Individuals held or controlled the voting rights of 323,359,483 Shares representing approximately 27.6361% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate control over voting rights of the Founding Individuals would be increased to approximately 30.7068% of the issued share capital of the Company. The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Under the Administration of the Takeover of Listed Companies Procedures (《上市公司收購管理辦法》) in the PRC, where the repurchase of shares from specific shareholders by a listed company according to the determined price approved by the general meeting of shareholders results in reduction of share capital, thereby rendering the equity held by the investor in the company exceeding 30% of the issued shares of that company, the investor may file an application with the China Securities Regulatory Commission ("CSRC") for exemption from making a tender offer. However, if the CSRC does not agree to its application, the investor and its persons acting in concert shall, within 30 days as of receipt of the notice of the CSRC, reduce the shares of the target company held by itself or the shareholders under its control to 30% or less. In the event of any intention to increase the shareholding by means other than tender offer, a general tender offer shall be sent out. Therefore, where the Share Repurchase Mandate is exercised in full and the aggregate control over voting rights of the Founding Individuals would be increased to approximately 30.7068%, if the Founding Individuals do not wish to reduce their interest to below 30%, they shall obtain the consent of CSRC or extend general tender offer to other shareholders.

Save as the above, the Directors are not aware of any consequences which will arise under either or both of the Takeovers Code and any similar applicable law as a result of any repurchases to be made under the Share Repurchase Mandate.

However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Hong Kong Stock Exchange.

8. SHARE REPURCHASE MADE BY THE COMPANY

As disclosed in the announcement of the Company dated March 22, 2019 in relation to the repurchase and cancellation of part of the restricted A shares under the Restricted A Shares and Stock Option Incentive Plan of 2018, due to resignation of 11 participants, the Company repurchased an aggregate of 31,347 A Shares at RMB45.53 per share from the participants.

Save as the above, during the six months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Hong Kong Stock Exchange, Shanghai Stock Exchange or otherwise).

In order to meet the need of the Company's business development, in accordance with the requirements of relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of WuXi AppTec Co., Ltd. (the "**Articles of Association**"), the Board of Directors of the Company intends to propose the general meeting to generally and unconditionally authorize the Board of Directors to repurchase the A shares and/or H shares of the Company. The specific authorization is as follows:

- I. Subject to the restrictions set forth in Items II and III below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A shares listed on the Shanghai Stock Exchange and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**"), the Shanghai Stock Exchange (the "**SSE**") or any other governmental or regulatory body be and is hereby approved;
- II. The aggregate nominal amount of A shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the number of A shares and/or H Shares of the Company in issue as at the date of the passing of this resolution at the general meeting, the A Shareholders' Class Meeting and the H Shareholders' Class Meeting of the Company, respectively;
- III. The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 1. The passing of a special resolution with the same terms as this resolution at both the H Shareholders' Class Meeting and A Shareholders' Class Meeting of the Company;
 2. The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 3. The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the "Company Law of the People's Republic of China" and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- IV. Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
 1. Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 2. Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;

3. Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 4. Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 5. Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 6. Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad;
 7. Execute and handle other documents and matters related to the repurchase of shares.
- V. For the purpose of this resolution, the “Relevant Period” means the period from the passing of this resolution at the general meeting of the Company and the passing of those resolutions having the same terms with this resolution at its A Shareholders’ Class Meeting and H Shareholders’ Class Meeting, respectively, until whichever is the earliest of:
1. Upon conclusion of the 2019 annual general meeting of the Company;
 2. The expiration of a period of twelve months following the passing of this resolution at the general meeting of the Company and the passing of those resolutions having the same terms with this resolution at its A Shareholders’ Class Meeting and H Shareholders’ Class Meeting, respectively; or
 3. The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Shareholders’ Class Meeting and the A Shareholders’ Class Meeting, respectively.

APPENDIX VIII PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

In order to meet the need of the Company's business development, reduce financing costs and seize market opportunities in a timely manner, in accordance with the requirements of the "Company Law of the People's Republic of China" and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed, and the Articles of Association of WuXi AppTec Co., Ltd., the Board of Directors of the Company intends to propose the general meeting to generally and unconditionally authorize the Board of Directors to re-delegate the Chairman and its authorized person(s) to determine and implement specific matters regarding the issuance of issuable debt financing instruments within the quota as approved by the general meeting.

I. Principal Terms for Issuance of the Debt Financing Instruments

1. Categories of the Debt Financing Instruments: the relevant debt financing instruments include but not limited to, short-term debentures, super-short term debentures, medium term notes, private placement note, enterprise bonds, corporate bonds, A share or H share convertible bonds, offshore RMB bonds and foreign currency bonds, perpetual bonds and other domestic and offshore debt financing instruments denominated in RMB or foreign currency permitted by the competent regulatory authority.
2. Size of Issuance: The size of issuance of debt financing instruments totaling not more than RMB7 billion (or equivalent amount in foreign currency) (calculated based on the aggregate balance outstanding upon the issuance and, in the case of an instrument denominated in a foreign currency, based on the median rate of the exchange rates published by the PBOC on the date of the issuance) is authorized to be issued either one-off or in tranches in domestic and overseas bond markets within the validity period of such authorization.
3. Currency of Issuance: The currency of issuance of debt financing instruments may be RMB or foreign currency based on the review and approval results of the issuance of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
4. Term and interest rate: The maximum term of debt financing instruments shall be no more than 10 years with a single term or hybrid type of multiple terms. The domestic debt financing instruments with an indefinite term are not subject to the time limit mentioned above. The specific composition, categories, size of issuance and interests of debt financing instruments shall be determined based on the then domestic and overseas bond market conditions at the time of the issuance of debt financing instruments. The composition of specific terms, the size of issuance of each term and type of debt financing instruments and their interest rates shall be determined by the Board of Directors or the Chairman and its authorized person(s) in accordance with the relevant regulations and the then prevailing market conditions at the time of such issuance.
5. Issuer: the Company or its domestic or overseas wholly-owned subsidiary or special-purpose vehicle established by the Company. If the domestic or overseas wholly-owned subsidiary or special-purpose vehicle is the issuer of debt financing instruments, the Company shall provide guarantees (including those provided by the issuer of debt financing instruments itself and/or by the Company) within the quota for issuance of its debt financing instruments, enter into a keep-well agreement or adopt the third-party credit enhancement method for such issuance.

APPENDIX VIII PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

6. Issuance price: The specific issuance price shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with relevant regulations and market conditions.
7. Use of Proceeds: It is expected that, after deducting the issuance expenses, the proceeds to be raised from the issuance of debt financing instruments are intended to be used towards meeting the needs of the Company's daily operations, repaying loans, replenishing its working capital and/or other investment acquisition purposes. The specific use of proceeds shall be determined by the Board of Directors or the Chairman and his authorized person(s) in accordance with the capital needs of the Company from time to time.
8. Method of Issuance: It shall be determined based on the review and results of approval of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
9. The debt financing instruments to be issued are proposed to be listed on the Inter-bank Bond Market, the Shanghai Stock Exchange (the "SSE"), The Stock Exchange of Hong Kong Limited (the "**Hong Kong Stock Exchange**") or other domestic or foreign exchanges.

II. Authorization for Issuance of Debt Financing Instruments

1. Propose the general meeting to generally and unconditionally authorize the Board of Directors to re-delegate the Chairman and its authorized person(s) to determine in their absolute discretion and deal with all the matters in respect of the issuance of debt financing instruments in accordance with the Company's needs from time to time as well as the then market conditions, including but not limited to:
 - (1) to determine and implement the specific proposal of the issuance of debt financing instruments, including but not limited to the establishment and determination of the appropriate issuer, the type of the debt financing instruments to be issued, the method of issuance, currency, the nominal value of debt financing instruments, price, the size of issuance, interest rate or its determination mechanism, issuance objects, the markets for issuance, the timing of issuance, the term of issuance, issuance in instalment and number of tranches (if applicable), sale-back clause and redemption clause (if applicable), the option for raising the coupon rate (if applicable), rating, guarantees (if applicable), repayment period, conversion price, use of proceeds, specific placing, underwriting, debt repayment guarantee and all the matters in respect of the proposal of issuance of debt financing instruments.
 - (2) to carry out all necessary and ancillary actions and procedures in relation to the issuance of debt financing instruments, including but not limited to, engage intermediary institutions, apply for and handle all approval, registration and filing procedures with the relevant government departments and/or regulatory authorities in connection with the issuance of debt financing instruments on behalf of the Company, execute, revise and implement all necessary documents for the issuance of debt financing instruments, select trustee(s) for the issuance of debt financing instruments, formulate the rules for meetings of the holders of debt financing instruments, deal with any related disclosure in accordance with the applicable laws and regulations and requirements from regulatory authorities, and deal with other matters in connection with the issuance and trading of debt financing instruments.

APPENDIX VIII PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND OFFSHORE DEBT FINANCING INSTRUMENTS

- (3) in the event of changes in regulatory policies or market conditions, except for the matters which shall be voted at the general meeting of the Company in accordance with relevant laws, regulations and the Articles of Association, subject to the authorization at the general meeting, the relevant matters such as the specific plan for issuing debt financing instruments may be adjusted in accordance with the opinion of the regulatory authorities or in response to changes in market conditions, or to determine whether or not to continue the work for such issuance in accordance with actual conditions.
 - (4) to determine and deal with all relevant matters in connection with the listing of issuance of debt financing instruments to be issued on the Inter-bank Bond Market, the SSE, the Hong Kong Stock Exchange or other domestic or foreign exchanges in response to market conditions.
 - (5) to handle any other specific matters related to the issuance of debt financing instruments and execute all relevant or necessary documents.
2. To agree that while the above matters are approved and authorized by the general meeting, the Board of Directors shall further delegate the Chairman and its authorized person(s) to implement the issuance of debt financing instruments in accordance with the Company's needs and other market conditions.
3. To authorize the Chairman and his authorized person(s) to approve, execute and dispatch relevant documents, announcements and circulars and make relevant information disclosure in accordance with the applicable rules and regulations in the place where the shares of the Company are listed.

III. The Validity Period of Authorization for Issuance of Debt Financing Instruments

The validity period for issuance of debt financing instruments shall be effective for a period of 36 months from the date of convening the 2018 annual general meeting.

If the Board of Directors or the Chairman and his authorized person(s) have resolved to issue the debt financing instruments within the validity period of the authorization and the Company has also obtained the approval, permission or registration (if applicable) for such issuance from the regulatory authorities within the validity period of the authorization, the Board of Directors or the Chairman and his authorized person(s) of the Company may complete the issuance of debt financing instruments within the validity period as confirmed by such approval, permission or registration.

If this resolution is approved by the general meeting, within the validity period of the authorization for issuance of debt financing instruments mentioned above, the issuance of overseas bonds shall be determined and implemented by the Board of Directors in accordance with the authorization under this resolution.

In accordance with its current business development and future development strategy, the international business volume of the Company will continue to increase with higher foreign exchange exposure. When the exchange rate fluctuates significantly, the gains and losses on foreign exchanges will have certain impact on the Company's operating performance. In order to effectively prevent the adverse impact of significant exchange rate fluctuations on its operations and reduce foreign exchange risk, the Company carried out a foreign exchange hedging business with banks in 2017 and 2018. With the global economic recovery, the divergence of monetary policy among countries has gradually emerged, the RMB exchange rate system has undergone in-depth reform, with increased fluctuations in the RMB exchange rate. Under this background, the Company believes that it is necessary to continue to carry out the forward foreign exchange settlement and sales business with banks in 2019 to lock the exchange rate, and reduce the impact of exchange rate fluctuations on its operating profit, in active response to the uncertainties in the exchange rate market.

Taking into consideration its export income level, the management of the Company proposes that the total amounts of the foreign exchange hedging business carried out by the subsidiaries within the scope of the Company and its consolidated statements in 2019 (hereinafter referred to as the “**subsidiaries**”) shall not exceed US\$1.5 billion or other equivalent foreign currencies. The term shall be from the date of the approval of this resolution by the Board of Directors of the Company to the date of the annual board meeting held in 2019.

In order to standardize the foreign exchange derivatives trading business of the Company and its subsidiaries and ensure the safety of the Company's assets, the management proposes that the Board of Directors of the Company authorize its financial department to carry out the foreign exchange derivatives trading business within the quota approved at the general meeting based on the business conditions and actual demand on the premise of being approved at the general meeting of the Company. All the foreign exchange derivatives trading businesses of all subsidiaries shall be reported to the Company's financial department for approval, and then further complete its own internal procedures before the relevant businesses can be implemented.

The Company proposes to amend the Articles of Association as follows:-

Original Articles	Amended Articles
<p>Article 3 On April 13, 2018, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) to issue 104,198,556 shares of RMB ordinary shares to the public for the first time. On May 8, 2018, the Company was listed on the Shanghai Stock Exchange.</p> <p>On [•], the Company was approved by CSRC to issue [•] shares of overseas listed foreign shares in Hong Kong (hereinafter referred to as “H-shares”). The H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “HKEX”) on [•].</p>	<p>Article 3 On April 13, 2018, the Company was approved by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) to issue 104,198,556 shares of RMB ordinary shares to the public for the first time. On May 8, 2018, the Company was listed on the Shanghai Stock Exchange.</p> <p>On [-]November 6, 2018, the Company was approved by CSRC to issue [-]<u>issue 116,474,200</u> shares of overseas listed foreign shares in Hong Kong (hereinafter referred to as “H-shares”) <u>under the Global Offering and over-allotted 5,321,200 H-shares.</u> The H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “HKEX”) on <u>December 13, 2018 and January 9, 2019, respectively [-].</u></p>
<p>Article 6 The registered capital of the Company is RMB[•].</p>	<p>Article 6 The registered capital of the Company is RMB[-]<u>1,170,062,286.</u></p>
<p>Article 15 The Company’s business scope registered according to law: production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services. (Projects subject to approval according to law may only commence operation after approval by relevant departments)</p>	<p>Article 15 The Company’s business scope registered according to law: production of PT resin, MG resin; development, research and approval of new drugs; biotechnology research; provision of combinatorial chemistry and related technical advice and services; <u>outward investment with own funds.</u> (Projects subject to approval according to law may only commence operation after approval by relevant departments)</p>

Original Articles	Amended Articles
<p>Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.</p> <p>The Company issued [•] H-shares to overseas investors in [•] upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is [•], all being ordinary shares, including [•] shares held by shareholders of domestically listed domestic shares, accounting for about [•]% of the total share capital of the Company; [•] shares held by H-share shareholders, accounting for about [•]% of the total share capital of the Company.</p>	<p>Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.</p> <p>The Company issued {•}<u>121,795,400</u> H-shares to overseas investors in {•}<u>2018</u> upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is <u>1,170,062,286</u>{•}, all being ordinary shares, including {•}<u>1,048,266,886</u> shares held by shareholders of domestically listed domestic shares, accounting for about {•}<u>89.59</u>% of the total share capital of the Company; {•}<u>121,795,400</u> shares held by H-share shareholders, accounting for about {•}<u>10.41</u>% of the total share capital of the Company.</p>

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

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

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

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

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

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

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

Original Articles	Amended Articles
<p>Article 100 The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. Every independent director shall also make his work report.</p>	<p>Article 100 The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. <u>The Board and the Supervisory Committee shall report their fulfillment of duties, the evaluation results of their performance and remuneration to the general meeting. The above details shall also be disclosed by the Company.</u> Every independent director shall also make his work report.</p>
<p>Article 108 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) the Company's annual reports;</p> <p>(VI) resolution on issuance of bonds of the Company;</p> <p>(VII) material transactions specified in Article 68 of the Articles of Association;</p>	<p>Article 108 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) the Company's annual reports;</p> <p>(VI) resolution on issuance of bonds of the Company;</p> <p>(VI)(VII) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VII)(VIII) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));</p>

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Original Articles	Amended Articles
<p>Article 174 The notice of a Board meeting shall specify:</p> <ul style="list-style-type: none"> (I) the date and venue of the meeting; (II) the form of the meeting; (III) duration of the meeting; (IV) reason and proposals; (V) meeting materials necessary for voting of directors; (VI) requirement that directors shall personally attend or authorize other directors to attend the meeting; (VII) the convener and the presider of the meeting, the proponent of the provisional meeting as well as the written proposals; (VIII) contact person and means of contact; (IX) date on which the notice is sent. <p>A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency.</p>	<p>Article 174 The notice of a Board meeting shall specify:</p> <ul style="list-style-type: none"> (I) the date and venue of the meeting; (II) the form of the meeting; (III) duration of the meeting; (IV) reason and proposals; (V) meeting materials necessary for voting of directors; (VI) requirement that directors shall personally attend or authorize other directors to attend the meeting; (VII) the convener and the presider of the meeting, the proponent of the provisional meeting as well as the written proposals; (VIII) contact person and means of contact; (IX) date on which the notice is sent. <p>A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency. <u>Where two or more independent directors consider that the information provided is insufficient or the proof is not enough, they may jointly request the Board in writing to postpone the convening of the Board meeting or the discussion of the issues, the Board shall accept such request and the Company shall disclose the relevant circumstances in a timely manner.</u></p>

Original Articles	Amended Articles
<p>Article 175 A Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors unless otherwise specified in the Articles of Association.</p> <p>Resolutions of the Board shall be voted on as per “one person, one vote” system. Where there is an equality of votes cast both for and against a resolution, the chairman shall have the right to cast one more vote.</p>	<p>Article 175 <u>Unless otherwise provided in the Articles of Association,</u> Aa Board meeting shall be attended by more than half of the directors. Resolutions made by the Board shall be approved by more than half of all the directors unless otherwise specified in the Articles of Association.</p> <p>Resolutions of the Board shall be voted on as per “one person, one vote” system. Where there is an equality of votes cast both for and against a resolution, the chairman shall have the right to cast one more vote.</p>
<p>Article 178 Directors shall attend Board meetings in person. If any director cannot attend the meeting for any reason, he may authorize in writing another director to act on his behalf. The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise rights within the range authorized. If a director fails to attend a Board meeting and does not appoint a proxy to act on his behalf, the said Director shall be deemed as having waived his right to vote at the meeting.</p>	<p>Article 178 Directors shall attend Board meetings in person <u>and provide definite opinions on matters discussed.</u> If any director cannot attend the meeting for any reason, he may authorize in writing another director to act<u>vote</u> on his behalf <u>according to his intentions who shall independently bear legal liability.</u> The power of attorney shall specify the name of the proxy, the matters delegated, and the scope and term of authorization, and shall bear the signature or seal of the principal.</p> <p>The director attending the meeting on behalf of another director shall exercise rights within the range authorized. If a director fails to attend a Board meeting and does not appoint a proxy to act on his behalf, the said Director shall be deemed as having waived his right to vote at the meeting.</p>
<p>Article 180 The Board shall file resolutions as minutes, which shall be signed by the attending directors. Any attending director shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of the Board meetings shall be kept as archives of the Company for ten years.</p>	<p>Article 180 The Board shall file resolutions as minutes, which shall be signed by the attending directors. <u>The minutes of the Board meetings shall be true, accurate and complete.</u> Any attending director <u>and secretary to the Board</u> shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of the Board meetings shall be kept as archives of the Company for ten years.</p>

Original Articles	Amended Articles
<p>Article 182 The directors shall sign and be responsible for the resolutions passed at Board meetings. If any resolution of the Board meetings runs counter to the laws, administrative regulations or the Articles of Association, thereby incurring losses to the Company, the directors adopting the said resolution shall be liable for compensating the Company. However, if a director has been proved as having expressed dissenting opinions on the resolution during the voting and such opinions are recorded in the meeting minutes, he may be exempt from liability.</p>	<p>Article 182 The directors shall sign and be responsible for the resolutions passed at Board meetings. If any resolution of the Board meetings runs counter to the laws, administrative regulations, or the Articles of Association <u>or the resolutions of general meetings</u>, thereby incurring <u>material</u> losses to the Company, the directors adopting the said resolution shall be liable for compensating the Company. However, if a director has been proved as having expressed dissenting opinions on the resolution during the voting and such opinions are recorded in the meeting minutes, he may be exempt from liability.</p> <p><u>With the approval of general meetings, the Company may purchase liability insurance for directors. The coverage of liability insurance shall be agreed upon in a contract, except for liability resulting from violation of laws, regulations and the Articles of Association by directors.</u></p>
<p>Article 183 The Company shall have one president (CEO), who shall be appointed or dismissed by the Board. The Company may have a joint CEO, several vice presidents and one chief financial officer. The joint CEO, vice presidents and chief financial officer shall be nominated by the president (CEO) and appointed or dismissed by the Board.</p>	<p>Article 183 The Company shall have one president (CEO), who shall be appointed or dismissed by the Board. The Company may have a joint CEO, several vice presidents and one chief financial officer. The joint CEO, vice presidents and chief financial officer shall be nominated by the president (CEO) and appointed or dismissed by the Board.</p> <p><u>The appointment and dismissal of senior management officers shall follow statutory procedures and shall be timely disclosed. Controlling shareholders, de facto controllers and their connected parties shall not interfere with the normal selection procedures for senior management officers and shall not directly appoint or dismiss any senior management officers without authorization from general meetings and the Board.</u></p> <p><u>The Company shall enter into appointment contracts with senior management officers to specify the rights and obligations of both parties.</u></p>

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

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

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

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

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

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

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

Original Articles	Amended Articles
<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>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>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>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>

The Company proposes to amend the rules of procedure for Shareholders' meetings as follows:-

Before Amendments	After Amendments
<p>Article 46 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) the Company's annual reports;</p> <p>(VI) resolution on issuance of bonds of the Company;</p> <p>(VII) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VIII) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));</p> <p>(IX) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p>	<p>Article 46 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) the Company's annual reports;</p> <p>(VI) resolution on issuance of bonds of the Company;</p> <p><u>(VI)</u> (VII) material transactions specified in Article 68 of the Articles of Association;</p> <p><u>(VII)</u> (VIII) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));</p> <p><u>(VIII)</u> (IX) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p>

Before Amendments	After Amendments
(X) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;	<u>(IX)</u> (X) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;
(XI) resolution on appointment or dismissal of the Company's accounting firm;	<u>(X)</u> (XI) resolution on appointment or dismissal of the Company's accounting firm;
(XII) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.	<u>(XI)</u> (XII) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.
Article 47 The following matters shall be approved by special resolutions at a general meeting:	Article 47 The following matters shall be approved by special resolutions at a general meeting:
(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;	(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;
(II) issuance of corporate bonds;	(II) issuance of corporate bonds;
(III) division, merger or transformation of organizational form of the Company;	(III) division, merger or transformation of organizational form of the Company;
(IV) termination, dissolution, liquidation or extension of business term of the Company;	(IV) termination, dissolution, liquidation or extension of business term of the Company;
(V) amendment to the Articles of Association;	(V) amendment to the Articles of Association;
(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;	(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;
(VII) equity incentive plans;	(VII) equity incentive plans;

Before Amendments	After Amendments
<p>(VIII) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p><u>(VIII) resolutions on the Company's purchase of shares in accordance with the circumstances under Items (I) and (II) of Article 29 of the Articles of Association;</u></p> <p><u>(IX) (VIII)</u> any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>
<p>Article 49 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.</p> <p>Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders' general meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders' general meeting.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the listed companies.</p>	<p>Article 49 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. <u>Shareholders may vote in person or authorize a proxy through the power of attorney to vote, both have the same legal effects.</u></p> <p>Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders' general meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders' general meeting.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed timely and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the listed companies.</p>

Before Amendments	After Amendments
<p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>The Board, independent directors and qualified shareholders may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company shall not set minimum shareholding percentage limit for collection of voting rights.</p>	<p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>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. <u>The Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. It shall be conducted free of charge, with adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form.</u></p>
<p>Article 51 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting.</p> <p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of the Company.</p>	<p>Article 51 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. <u>The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors or supervisors should fully reflect the opinions of minority shareholders.</u></p>

Before Amendments	After Amendments
	<p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. Details of the operation methods are as follows:</p> <p>(I) <u>the total number of valid vote casted by every shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;</u></p> <p>(II) <u>every shareholder may cast all his/her votes on single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;</u></p> <p>(III) <u>votes for one candidate of director (or supervisor) could be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors (or supervisors) shall not exceed the entitled total number of the valid voting rights.</u></p> <p><u>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.</u></p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of the Company.</p>

The Company proposes to amend the rules of procedure for Board meetings as follows:-

Before Amendments	After Amendments
Article 2 The Company shall have a Board of directors (“ the Board ”) which shall be accountable to the general meeting.	Article 2 The Company shall have a Board of directors (“ the Board ”) which shall be accountable to the general meeting, <u>and to implement resolutions of the general meetings.</u>
Article 3 The Board shall comprise 12 directors, including 5 independent directors. The Board shall have one chairman.	Article 4 The Board shall comprise 12 directors, including 5 independent directors. The Board shall have one chairman. <u>The composition of the Board shall in conformity with the requirements of laws and regulations, with reasonable professional structure. The members of the Board shall have the necessary knowledge, skill and quality to perform their duties. The diversity of members of the Board is encouraged.</u>
Article 5 The Board shall exercise the following functions and powers: (I) to convene general meetings and report on its work to the general meetings; (II) to implement resolutions passed at the general meetings; (III) to resolve on or make material amendments to the Company’s business plans and investment plans; (IV) to formulate the Company’s annual financial budgets and final accounting plans; (V) to formulate the Company’s profit distribution proposals and loss recovery proposals; (VI) to formulate the proposals for increase or decrease of the Company’s registered capital, and proposals for issue of bonds, other securities and listing; (VII) to formulate proposals for material acquisitions, purchase of share certificates of the Company, merger, division, dissolution or transformation of the Company;	Article 5 The Board shall exercise the following functions and powers: (I) to convene general meetings and report on its work to the general meetings; (II) to implement resolutions passed at the general meetings; (III) to resolve on or make material amendments to the Company’s business plans and investment plans; (IV) to formulate the Company’s annual financial budgets and final accounting plans; (V) to formulate the Company’s profit distribution proposals and loss recovery proposals; (VI) to formulate the proposals for increase or decrease of the Company’s registered capital, and proposals for issue of bonds, other securities and listing;

Before Amendments	After Amendments
(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;	(VII) to formulate proposals for material acquisitions, purchase of share certificates <u>shares</u> of the Company <u>in accordance with the circumstances under Items (I) and (II) of Article 29 of the Articles of Association</u> , merger, division, dissolution or transformation of the Company;
(IX) to decide on the establishment of the Company's internal management bodies;	(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;
(X) to appoint or dismiss the Company's president (CEO), and secretary to the Board; to appoint or dismiss the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the president (CEO) and decide on their remunerations, rewards and punishments;	(IX) to decide on the establishment of the Company's internal management bodies;
(XI) to formulate the Company's fundamental management system;	(X) to appoint or dismiss the Company's president (CEO), and secretary to the Board; to appoint or dismiss the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the president (CEO) and decide on their remunerations, rewards and punishments;
(XII) to formulate the proposals for any amendment to the Articles of Association;	(XI) to formulate the Company's fundamental management system;
(XIII) to manage matters relating to information disclosure of the Company;	(XII) to formulate the proposals for any amendment to the Articles of Association;
(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;	(XIII) to manage matters relating to information disclosure of the Company;
(XV) to listen to the work reports of the Company's president (CEO) and examine the work thereof;	
(XVI) to formulate the equity incentive plan of the Company;	

Before Amendments	After Amendments
<p>(XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association that should be performed by the Board.</p> <p>Matters beyond the scope of authorization of the general meeting to the Board shall be submitted to the general meeting for consideration.</p>	<p>(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 president (CEO) and examine the work thereof;</p> <p>(XVI) to formulate the equity incentive plan of the Company;</p> <p><u>(XVII) to make resolutions on the Company's purchase of shares of the Company in accordance with the circumstances under Items (III), (V) and (VI) of Article 29 of the Articles of Association;</u></p> <p><u>(XVIII) (XVII) to exercise other functions and powers as stipulated by laws, administrative regulations, departmental rules, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association that should be performed by the Board.</u></p> <p>Matters beyond the scope of authorization of the general meeting to the Board shall be submitted to the general meeting for consideration.</p> <p><u>When passed by the affirmative vote of a simple majority of all the directors, the board may authorize the chairman of the board to exercise part of the powers of the board during the closing of meeting; but the important matters of the Company shall be determined by the Board collectively and the authorized functions to be exercised by the Board should not grant to the chairman of the Board, the president (CEO) and others to exercise.</u></p>

Before Amendments	After Amendments
	<p><u>The Board shall fulfill its duty legally, ensure the Company's compliance with laws and regulations, and provisions of the Articles of Association and fair treatment of shareholders, as well as concern about the legal interests of other stakeholders.</u></p> <p><u>The listed company shall ensure the Board exercise its functions in compliance with laws and regulations and provisions of the Articles of Association, and provide necessary conditions for directors in the normal performance of their duties.</u></p>
<p>Article 23 Content of the Notice of Meeting Written notice of the meeting shall at least include:</p> <p>(I) time and venue of the meeting;</p> <p>(II) method by which the meeting is held;</p> <p>(III) matters to be discussed (the motions);</p> <p>(IV) duration of the meeting;</p> <p>(V) meeting materials necessary for voting of the directors;</p> <p>(VI) request of the directors to attend the meeting in person or by proxy;</p> <p>(VII) contact person and the contact information;</p> <p>(VIII) the convener and the chairman of the meeting, the person who proposes the extraordinary meeting and his/her written proposal;</p> <p>(IX) issue date of the notice.</p>	<p>Article 23 Content of the Notice of Meeting Written notice of the meeting shall at least include:</p> <p>(I) time and venue of the meeting;</p> <p>(II) method by which the meeting is held;</p> <p>(III) matters to be discussed (the motions);</p> <p>(IV) duration of the meeting;</p> <p>(V) meeting materials necessary for voting of the directors;</p> <p>(VI) request of the directors to attend the meeting in person or by proxy;</p> <p>(VII) contact person and the contact information;</p> <p>(VIII) the convener and the chairman of the meeting, the person who proposes the extraordinary meeting and his/her written proposal;</p> <p>(IX) issue date of the notice.</p>

Before Amendments	After Amendments
<p>Verbal notice shall at least include the information of the aforesaid items (I), (II) and (III) and the explanations on holding the extraordinary meeting of the Board under emergency situations.</p>	<p>Verbal notice shall at least include the information of the aforesaid items (I), (II) and (III) and the explanations on holding the extraordinary meeting of the Board under emergency situations. <u>Where two or more independent directors consider that the information provided is insufficient or the proof is not enough, they may jointly write to the Board to postpone to convene the Board meeting or postpone the discussion of the issues, the Board shall duly accept and disclose the relevant circumstances in a timely manner.</u></p>
<p>Article 24 Changes on the Notice of Meeting</p> <p>After the delivery of the written notice of the regular Board meeting, if there are changes in matters including the convening time and place of the meeting or the adding, changing and cancelling of meeting proposals, written notice for the change shall be sent, stating the explanation and relevant content and materials of new proposals within 3 days before the original convening date of the meeting. If the meeting is to be held in less than 3 days, the meeting date shall be delayed accordingly or be held as schedule after approved by all directors.</p> <p>After the delivery of the written notice of the extraordinary meeting of the Board, if there are changes in matters including the convening time and place of the meeting or the adding, changing and cancelling of meeting proposals, the approval by all directors shall be made in advance and relevant records shall also be taken.</p>	<p>Article 25 Convening of Meetings</p> <p><u>Except otherwise required by the Articles of Association or these Rules</u>, Board meetings shall only be held only if more than one-half of the directors are present.</p> <p>If relevant directors refuse to attend the meeting or are negligent in attending the meeting, which causes the number of attendees fail to meet the requirement for the minimum number of attendees for the convening of the meeting, the Chairman and Secretary of the Board shall report to regulatory bodies in time.</p> <p>The Board meeting can be held by telephone or other electronic audio-visual devices which enable all participants to hear and speak to each other, and the director or his/her proxy who attend the meeting through above-mentioned devices shall be deemed as attending the meeting by the director or his/her proxy in person.</p> <p>Supervisors may sit in on the Board meetings; whereas the president (CEO) and secretary to the Board who are not directors shall sit in on the Board meeting. The chairman of the meeting may inform other personnel to sit in on the Board when considered necessary.</p>

Before Amendments	After Amendments
	<p><u>A director, supervisor, president (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, president (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.</u></p>
<p>Article 26 Attending in Person or by Proxy(ies)</p> <p>The directors, in principle, shall attend the Board meetings in person. Any Director who fails to attend the meeting due to certain reasons shall review the meeting materials in advance and form a clear opinion and may authorize the Board or other Director in writing to attend on his/her behalf. The proxy director shall exercise the rights of directors within the scope of authority. A Director failing to attend the Board meeting in person or by proxy shall be deemed as having waived his voting rights at such meeting.</p> <p>The instrument appointing a proxy shall specify:</p> <ul style="list-style-type: none"> (I) names of the appointer and proxy; (II) brief comments of the appointer on each proposal; (III) appointer's scope of authority and voting intention on the proposal; (IV) date of the issuance and the validity of the instrument appointing a proxy; (V) appointer's signature, date of the signature, etc. <p>The appointing director who authorizes another director to sign the written opinions for confirmation of the regular report shall make a special authorization in the instrument appointing the proxy.</p>	<p>Article 26 Attending in Person or by Proxy(ies)</p> <p>The directors, in principle, shall attend the Board meetings in person and <u>provide a clear opinion towards the proposed matter</u>. Any Director who fails to attend the meeting due to certain reasons shall review the meeting materials in advance and form a clear opinion and may authorize the Board or other Director in writing to attend on his/her behalf and <u>vote on his/her behalf at his/her discretion and independently undertake legal liabilities</u>. The proxy director shall exercise the rights of directors within the scope of authority. A Director failing to attend the Board meeting in person or by proxy shall be deemed as having waived his voting rights at such meeting.</p> <p>The instrument appointing a proxy shall specify:</p> <ul style="list-style-type: none"> (I) names of the appointer and proxy; (II) brief comments of the appointer on each proposal; (III) appointer's scope of authority and voting intention on the proposal; (IV) date of the issuance and the validity of the instrument appointing a proxy; (V) appointer's signature, date of the signature, etc.

Before Amendments	After Amendments
<p>The proxy director shall present the instrument appointing the proxy to the chairman of the meeting and state the details regarding the appointment of proxy in the attendance record.</p>	<p>The appointing director who authorizes another director to sign the written opinions for confirmation of the regular report shall make a special authorization in the instrument appointing the proxy.</p> <p>The proxy director shall present the instrument appointing the proxy to the chairman of the meeting and state the details regarding the appointment of proxy in the attendance record.</p>
<p>Article 41 Minutes of the Board Meeting</p> <p>The Secretary of the Board shall arrange the staff members of the office of the Board to make well record of the Board meeting. The minutes shall include the following information:</p> <p>(I) the session number, time, venue and form of the meeting;</p> <p>(II) the delivery of the notice of meeting;</p> <p>(III) the convener and chairman;</p> <p>(IV) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others;</p> <p>(V) the agenda of the meeting, the proposals considered at the meeting, key summaries and major opinions of directors on relevant issues, and voting intentions on the proposals;</p> <p>(VI) the voting methods and outcome for each proposal ((the outcome of the voting shall set out the respective number of votes for, against or abstained);</p> <p>(VII) other issues that the attending directors think should be recorded.</p>	<p>Article 41 Minutes of Meetings</p> <p>The Secretary of the Board shall arrange the staff members of the office of the Board to make well record of the Board meeting, <u>and the minutes of the Board meeting shall be true, accurate and complete.</u> The minutes shall include the following information:</p> <p>(I) the session number, time, venue and form of the meeting;</p> <p>(II) the delivery of the notice of meeting;</p> <p>(III) the convener and chairman;</p> <p>(IV) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others;</p> <p>(V) the agenda of the meeting, the proposals considered at the meeting, key summaries and major opinions of directors on relevant issues, and voting intentions on the proposals;</p> <p>(VI) the voting methods and outcome for each proposal ((the outcome of the voting shall set out the respective number of votes for, against or abstained);</p> <p>(VII) other issues that the attending directors think should be recorded.</p>

Before Amendments	After Amendments
<p>Article 43 Signature of Directors</p> <p>The attending directors shall sign their names on the minutes of meeting and resolution for confirmation on behalf of themselves or the directors who appoint them to attend the meeting. If any director holds dissenting opinions to the minutes of meeting or resolution, he/she may make a written note when signing his/her name. Where necessary, the Director may report the same to the regulatory authority or make a public declaration.</p> <p>If any Director refuses to give confirmation by signature in accordance with the preceding paragraph, nor does he/she express dissenting opinions with written explanation, report his/her dissenting opinions to the regulatory authority or deliver a public declaration, such Director shall be deemed to be in total agreement with the contents of the minutes of meeting and resolutions.</p>	<p>Article 43 Signature of Directors</p> <p>The attending directors shall sign their names on the minutes of meeting and resolution for confirmation on behalf of themselves or the directors who appoint them to attend the meeting. If any Director holds dissenting opinions to the minutes of meeting or resolution, he/she may make a written note when signing his/her name. Where necessary, the Director may report the same to the regulatory authority or make a public declaration.</p> <p>If any Director refuses to give confirmation by signature in accordance with the preceding paragraph, nor does he/she express dissenting opinions with written explanation, report his/her dissenting opinions to the regulatory authority or deliver a public declaration, such Director shall be deemed to be in total agreement with the contents of the minutes of meeting and resolutions.</p> <p><u>The secretary of the Board shall also sign his/her/ their name(s) on the minutes of meeting.</u></p>
<p>Article 44 Liabilities of Directors</p> <p>The directors shall sign their names on the resolutions of the Board meeting and be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. If, however, it can be proven that a director expressly objected to the decision when the resolution is voted on and that such objection is recorded in the minutes of the meeting, such director may be released from such liabilities.</p>	<p>Article 45 Liabilities of Directors</p> <p>The directors shall sign their names on the resolutions of the Board meeting and be liable for the resolutions of the Board. If a resolution of the Board violates the laws, administrative regulations or the Articles of Association, <u>the resolutions of the general meeting</u> and results in the Company sustaining serious losses, the directors participating in the resolution shall be liable to compensate the Company. If, however, it can be proven that a director expressly objected to the decision when the resolution is voted on and that such objection is recorded in the minutes of the meeting, such director may be released from such liabilities.</p> <p><u>With the approval of the general meeting, the Company may purchase insurances for the directors' liabilities, and the coverage shall be agreed in the contract, except the liabilities caused by the directors' violating the law, rules and the provisions of the Articles of Association.</u></p>

The Company proposes to amend the management measures on raised funds as follows:-

No.	Before Amendments	After Amendments
1		<u>Article 31</u> These Measures do not apply to the management of use of proceeds from overseas listed foreign shares of the Company, which should comply with the relevant laws and regulations of the listed places of such shares, normative documents and the rules governing the listing of securities on the stock exchange.
2	Article 31 These Measures shall take effect and be implemented from the date upon which the initial public offering and listing of A Shares of the Company on the Shanghai Stock Exchange after approved and passed at the general meeting.	Article 312 These Measures shall take effect and be implemented from the date upon which the initial public offering and listing of A Shares of the Company on the Shanghai Stock Exchange after approved and passed at the general meeting.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “AGM”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “Company”) will be held at Crowne Plaza Shanghai Pudong, 1000 Yanggao Road (N), Pilot Free Trade Zone, Shanghai, China on Monday, June 3, 2019 at 2:00 p.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalised terms and used herein shall have the same meanings as defined in the Company’s circular (the “Circular”) dated April 18, 2019.

ORDINARY RESOLUTIONS

1. to consider and approve the report of the Board of Directors for the year 2018;
2. to consider and approve the report of the Supervisory Committee for the year 2018;
3. to consider and approve the annual report, annual report summary and annual results announcements for the year 2018;
4. to consider and approve the financial report for the year 2018;
5. to consider and approve the proposed provision of external guarantees for subsidiaries of the Company;
6. to consider and approve the proposed Directors’ remuneration;
7. to consider and approve the proposed Supervisors’ remuneration;
8. to consider and approve the proposed re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) as PRC financial report and internal control report auditors of the Company for the year 2019;
9. to consider and approve the proposed appointment of Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行) as offshore financial report auditors of the Company for the year 2019;
10. to consider and approve the proposed foreign exchange hedging limit;
11. to consider and approve the proposed expansion of business scope; and
12. to consider and approve proposed amendments to the management measures on raised funds.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

13. to consider and approve the proposed 2018 Profit Distribution Plan;
14. to consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to issue A Shares and/or H Shares:

“THAT:

- (a) Generally and unconditionally authorizing the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A Shares and/or H Shares or similar rights separately or simultaneously, and to determine the terms and conditions for allotment, issuance and disposal of new shares or issue similar rights, including but not limited to:
 - (i) Class and number of new Shares to be issued;
 - (ii) Pricing mechanism and/or issue price of the new Shares to be issued (including price range);
 - (iii) The starting and closing dates of such issue;
 - (iv) The class and number of the new shares to be issued to existing Shareholders; and/or
 - (v) To make or authorize the share offer, agreements, share options, conversion rights or other rights that may require the exercise of such rights (the **“Issuance Mandate”**).
- (b) The number of the A Shares or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors or the Chairman and its authorized persons separately or simultaneously in accordance with the Issuance Mandate referred to in paragraph (a) above shall not exceed 20% of the number of the A shares and/or H shares of such class in issue of the Company at the time when this resolution is passed at the general meeting of the Company.
- (c) Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the mandate specified in the paragraph (e) of this resolution, determined to allot, issue and deal with the A shares and/or H shares or similar rights, and the Company also has, during the effective period of the mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board of Directors of the Company or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.
- (d) Authorizing the Board of Directors or the Chairman and its authorized persons to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws (including but not limited to the Company Law of the People’s Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange) to exercise the Issuance Mandate.

NOTICE OF ANNUAL GENERAL MEETING

- (e) The effective period of the Issuance Mandate shall be from the passing of this resolution to the following date, whichever is earlier:
 - (i) from the date when this resolution is passed at the AGM until the expiry of 12 months since then;
 - (ii) the date of conclusion of the 2019 annual general meeting of the Company; or
 - (iii) at the time of passing a special resolution by the Shareholders at the general meeting to revoke or vary the mandate under this resolution.
 - (f) Authorizing the Board of Directors or the Chairman and its authorized persons to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the above-mentioned Issuance Mandate, handle the necessary procedures and take other necessary actions.
 - (g) Authorizing the Board of Directors or the Chairman and its authorized persons to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association of the Company in accordance with the way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.”
15. to consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to repurchase A Shares and/or H shares:

“THAT:

- (a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A shares listed on the Shanghai Stock Exchange and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- (b) The aggregate nominal amount of A shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the number of A shares and/or H Shares of the Company in issue as at the date of the passing of this resolution at the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company, respectively;
- (c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (iii) The passing of a special resolution with the same terms as this resolution at both the H Share Class Meeting and A Share Class Meeting of the Company;
 - (iv) The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and

NOTICE OF ANNUAL GENERAL MEETING

- (v) The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- (d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
 - (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (vi) Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad; and
 - (vii) Execute and handle other documents and matters related to the repurchase of shares.
- (e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:
 - (iv) Upon conclusion of the 2019 annual general meeting of the Company;
 - (v) The expiration of a period of twelve months following the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively;

NOTICE OF ANNUAL GENERAL MEETING

- (vi) The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.”
16. to consider and approve the proposed authorization for issuance of onshore and offshore debt financing instruments;
 17. to consider and approve the proposed increase of registered capital;
 18. to consider and approve the proposed amendments to the Articles of Association.
 19. to consider and approve the proposed amendments to the rules of procedure for Shareholders’ meetings; and
 20. to consider and approve proposed amendments to the rules of procedure for Board meetings.

Details of the above resolutions proposed at the AGM are contained in the Circular, which is available on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn).

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

Hong Kong, April 18, 2019

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

** For identification purpose only*

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s H Share Registrar

NOTICE OF ANNUAL GENERAL MEETING

in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 24 hours before the time appointed for the meeting or the adjourned meeting (as the case may be) (i.e. not later than 2:00 p.m. on Sunday, June 2, 2019 (Hong Kong time)). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Saturday, May 4, 2019 to Monday, June 3, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, May 3, 2019.
5. For determining the entitlement to the proposed final dividend and Capitalization of Reserve under the 2018 Profit Distribution Plan (subject to approval by the shareholders at the Annual General Meeting, the A Class Share Meeting and the H Class Share Meeting), the Register of Members of the Company will be closed from Wednesday, June 19, 2019 to Tuesday, June 25, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and Capitalization of Reserve, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Tuesday, June 18, 2019.
6. References to time and dates in this notice are to Hong Kong time and dates.



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)

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2019

Notice is hereby given that the first H Share Class Meeting for 2019 (the “**H Share Class Meeting**”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) will be held at Crowne Plaza Shanghai Pudong, 1000 Yanggao Road (N), Pilot Free Trade Zone, Shanghai, China on Monday, June 3, 2019 after the conclusion of the annual general meeting for 2018 and the first A share class meeting for 2019 for the following purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalised terms and used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated April 18, 2019.

SPECIAL RESOLUTIONS

1. to consider and approve the proposed 2018 Profit Distribution Plan; and
2. to consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to repurchase A Shares and/or H shares:

“THAT:

- (a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A shares listed on the Shanghai Stock Exchange and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- (b) The aggregate nominal amount of A shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the number of A shares and/or H Shares of the Company in issue as at the date of the passing of this resolution at the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company, respectively;
- (c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (i) The passing of a special resolution with the same terms as this resolution at both the AGM and A Share Class Meeting of the Company;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2019

- (ii) The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (iii) The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- (d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
- (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (vi) Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad; and
 - (vii) Execute and handle other documents and matters related to the repurchase of shares.
- (e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:
- (i) Upon conclusion of the 2019 annual general meeting of the Company;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2019

- (ii) The expiration of a period of twelve months following the passing of this resolution at the H Share Class Meeting and the passing of those resolutions having the same terms with this resolution at its AGM and A Share Class Meeting, respectively;
- (iii) The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.

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

Hong Kong, April 18, 2019

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

** For identification purpose only*

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time appointed for the meeting or the adjourned meeting (as the case may be) (i.e. not later than 2:00 p.m. on Sunday, June 2, 2019 (Hong Kong time)). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Saturday, May 4, 2019 to Monday, June 3, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Share Class Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, May 3, 2019.

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2019

5. For determining the entitlement to the proposed final dividend and Capitalization of Reserve under the 2018 Profit Distribution Plan (subject to approval by the shareholders at the Annual General Meeting, the A Class Share Meeting and the H Class Share Meeting), the Register of Members of the Company will be closed from Wednesday, June 19, 2019 to Tuesday, June 25, 2019, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and Capitalization of Reserve, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Tuesday, June 18, 2019.
6. References to time and dates in this notice are to Hong Kong time and dates.