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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) PROPOSED CANCELLATION OF SUPERVISORY COMMITTEE,
PROPOSED CHANGE OF REGISTERED CAPITAL AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
- (2) PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE
POLICIES OF THE COMPANY;**
- (3) PROPOSED AUTHORIZATION TO THE INVESTMENT DEPARTMENT OF
THE COMPANY TO DISPOSE TRADING SHARES OF LISTED COMPANIES
HELD BY THE COMPANY;**
- AND**
- (4) NOTICE OF EGM**

The notice convening the EGM to be held at Renaissance Shanghai Pudong Hotel, 719 Yingchun Road, Pudong New Area, Shanghai, China on Tuesday, September 23, 2025 at 2:30 p.m. are set out on pages EGM-1 to EGM-3 in this circular.

Whether or not you are able to attend the EGM, please complete and sign the enclosed Form of Proxy for use at the EGM in accordance with the instructions printed thereon and return them to the H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:30 p.m. on Monday, September 22, 2025 (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 EGM 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).

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

* For identification purpose only

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DEFINITIONS

“A Share(s)”	ordinary share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“A Shareholder(s)”	the holder(s) of A Shares
“Articles of Association”	the articles of association of the Company currently in force
“associate”	shall have the meaning as set out in the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of the Company
“Bonds”	US\$500 million zero coupon guaranteed convertible bonds due 2025 issued by a wholly-owned subsidiary of the Company and guaranteed by the Company, convertible at the option of the holder thereof into fully paid ordinary H Shares of the Company of par value of RMB1.00 each at the initial conversion price of HK\$80.02 per H Share, adjusted to the conversion price of HK\$78.28 per H Share
“Bondholder(s)”	holder(s) of the Bonds
“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
“connected person(s)”	shall have the meaning as set out in the Listing Rules
“Connected Transactions Management Policy”	the connected transactions management policy of the Company
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be held at Renaissance Shanghai Pudong Hotel, 719 Yingchun Road, Pudong New Area, Shanghai, China on Tuesday, September 23, 2025 at 2:30 p.m. (or any adjournment thereof), to consider and, if appropriate, approve resolutions contained in the notice of the EGM which is set out on page EGM-1 to EGM-3 of this circular, or any adjournment thereof
“External Guarantees and Provision of Financial Assistance Management Policy”	the external guarantees and provision of financial assistance management policy of the Company
“External Investment Management Policy”	the external investment management policy of the Company
“Form of Proxy”	the form of proxy of the Company in respect of the resolutions set out in the notice of the EGM
“Group”	the Company and its subsidiaries from time to time, and the expression <i>member of the Group</i> shall be construed accordingly
“H Share(s)”	the overseas-listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Shares
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange” and “Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Investment Department”	the investment department of the Company
“Issuer”	WuXi AppTec (HongKong) Limited
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Management Measures on Raised Funds”	the management measures on raised funds of the Company
“Nomination Committee”	the nomination committee of the Board
“Placing Agents”	Morgan Stanley Asia Limited, Citigroup Global Markets Limited, Goldman Sachs (Asia) L.L.C. and The Hongkong and Shanghai Banking Corporation Limited
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“Rules for the Implementation of Cumulative Voting”	the rules for the implementation of cumulative voting of the Company
“Rules of Procedure for Board Meetings”	the rules of procedure of Board meetings of the Company
“Rules of Procedure for Shareholders’ Meetings”	the rules of procedure for Shareholders’ meetings of the Company
“SFC”	the Securities and Futures Commission of Hong Kong
“Shanghai Stock Exchange”	Shanghai Stock Exchange (上海證券交易所)
“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)

DEFINITIONS

“Shareholder(s)”	holder(s) of Share(s)
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“treasury shares”	shall have the meaning as set out in the Listing Rules as amended from time to time
“U.S.\$”	United States dollars, the lawful currency of the United States of America
“Work Policies of the Independent Directors”	the work policies of the independent Directors of the Company
“%”	per cent

In this circular, unless the context otherwise requires, any reference to the singular includes the plural and vice versa and any reference to a gender includes a reference to the other gender and the neuter. Further, certain amounts and percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain paragraphs and tables in this circular may not be an arithmetic aggregation of the figures preceding them.

* For identification purpose only

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 and chief executive officer*)
Dr. Minzhang Chen (*Co-chief executive officer*)
Dr. Steve Qing Yang (*Co-chief executive officer*)
Mr. Zhaohui Zhang

Non-executive Directors:

Mr. Xiaomeng Tong
Dr. Yibing Wu

Independent Non-executive Directors:

Ms. Christine Shaohua Lu-Wong
Dr. Wei Yu
Dr. Xin Zhang
Ms. Zhiling Zhan
Mr. Xuesong Leng

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:*

Room 1910, 19/F
Lee Garden One, 33 Hysan Avenue
Causeway Bay
Hong Kong

September 3, 2025

To the Shareholders

Dear Sir/Madam,

- (1) PROPOSED CANCELLATION OF SUPERVISORY COMMITTEE,
PROPOSED CHANGE OF REGISTERED CAPITAL AND
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
**(2) PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE
POLICIES OF THE COMPANY;**
**(3) PROPOSED AUTHORIZATION TO THE INVESTMENT DEPARTMENT OF
THE COMPANY TO DISPOSE TRADING SHARES OF LISTED COMPANIES
HELD BY THE COMPANY;**
AND
(4) NOTICE OF EGM

* For identification purpose only

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 EGM to be held on Tuesday, September 23, 2025, and to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the EGM. For the details of the proposed resolutions at the EGM, please also refer to the notice of the EGM and the appendices enclosed with this circular.

2. PROPOSED CANCELLATION OF SUPERVISORY COMMITTEE, PROPOSED CHANGE OF REGISTERED CAPITAL AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the relevant announcement of the Company dated September 2, 2025 in relation to, among other things, the proposed cancellation of the Supervisory Committee, the proposed change of registered capital of the Company and the proposed amendments to the Articles of Association.

Proposed Cancellation of the Supervisory Committee

To further improve the Company's corporate governance structure and implement the relevant requirements of the CSRC regarding adjustments to internal supervisory bodies of listed companies, and in accordance with the Company Law of the People's Republic of China (《中華人民共和國公司法》), the Guidelines for the Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引(2025年修訂)》) published by the CSRC, and other applicable provisions, taking into account the actual circumstances of the Company, the Company proposed to cancel the Supervisory Committee, with the Audit Committee assuming the functions and powers of the Supervisory Committee. At the same time, the rules of procedure of the Supervisory Committee of the Company shall be abolished accordingly.

Proposed change of registered capital of the Company

On June 24, 2025, the Company has completed the cancellation of 15,775,377 A Shares repurchased during the second share repurchase through bidding in 2025.

On August 7, 2025, an aggregate of 73,800,000 new H Shares have been successfully placed by the Placing Agents to no less than six independent places pursuant to the terms and conditions of the placing agreement entered into among the Company and the Placing Agents on July 31, 2025.

LETTER FROM THE BOARD

From August 8, 2025 to August 23, 2025, the Company issued an aggregate of 17,350,340 H Shares due to conversion of certain of the U.S.\$500 million zero coupon guaranteed convertible bonds due 2025 issued by the Issuer and the Company as guarantor.

On August 28, 2025, the Company has completed the cancellation of 11,860,809 A Shares repurchased during the first share repurchase through bidding in 2025.

As a result of the abovementioned changes, the Board proposes to change the Company's registered capital from RMB2,887,992,582 divided into 2,887,992,582 Shares to RMB2,951,506,736 divided into 2,951,506,736 Shares.

Proposed amendments to the Articles of Association

In view of the abovementioned proposed cancellation of the Supervisory Committee and the abovementioned proposed change of the Company's registered capital, and in light of the latest revisions to relevant laws, regulations, and normative documents, the Board proposes to make relevant amendments to the Articles of Association (the "**Proposed Amendments to the Articles of Association**").

The Company proposed that the Board be authorized to further authorize the Chairman or other persons as further authorized by him to handle relevant filing and registration procedures in relation to the proposed change of registered capital of the Company and the Proposed Amendments to the Articles of Association.

A special resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed cancellation of Supervisory Committee, the proposed change of registered capital of the Company and the Proposed Amendments to the Articles of Association and the relevant authorization as aforementioned. Details of the Proposed Amendments to the Articles of Association are set out in Appendix I to this circular.

3. PROPOSED AMENDMENTS TO CERTAIN CORPORATE GOVERNANCE POLICIES OF THE COMPANY

To further promote the Company's standardized operations and implement the relevant requirements of the CSRC regarding adjustments to internal supervisory bodies of listed companies, and pursuant to the Company Law (《公司法》), the CSRC's Guidelines for the Articles of Association of Listed Companies (2025 Revision) (《上市公司章程指引(2025年修訂)》), Corporate Governance Code for Listed Companies (2025 Revision) (《上市公司治理準則(2025年修訂)》), Rules of Shareholders' Meetings of Listed Companies (2025 Revision) (《上市公司股東會規則(2025年修訂)》), Measures for the Administration of Information Disclosure of Listed

LETTER FROM THE BOARD

Companies (2025 Revision) (《上市公司信息披露管理辦法(2025年修訂)》), the Shanghai Stock Exchange Rules for the Listing of Stocks (April 2025 Revision) (《上海證券交易所股票上市規則(2025年4月修訂)》), the Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 — Standardized Operations (May 2025 Revision) (《上海證券交易所上市公司自律監管指引第1號 — 規範運作(2025年5月修訂)》), as well as relevant provisions in the Articles of Association, taking into account the actual circumstances of Company, the Board proposes to make relevant amendments to certain corporate governance policies as further particularized below.

3.1 PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' MEETINGS

A special resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the Rules of Procedure for Shareholders' Meetings, details of which are set out in Appendix II to this circular.

3.2 PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR BOARD MEETINGS

A special resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the Rules of Procedure for Board Meetings, details of which are set out in Appendix III to this circular.

3.3 PROPOSED AMENDMENTS TO THE WORK POLICIES OF THE INDEPENDENT DIRECTORS

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the Work Policies of the Independent Directors, details of which are set out in Appendix IV to this circular.

3.4 PROPOSED AMENDMENTS TO THE RULES FOR THE IMPLEMENTATION OF CUMULATIVE VOTING

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the Rules for the Implementation of Cumulative Voting, details of which are set out in Appendix V to this circular.

LETTER FROM THE BOARD

3.5 PROPOSED AMENDMENTS TO THE MANAGEMENT MEASURES ON RAISED FUNDS

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the amendments to the Management Measures on Raised Funds, details of which are set out in Appendix VI to this circular.

3.6 PROPOSED AMENDMENTS TO THE CONNECTED TRANSACTIONS MANAGEMENT POLICY

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the Connected Transactions Management Policy, details of which are set out in Appendix VII to this circular.

3.7 PROPOSED AMENDMENTS TO THE EXTERNAL GUARANTEES AND PROVISION OF FINANCIAL ASSISTANCE MANAGEMENT POLICY

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and approve the proposed amendments to the External Guarantees and Provision of Financial Assistance Management Policy, details of which are set out in Appendix VIII to this circular.

3.8 PROPOSED AMENDMENTS TO THE EXTERNAL INVESTMENT MANAGEMENT POLICY

An ordinary resolution will be proposed at the EGM to consider and approve the proposed amendments to the External Investment Management Policy, details of which are set out in Appendix IX to this circular.

4. PROPOSED AUTHORIZATION TO THE INVESTMENT DEPARTMENT OF THE COMPANY TO DISPOSE TRADING SHARES OF LISTED COMPANIES HELD BY THE COMPANY

On March 17, 2025, the Company held the seventeenth meeting of the third session of the Board and the 2024 annual Board meeting, considered and approved the Resolution on the Authorization to the Investment Department of the Company to Dispose Trading Shares of Listed Companies held by the Company, pursuant to which the Investment Department is authorized to, in light of circumstances of the securities market, dispose of listed and trading shares of onshore and offshore listed companies at appropriate timing. The aggregate transaction amount of the abovementioned disposals shall not exceed 15% of the audited net assets attributable to the owners of the Company for the most recent financial year. Such proposed authorization shall be valid for

LETTER FROM THE BOARD

12 months from the date of authorization at the Board meeting, or until the date on which the 2025 annual Board meeting or the 2025 annual general meeting of the Company (depending on the approval authority at that time) approves the proposal to dispose trading shares of listed companies held by the Company (whichever is earlier) (the “**Share Disposal Authorization**”).

Currently, the Company has already disposed of part of these listed shares pursuant to the Share Disposal Authorization, with the transaction amount involved accounting for 3.99% of the audited net assets attributable to the owners of the Company for the most recent financial year. Given the unpredictable fluctuations in recent stock market prices, it is currently not possible to estimate the specific impact of disposing of such assets on the Company’s performance within a continuous 12-month period. In accordance with the principle of prudence, the Board hereby proposes the authorization for the disposal of shares at the EGM for the Shareholders to consider, and proposes that authorization be given to the Board, and approves the Board to further authorize the Investment Department to, subject to the abovementioned cap, determine the particulars of the disposal plan (including but not limited to the shares to be disposed of, the disposal price, the number of shares to be disposed of and the mode of disposal). The above authorization will be valid from the date of approval of this resolution at the EGM until the expiration of the Share Disposal Authorization.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the abovementioned proposed authorization to the Investment Department to dispose trading shares of listed companies held by the Company.

5. THE EGM

The EGM will be held at Renaissance Shanghai Pudong Hotel, 719 Yingchun Road, Pudong New Area, Shanghai, China on Tuesday, September 23, 2025 at 2:30 p.m., for the Shareholders to consider and, if thought fit, approve the abovementioned resolutions, which will be proposed by way of ordinary and special resolutions. The voting in relation to such resolutions will be conducted by way of poll.

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.

The notice of the EGM is set out on pages EGM-1 to EGM-3.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has a material interest in the resolutions to be proposed at the EGM, and is required to abstain from voting at the EGM for such resolutions. Separately, holders of treasury shares (if any) shall abstain from voting on matters that require shareholders' approval at the Company's general meetings.

An announcement on the poll results will be published by the Company after the EGM in the manner prescribed under the Listing Rules.

The Form of Proxy for use at the EGM is enclosed with this circular and such Form of Proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com). 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the EGM (i.e. not later than 2:30 p.m. on Monday, September 22, 2025 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the Form of Proxy will not preclude you from attending and voting at the EGM if you so wish.

The register of members of H Shares of the Company will be closed from Thursday, September 18, 2025 to Tuesday, September 23, 2025 (both days inclusive), during which no transfer of H shares will be effected for determining the entitlements of Shareholders to attend and vote at the EGM. In order to qualify as Shareholders to attend and vote at the EGM, holders of H Shares who are not registered must lodge all transfers of shares accompanied by the relevant share certificates with the Company's H Share Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, September 17, 2025. H Shareholders whose names appear on the register of members of the Company on Thursday, September 18, 2025 will be entitled to attend and vote at the EGM.

6. RECOMMENDATION

The Directors consider that all of the resolutions mentioned above are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions at the EGM.

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

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The following is the full text of the Articles of Association, and the Proposed Amendments to the Articles of Association are indicated by underlined and strikethrough text for easy reference.

The full text of the Proposed Amendments to the Articles of Association were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

WUXI APPTEC CO., LTD. ARTICLES OF ASSOCIATION

Chapter 1 General Provisions

Article 1 To protect the legal rights and interests of the Company, shareholders, employees and creditors, and regulate the organization and behavior of WuXi AppTec Co., Ltd. (hereinafter referred to as “**the Company**”), these Articles of Association are formulated in accordance with the Company Law of the People’s Republic of China (hereinafter referred to as “**the Company Law**”), the Securities Law of the People’s Republic of China (hereinafter referred to as “**the Securities Law**”), Trial Measures for the Administration of Overseas Securities Offering and Listing by Domestic Enterprises, the Guidelines for the Articles of Association of Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as “**Listing Rules of SSE**”), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “**Hong Kong Listing Rules**”) and other relevant regulations.

Article 2 The Company is a joint stock company established in accordance with the Company Law and other laws, regulations and normative documents in the territory of China.

The Company was incorporated by means of sponsorship through overall restructuring and change of WuXi AppTec Ltd. It was registered in the Wuxi Administration for Industry and Commerce and received a business license (unified social credit code: 91320200724183068U) on March 01, 2017.

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.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

On November 6, 2018, the Company was approved by CSRC to issue 116,474,200 H-shares in Hong Kong under the Global Offering for the first time and over-allotted 5,321,200 H-shares. The abovementioned H-shares were listed on The Stock Exchange of Hong Kong Limited (hereinafter referred to as “**HKEX**”) on December 13, 2018 and January 9, 2019, respectively.

Article 4 Registered name of the Company

Chinese name: 無錫藥明康德新藥開發股份有限公司

English name: WuXi AppTec Co., Ltd.

Article 5 The Company’s address is Mashan No. 5 Bridge, Binhu District, Wuxi City, Jiangsu Province, with a postal code of 214092.

Article 6 The registered capital of the Company is RMB2,887,992,582,951,506,736.

Article 7 The Company is a permanently existing joint stock company.

Article 8 The chairman of the Company is the legal representative of the Company, representing the Company in executing company affairs.

If the director who serves as the legal representative resigns, he/she shall be deemed to have resigned as the legal representative at the same time. If the legal representative resigns, the Company shall appoint a new legal representative within 30 days from the date of resignation of the legal representative.

Civil activities carried out by the legal representative in the name of the Company, the legal consequences of which shall be borne by the Company. Restrictions on the functions and powers of the legal representative set forth in the Articles of Association or by the general meeting shall not prevail against bona fide third parties. If the legal representative causes damage to others in the performance of his/her duties, the Company shall bear civil liability. After the Company bears civil liability, it may seek recourse against the legal representative who is at fault in accordance with the provisions of laws or the Articles of Association.

Article 9 ~~All assets of the Company shall be divided into equal shares.~~ The shareholders’ liabilities to the Company are limited to the shares they subscribe. The liabilities of the Company shall only be limited to all its assets~~properties~~.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 10 The Articles of Association shall come into effect on the date of consideration and approval at the general meeting of the Company. From the effective date of the Articles of Association, the former articles of association of the Company shall automatically go out of effect.

The Articles of Association shall be a legally binding document governing the organization and conduct of the Company, and the rights and obligations between the Company and its shareholders and among shareholders since the effective date.

The Articles of Association shall be legally binding on the Company, shareholders, directors, ~~supervisors~~ and senior management officers. The foregoing personnel all may raise claims for rights relevant with the matters of the Company according to the Articles of Association.

According to the Articles of Association, shareholders can sue shareholders, shareholders can sue directors, ~~supervisors, manager (president and CEO) and other~~ senior management of the Company, shareholders can sue the Company, and the Company can sue shareholders, directors, ~~supervisors, manager (president and CEO) and other~~ senior management.

The suing stated in the preceding paragraph includes filing a lawsuit to a court or applying for arbitration to an arbitration organization.

Article 11 ~~Other~~ Senior management officers referred to in the Articles of Association refer to the Company's manager (president and CEO), joint CEO, vice president, chief financial officer, and secretary to the Board.

Article 12 The Company is an enterprise legal person established in the PRC in accordance with the PRC law and is subject to the jurisdiction and protection of the PRC law. In conducting business activities, the Company must abide by PRC laws, regulations and relevant requirements, observe social morality and business ethics, be honest and trustworthy, accept the supervision of the government and the public, and assume social responsibility.

Article 13 The Company may invest in other limited liability companies and joint stock companies and is liable to the invested companies to the extent of the amount of investment. Unless otherwise specified in law, the Company may not become a capital contributor assuming joint and several liability for the debts of the invested enterprises.

Chapter 2 Objects and Scope of Business

Article 14 Business objects of the Company

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(a) to discover prodrugs, produce and sell small molecule compounds and compound libraries by using the Company's proprietary cutting-edge combination technology, to meet the needs of pharmaceutical companies and pharmaceutical research institutions to discover prodrugs and new drugs;

(b) to provide technical platforms, consulting services and HTS efficient screening technology services of new drug development for pharmaceutical production, development and research organizations;

(c) to conduct technology cooperation with the pharmaceutical industry to jointly develop new drugs, assist Chinese pharmaceutical companies to break through the bottleneck of developing innovative drugs, reduce the cost of developing new drugs, shorten the cycle of new drugs release, and enhance the new drug development to the world's standard;

(d) to protect the economic interests of shareholders, try to maintain or increase the value of the Company's assets so that shareholders can obtain satisfactory economic returns from the Company.

Article 15 The Company's business scope registered according to law: development, research and approval of new drugs, and research and development of pharmaceutical intermediates and refined chemical products (excluding hazardous chemicals); technology development, transfer, services and consultation of pharmaceutical technology, biotechnology, combinatorial chemistry, organic chemistry, medical technology, detection technology and computer technology; wholesale of medical devices and drugs of Class I and sales of machinery and spare parts; import and export business of various commodities and technologies of its own and on agency basis (other than commodities and technologies which are restricted for business operation or prohibited for import or export by the PRC); corporate management consultation, medicine information consultation and health consultation (excluding medical treatment activities or psychological counselling); house leasing; conference and exhibition services; outward investment with own funds. (Projects subject to approval according to law may only commence operation after approval by relevant departments).

Chapter 3 Shares

Section 1 Share Issuance

~~**Article 16** The Company shall set ordinary shares at any time; and may set other classes of shares according to need upon approval of the department authorized by the State Council.~~

Article 16 The shares of the Company shall be in the form of stocks.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 17 The issuance of shares of the Company shall be subject to the open, fair and just principles, and each share of the same class shall have the same rights.

For the same class of shares issued at the same time, the issuance conditions and prices of each share shall be the same; the shares subscribed by any ~~unit or individual~~ subscriber shall be paid the same price per share.

Article 18 The par value shares issued by the Company shall be denominated in Renminbi with a par value of RMB1 per share.

Article 19 The Company may issue stocks to domestic investors or overseas investors based on the procedures specified in applicable laws of the place where the stocks of the Company are listed.

Article 20 The domestic shares or A-shares stated in the Articles of Association refer to ordinary shares issued by the Company which are listed on the Shanghai Stock Exchange and traded in Renminbi.

The overseas listed foreign shares or H-shares stated in the Articles of Association refer to the stocks issued by the Company which are listed and traded on HKEX.

The shareholders of domestic shares and shareholders of foreign shares are both shareholders of ordinary shares, enjoy the same rights and assume the same obligations.

Article 21 The A-shares issued by the Company shall be deposited in Shanghai Branch of China Securities Depository and Clearing Co., Ltd. in a centralized way. The H-shares issued by the Company are mainly deposited in the trusted companies subordinate to Hong Kong Securities Clearing Company Ltd.

Article 22 The name of the Company's sponsors, ~~the number of shares subscribed, the shareholding ratio,~~ the mode of capital contribution and the time of capital contribution are set out in the following table:

No.	Name of sponsor	Number of shares subscribed	Shareholding ratio	Mode of capital contribution	Time of capital contribution
		<i>(shares)</i>			
1	G&C V Limited	41,390,100	4.4137%	Net assets converting into shares	January 31, 2017

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No.	Name of sponsor	Number of shares subscribed	Shareholding ratio	Mode of capital contribution	Time of capital contribution
		<i>(shares)</i>			
2	G&C VI Limited	81,000,000	8.6375%	Net assets converting into shares	January 31, 2017
3	G&C VII Limited	21,435,000	2.2857%	Net assets converting into shares	January 31, 2017
4	Jiaxing Houyi Investment Partnership (Limited Partnership)	4,664,700	0.4974%	Net assets converting into shares	January 31, 2017
5	Jiaxing Houyu Investment Partnership (Limited Partnership)	4,664,700	0.4974%	Net assets converting into shares	January 31, 2017
6	Jiaxing Houzi Investment Partnership (Limited Partnership)	846,000	0.0902%	Net assets converting into shares	January 31, 2017
7	Jiaxing Houjin Investment Partnership (Limited Partnership)	846,000	0.0902%	Net assets converting into shares	January 31, 2017
8	Shanghai Houshen Investment Center (Limited Partnership)	19,445,250	2.0735%	Net assets converting into shares	January 31, 2017
9	Shanghai Houyue Investment Center (Limited Partnership)	601,500	0.0641%	Net assets converting into shares	January 31, 2017
10	Shanghai Houyuan Investment Center (Limited Partnership)	603,000	0.0643%	Net assets converting into shares	January 31, 2017
11	Shanghai Houyong Investment Center (Limited Partnership)	801,750	0.0855%	Net assets converting into shares	January 31, 2017
12	Shanghai Houzhen Investment Center (Limited Partnership)	618,750	0.0660%	Net assets converting into shares	January 31, 2017
13	Shanghai Houyao Investment Center (Limited Partnership)	586,500	0.0625%	Net assets converting into shares	January 31, 2017
14	Shanghai Housong Investment Center (Limited Partnership)	531,750	0.0567%	Net assets converting into shares	January 31, 2017
15	Shanghai Houling Investment Center (Limited Partnership)	376,500	0.0401%	Net assets converting into shares	January 31, 2017
16	G&C IV Hong Kong Limited	59,234,400	6.3164%	Net assets converting into shares	January 31, 2017
17	WuXi AppTec (BVI) Inc.	81,000,000	8.6374%	Net assets converting into shares	January 31, 2017

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No.	Name of sponsor	Number of shares subscribed	Shareholding ratio	Mode of capital contribution	Time of capital contribution
		(shares)			
18	ABG-WX Holding (HK) Limited	74,043,000	7.8955%	Net assets converting into shares	January 31, 2017
19	Glorious Moonlight Limited	88,851,600	9.4746%	Net assets converting into shares	January 31, 2017
20	HCFII WX (HK) Holdings Limited	62,725,500	6.6887%	Net assets converting into shares	January 31, 2017
21	SUMMER BLOOM INVESTMENTS (I) PTE. LTD.	81,447,300	8.6851%	Net assets converting into shares	January 31, 2017
22	Yunfeng II WX Limited	12,340,800	1.3159%	Net assets converting into shares	January 31, 2017
23	SCC Growth III Holdco B, Ltd.	12,340,800	1.3159%	Net assets converting into shares	January 31, 2017
24	L & C Investment Limited	4,191,300	0.4469%	Net assets converting into shares	January 31, 2017
25	Eastern Star Asia Investment Limited	5,217,473	0.5563%	Net assets converting into shares	January 31, 2017
26	Fertile Harvest Investment Limited	16,464,710	1.7557%	Net assets converting into shares	January 31, 2017
27	Pearl WX HK Limited	14,808,600	1.5791%	Net assets converting into shares	January 31, 2017
28	Shanghai Jinyao Investment Management Co., Ltd.	49,362,300	5.2637%	Net assets converting into shares	January 31, 2017
29	Jiaxing Yumin Investment Partnership (Limited Partnership)	12,339,900	1.3159%	Net assets converting into shares	January 31, 2017
30	Jiaxing Yuxiang Investment Partnership (Limited Partnership)	37,021,500	3.9478%	Net assets converting into shares	January 31, 2017
31	Jiashi Kangheng (Tianjin) Investment Partnership (Limited Partnership)	71,892,000	7.6661%	Net assets converting into shares	January 31, 2017

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No.	Name of sponsor	Number of shares subscribed	Shareholding ratio	Mode of capital contribution	Time of capital contribution
		(shares)			
32	Shanghai Jiehuan Investment Center (Limited Partnership)	12,340,800	1.3159%	Net assets converting into shares	January 31, 2017
33	Shanghai Yingyi Investment Center (Limited Partnership)	10,478,700	1.1174%	Net assets converting into shares	January 31, 2017
34	Guoshou Chengda (Shanghai) Health Industry Equity Investment Center (Limited Partnership)	12,500,000	1.3329%	Net assets converting into shares	January 31, 2017
35	Taikang Insurance Group Co., Ltd.	12,500,000	1.3329%	Net assets converting into shares	January 31, 2017
36	Tangshan Jingji Health Industry Fund Partnership (Limited Partnership)	3,750,000	0.3999%	Net assets converting into shares	January 31, 2017
37	Shenzhen Pingan Real Estate Investment Co., Ltd.	5,000,000	0.5332%	Net assets converting into shares	January 31, 2017
38	LCH Investment Limited	5,130,865	0.5471%	Net assets converting into shares	January 31, 2017
39	Brilliant Rich Global limited	5,643,952	0.6018%	Net assets converting into shares	January 31, 2017
40	Ningbo Meishan Baoshuigangqu Yunlong Investment Management Co., Ltd.	2,500,000	0.2666%	Net assets converting into shares	January 31, 2017
41	Shanghai Yunfeng Hengyuan Investment Center (Limited Partnership)	3,750,000	0.3999%	Net assets converting into shares	January 31, 2017
42	Ningbo Hongqi Equity Investment Partnership (Limited Partnership)	2,500,000	0.2666%	Net assets converting into shares	January 31, 2017
Total:		937,787,000	100.0000%	—	—

Article 23 After establishment, the Company issued for the first time 104,198,556 A-shares 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.

The Company issued 121,795,400 H-shares in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.

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The shareholding of the Company is: 2,887,992,582,951,506,736 ordinary shares, including 2,500,916,432,473,280,246 shares held by A-share shareholders; 387,076,150,478,226,490 shares held by H-share shareholders.

Section 2 Changes in and Repurchase of Shares

Article 24 Based on the needs of operation and development, the Company may increase capital by the following means in accordance with the provisions of laws and regulations upon resolution of the shareholders' meeting:

- (I) ~~public offering of shares~~issue of shares to unspecified counterparties;
- (II) ~~non-public offering of shares~~issue of shares to specified counterparties;
- (III) placing shares to existing shareholders;
- (IV) distributing bonus shares to existing shareholders;
- (V) conversion of provident fund into share capital;

(VI) other methods ~~approved~~prescribed by laws, administrative regulations and the securities regulatory authority of the State Council.

After the Company's capital increase to issue new shares is approved according to the provisions of the Articles of Association, it shall be handled according to the relevant laws, administrative regulations, departmental rules and normative documents of the place where the stocks of the Company are listed, and the procedures specified in the listing rules of the stock exchange.

Article 25 The Company may reduce the registered capital. The Company's reduction of registered capital shall be handled in accordance with the Company Law, other relevant regulations and the procedures stipulated in the Articles of Association.

~~**Article 26** Where the Company finds it necessary to reduce its registered capital, it must work out balance sheets and property inventory.~~

~~The Company shall, within ten days as of the day when the decision of reducing registered capital is made, notify the creditors and make a public announcement on a newspaper within thirty days. The creditors shall, within thirty days as of the receipt of a notice or within forty five days as of the issuance of the public announcement if it fails to receive a notice, be entitled to require the Company to clear off its debts or to provide corresponding guarantees.~~

~~**Article 27**~~**Article 26** 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:

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(I) to decrease the registered capital of the Company;

(II) to merge with another company holding shares of the Company;

(III) to issue shares under employee stock ownership plan or as share incentives;

(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;

(V) to satisfy the conversion of those corporate bonds convertible into shares issued by the Company with shares;

(VI) to safeguard corporate value and the interests of the shareholders as the Company deems necessary;

(VII) Other circumstances permitted in laws, administrative regulations, and the relevant provisions of CSRC and the stock exchange where the stocks of the Company are listed.

The conditions imposed in item (VI) above shall be determined in accordance with applicable laws, administrative regulations and the relevant provisions of CSRC and the stock exchange where the stocks of the Company are listed.

Except for the above, the Company shall not acquire any shares of the Company.

~~Article 28~~Article 27 The Company may choose one of the following ways to acquire the shares of the Company:

(I) through open centralized trading;

(II) through issuing an offer;

(III) through entering into agreements outside stock exchange according to the laws and regulations of the place where the stocks of the Company are listed and the listing rules of the stock exchange;

(IV) other methods specified in laws and administrative regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.

If the Company acquires its corporate shares in accordance with ~~Article 27~~Article 26 (III), (V) and (VI) of the Articles of Association, it shall be conducted through open centralized trading.

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~~Article 29~~Article 28 When formulating a repurchase plan with clear and detailed arrangements for the repurchase process according to the applicable laws and regulations and the relevant provisions of CSRC and the stock exchange where the stocks of the Company are listed, the Board shall comprehensively consider the financial situation, production and operation conditions, the stock price of the Company and the interests of its shareholders and other factors.

If the Company acquires its corporate shares as described in ~~Article 27~~Article 26 (I), (II) of the Articles of Association, it shall be subject to the resolution of the general meeting of shareholders. If the Company acquired its cooperate shares as described in ~~Article 27~~Article 26 (III), (V) and (VI) of the Articles of Association, it can be resolved and approved by more than two-thirds of the directors present at a board meeting.

After the Company acquires its corporate shares in accordance with the provisions of ~~Article 27~~Article 26 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. After the Company acquires its corporate shares as described in Article 27 (III), (V) and (VI), the total number of corporate shares held by the Company shall not exceed 10% of the total issued shares of the Company. All corporate shares so acquired shall be transferred or cancelled within three years.

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.

Section 3 Transfer of Shares

~~Article 30~~Article 29 Unless otherwise specified in 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, the shares of the Company are freely transferrable and are not subject to any lien.

The transfer of H-shares shall be registered in the local stock registration institution in Hong Kong authorized by the Company.

~~Article 31~~Article 30 All the H-shares with paid-up share capital may be freely transferred in accordance with the Articles of Association; but unless the following conditions are met, the Board may refuse to admit any transfer document without stating any reason:

(I) any transfer document and other documents that are relevant with the ownership of H-shares or will influence the ownership of H-shares must be registered. A fee for the registration must be paid to the Company according to a charge standard specified in Hong Kong Listing Rules. The fee shall not exceed the maximum rate specified in Hong Kong Listing Rules;

(II) the instrument of transfer involves H-shares only;

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(III) the stamp duty payable by the laws of Hong Kong on the instrument of transfer has been paid;

(IV) the relevant share certificates and evidence reasonably required by the Board and proving that the transferer has the right to transfer shares shall be provided;

(V) if the shares are to be transferred to joint shareholders, the number of jointly registered shareholders shall not exceed four;

(VI) the Company does not have any lien over the shares.

If the Board refuses to register share transfer, the Company shall issue a notice of refusal of share transfer to the transferer and transferees within two months from the official filing date of transfer application.

~~Article 32~~**Article 31** All the transfers of H-shares shall adopt written transfer instruments in a general or ordinary format or any other format accepted by the Board (including standard transfer format or ownership transfer form specified by HKEX from time to time); such transfer instruments may only adopt manual signing or be affixed with a valid seal of the Company (if the transferer or transferee is a company). If the transferer or transferee is a recognized clearing house defined in relevant regulations that are validated from time to time in accordance with Hong Kong law (hereinafter referred to as “**recognized clearing house**”) or its agent, the transfer instruments may be signed in form of manual signing or machine printing.

All the transfer instruments shall be kept at the legal address of the Company or an address designated by the Board from time to time.

~~Article 33~~**Article 32** The Company does not accept the shares of the Company as the subject of pledge rights.

~~Article 34~~**Article 33** ~~The shares of the Company held by the sponsors shall not be transferred within one year from the date of establishment of the Company. The shares issued before the Company’s public offering of shares shall not be transferred within one year from the date of the Company’s shares listing on the stock exchange.~~

The directors, ~~supervisors~~ and senior management of the Company shall report to the Company the corporate shares they held and the changes thereof, and the shares transferred each year during the term of office determined at the time of taking office shall not exceed 25% of the total number of shares of the same class they held in the Company; the shares they held shall not be transferred within one year from the date of the listing of the Company’s shares. The above-mentioned personnel shall not transfer the shares of the Company they held within half a year after leaving the Company.

~~Article 35~~**Article 34** If the directors, ~~supervisors~~, senior management of the Company and shareholders holding more than 5% of the Company’s shares sell the shares of the Company or other securities with an equity nature they held within six months after the purchase, or purchase

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again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, if a securities company holds more than 5% of the shares after purchasing the remaining shares upon underwriting and other circumstances stipulated by the China Securities Regulatory Commission shall be excluded.

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

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

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

Section 4 Financial Aid for Purchase of Corporate Shares

Article 35 The Company or its subsidiaries (including affiliates of the Company) shall not, by any means of gifts, advances, guarantees, or borrowings, provide financial assistance to others for the acquisition of the shares of the Company or its parent company, except when the Company implements the employee stock ownership plan.

For the benefit of the Company, by resolution of the general meeting or by resolution of the Board in accordance with the Articles of Association or the authorization of general meetings, the Company may provide financial assistance to others for the acquisition of shares of the Company or its parent company, provided that the cumulative total amount of the financial assistance shall not exceed 10% of the total amount of the issued share capital and the provisions of laws, administrative regulations and the provisions of the CSRC and stock exchanges shall be complied with. Resolutions of the Board shall be passed by more than two-thirds of all the directors.

~~**Article 36** The Company or its subsidiaries (including affiliated companies of the Company) shall never provide any financial aid by means including gifts, advance, guarantee, compensation or loan for anyone who purchases or intends to purchase the shares of the Company.~~

~~The provision in this article are not applicable to the circumstances described in Article 38 hereof.~~

~~**Article 37** The financial aid stated in the Articles of Association includes without limitation the following forms:~~

~~(1) donation;~~

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~(H) guarantee (including that the guarantor assumes responsibility or provides property to guarantee the obligor to perform its obligations), compensation (but not including the compensation arising from the own mistakes of the Company), and cancellation or waiver of rights;~~

~~(III) provision of a loan or conclusion of a contract according to which the Company performs obligations prior to other parties, as well as change of the parties to the loan or contract, and transfer of rights in the loan or contract;~~

~~(IV) financial aid provided in any other way under the circumstance that the Company is unable to repay debts, or does not have net assets or the net assets will be reduced significantly.~~

~~**Article 38** The following acts are not deemed as the acts forbidden in Article 36 of the Articles of Association:~~

~~(I) the financial aid provided by the Company is honestly for the interest of the Company, and its main purpose is not for purchase of the Company's shares, or the financial aid is a part attached to a general plan of the Company;~~

~~(II) the Company uses its property as dividend and distributes it according to law;~~

~~(III) dividend is distributed in form of shares;~~

~~(IV) the Company reduces registered capital, repurchases shares and adjusts equity structure in accordance with the Articles of Association;~~

~~(V) the Company provides loans for its normal business activities within its business scope (but such act shall not result in reduction of the net assets of the Company, or even if reduction is caused, the financial aid is disbursed from the distributable profit of the Company);~~

~~(VI) the Company provides funds for the employee stock ownership plan (but such act shall not result in reduction of the net assets of the Company, or even if reduction is caused, the financial aid is disbursed from the distributable profit of the Company).~~

Section 5 Stocks and Register of Shareholders

~~**Article 39**~~**Article 36** The share certificates of the Company adopt a registered form, and it shall be in paper form or in other forms prescribed by the securities regulatory authority of the State Council. The share certificates of the Company shall state the information required by the Company Law and the stock exchange where the stocks of the Company are listed.

If the share capital of the Company includes shares without voting right, words "without voting right" shall be added to the name of these shares. If share capital includes shares attached with different voting rights, words "with restricted voting right" or "with limited voting right" must be added to each class of the shares (except the shares attached with the most preferential voting right).

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The H-shares issued by the Company may adopt the form of overseas depository receipt or other derivative forms of stocks in accordance with Hong Kong law, the requirements of HKEX and the common practice of securities registration and depository.

~~Article 40~~Article 37 Stocks shall be signed by the chairman of the Board. If the stock exchange where the stocks of the Company are listed requires ~~other~~ senior management officers of the Company to sign stocks, the stocks shall be signed by ~~other~~ relevant senior management officers, too. The stocks will take effect after being affixed with the seal of the Company or affixed with a seal in a printing form. Affixing the seal of the Company onto stocks shall be authorized by the Board. The signatures of the chairman or ~~other~~ relevant senior management officers of the Company on stocks may also adopt a printing form.

The paperless issuance and transactions of the stocks of the Company shall be governed by separate provisions of the securities regulatory authority and the stock exchange where the stocks of the Company are listed.

~~Article 41~~Article 38 The Company shall prepare a register of shareholders based on vouchers provided by securities registries, which registers the following information according to the relevant rules of the place where the stocks of the Company are listed (if applicable):

- (I) name, address (domicile), occupation or nature of every shareholder;
- (II) class and number of shares held by each shareholder;
- (III) paid or payable amount of shares held by each shareholder;
- (IV) reference number of shares held by each shareholder;
- (V) shareholder registration date of each shareholder;
- (VI) shareholder termination date of each shareholder.

Register of shareholders is sufficient evidence proving a shareholder holds shares of the Company.

Under the precondition of abiding by the Articles of Association and other applicable provisions, once shares of the Company are transferred, the name of the transferee of the shares will be included into the register of shareholders as the holder of the shares.

The transfer or assignment of stocks must be registered in the domestic or foreign stock ownership transfer registry authorized by the Company, and shall be recorded in the register of shareholders.

~~Article 42~~Article 39 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed shares of the Company abroad, and

authorize an overseas agency to manage it. The original of the register of shareholders of H-shares shall be kept in Hong Kong for the inspection of shareholders. The register of shareholders may be closed according to the relevant provisions under the Hong Kong Companies Ordinance.

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

In case of inconsistency, the original shall prevail.

~~Article 43~~ **Article 40** Where 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 have provisions on occasions when no change of registration of the register of shareholders shall be conducted before convention of a general meeting or before the base date of dividend distribution decided by the Company, such provisions shall prevail.

~~Article 44~~ **Article 41** Where a shareholder of overseas listed shares loses stocks and applies for reissuance, the matter may be handled in accordance with the laws and regulations of the place where the original of the register of shareholders of overseas listed shares is stored, the rules of the stock exchange, or other relevant regulations.

Chapter 4 Shareholders and the General Meeting

Section 1 Shareholders

~~Article 45~~ **Article 42** 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.

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.

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.

~~Article 46~~ **Article 43** When the Company convenes a general meeting, distributes dividends, undergoes liquidation and engages in other activities requiring the identification of shareholders, the Board or the convener of the general meeting shall decide the equity registration date. Shareholders whose names appear on the register at the close of trading on the equity registration date shall be the shareholders enjoying relevant rights and interests.

~~Article 47~~ **Article 44** The shareholders of ordinary shares of the Company shall have the following rights:

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(I) to receive dividends and profit distributions in any other form in proportion to the shares they hold;

(II) to lawfully require holding, convene, preside over or attend general meetings either in person or by proxy and exercise the corresponding voting right;

(III) to supervise, present suggestions on or make inquiries about the operations of the Company;

(IV) to transfer, gift or pledge their shares 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;

(V) to inspect the Articles of Association, register of shareholders, ~~stubs of corporate bonds, minutes of general meetings, resolutions of Board meetings, resolutions of Supervisory Committee meetings~~ and financial and accounting reports;

(VI) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining property of the Company in proportion to the shares held by them;

(VII) to require the Company to buy their shares in the event of their objection to resolutions of the general meeting concerning merger or division of the Company;

(VIII) to enjoy other rights stipulated by the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.

Where any person directly or indirectly owning rights and interests does disclose his/her rights and interests to the Company, the Company shall not therefore exercise any power to freeze or impair in other ways any rights attached to the shares held by the person.

~~Article 48~~ **Article 45** When shareholders request the inspection or duplication of the relevant materials of the Company, they shall comply with the requirements of laws and administrative regulations including the Company Law and the Securities Law and relevant rules of the stock exchange where the shares of the Company are listed.

If any shareholder proposes to inspect the relevant information mentioned in the preceding article or asks for information, such request shall be made to the Company in writing and state its purposes, and the said shareholder shall, on demand, provide the Company with written documents bearing evidence of the class and number of shares held by the said shareholder and other relevant supporting documents, and the Company will provide the information as required by the said shareholder upon verification of the said shareholder's identity and the purpose of the inspection in accordance with the provisions of relevant laws, administrative regulations, regulatory documents and these Articles of Association. However, if the content involves the Company's trade secrets, inside information, or personal privacy of relevant individuals, the Company may refuse to provide such information.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

When a shareholder of the Company inspects and duplicates the relevant documents and materials of the Company, the shareholder shall not inspect until entering into a confidential agreement with the Company. Shareholders and the intermediaries they appointed shall comply with the requirements of laws and administrative regulations on the protection of state secrets, trade secrets, personal privacy and personal information and assume legal responsibility for the leakage of secrets.

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.

~~Article 49~~**Article 46** If any resolution of the general meeting or the Board of the Company violates the laws or administrative regulations, the shareholders shall have the right to request the people's court to invalidate the resolution.

If the convening procedure or voting method of the general meetings or Board meetings violates the laws, administrative regulations or the Articles of Association or the contents of a resolution run counter to the Articles of Association, the shareholders shall have the right to request the people's court to cancel such resolution within sixty days after passing the resolution. However, it does not apply if such procedures for convening the meeting and the Board meeting, or the method of voting thereat, have only minor flaws that have no substantial impact on the resolution.

Where the Board, shareholders and other stakeholders dispute the validity of a resolution of a general meeting, they shall promptly institute legal proceedings at the people's Court. Before the people's court makes a judgement or ruling, such as a cancellation of a resolution, the stakeholders shall execute the resolution of the general meeting. The Company, its directors and senior management officers shall perform their duties diligently to ensure the normal operation of the Company.

Where the people's court makes a judgement or ruling on the relevant matter, the Company shall fulfill its obligations to disclose the information in accordance with laws, administrative regulations and the provisions of the CSRC and stock exchanges, fully explain the impact of the judgement or ruling on the Company, and actively cooperate with the authorities in the enforcement of the judgement or ruling after it has come into effect. Where previous matters need to be corrected, the Company shall handle the correction in a timely manner and fulfill its obligations to disclose the information accordingly.

Article 47 A resolution of the general meeting or Board meeting of the Company shall be deemed invalid under any of the following circumstances:

- (I) the resolution is adopted without convening a general meeting or Board meeting;
- (II) the resolution is not voted on at the general meeting or Board meeting;

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(III) the number of attendees of the meeting or their voting rights do not meet the quorum or the number of voting rights as stipulated in the Company Law or the Articles of Association;

(IV) the number of attendees voting in favor of the resolution or their voting rights do not meet the quorum or the number of voting rights as stipulated in the Company Law or the Articles of Association.

~~Article 50~~Article 48 If any director or senior management officer other than members of the audit committee violates the laws, administrative regulations or the Articles of Association in fulfilling their duties, thereby incurring any loss to the Company, the shareholder(s) severally or jointly holding 1% or more shares of the Company for no less than 180 days continuously shall have the right to submit a written request to the ~~Supervisory Committee~~ audit committee to institute legal proceedings to the people's court; if the ~~Supervisory Committee~~ audit committee violates the laws, administrative regulations or the Articles of Association in fulfilling its duties, thereby incurring any loss to the Company, the aforesaid shareholders shall have the right to request the Board in writing to institute legal proceedings to the people's court.

If the ~~Supervisory Committee~~ audit committee or the Board refuses to institute legal proceedings after receipt of the aforesaid written request from the shareholders or does not institute legal proceedings within thirty days after receipt of the said request, or if the circumstance is urgent and any delay of legal proceedings may incur irreparable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings to the people's court in their own names in the interests of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders as specified in the first paragraph of this article may institute legal proceedings to the people's court pursuant to the preceding two paragraphs.

If any director, supervisor or senior management officer of a wholly-owned subsidiary of the Company violates the laws, administrative regulations or the Articles of Association in fulfilling their duties, thereby incurring any loss to the Company, or if others infringe on the legitimate rights and interests of the wholly-owned subsidiary of the Company and cause losses, the shareholder(s) severally or jointly holding 1% or more shares of the Company for no less than 180 days continuously may request the supervisory committee or the board of directors of the wholly-owned subsidiary in writing to institute legal proceedings to the people's court or directly institute legal proceedings to the people's court in their own names in accordance with relevant provisions of the Company Law.

If the wholly-owned subsidiary of the Company has not established supervisory committee or supervisors, but established an audit committee, it shall be executed in accordance with the preceding paragraphs 1 and 2 of this article.

~~Article 51~~Article 49 If any director or senior management officer violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may institute legal proceedings to the people's court.

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~~Article 52~~Article 50 The shareholders of ordinary shares of the Company shall have the following obligations:

(I) to observe the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association;

(II) to pay capital contribution as per the shares subscribed for and the method of subscription;

(III) not to withdraw ~~shares~~their share capital unless in the circumstances stipulated by laws and administrative regulations;

(IV) not to abuse shareholder's right to harm the interests of the Company or other shareholders; not to abuse the Company's position as an independent legal person or shareholder's limited liability protection to harm the interests of the creditors of the Company;

(V) to fulfil other obligations stipulated by the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.

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

~~Article 53~~Article 51 If any shareholder holding more than 5% voting shares of the Company pledges the said voting shares, the said shareholder shall submit a written report to the Company on the date on which the said pledge is executed.

~~Article 54~~Article 52 Except the obligations required in 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, when the controlling shareholder exercises its power of shareholder, it shall not make any decision detrimental to the interests of all or some of shareholders on the following issues in order to exercise its voting right:

(I) exempt the responsibility of directors ~~and supervisors~~ for acting in the best interest of the Company;

(II) approve directors ~~and supervisors~~ (for its own or others' interests) to deprive the Company of property in any form, including (but not limited to) any opportunity favorable to the Company;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(III) approve directors ~~and supervisors~~ (for its own or others' interests) to deprive other shareholders of personal rights and interests, including (but not limited to) any right of distribution and voting right, but not including restructuring of the Company submitted to and adopted by the general meeting according to the Articles of Association.

~~Article 54~~**Article 53** The controlling shareholders and de facto controllers of the Company shall exercise their rights and perform their obligations in accordance with the laws, administrative regulations and the provisions of the securities regulator in the place where the stocks of the Company are listed, and shall safeguard the interests of the listed company. ~~The controlling shareholders and de facto controllers of the Company shall not use the connected relations to the detriment of the interests of the Company; otherwise, they shall be liable for compensation for any loss incurred to the Company.~~

~~The controlling shareholders and de facto controllers of the Company shall perform fiduciary duty to the Company and general public shareholders thereof. The controlling shareholders shall exercise capital contributors' rights in strict accordance with laws, shall not damage the legitimate rights and interests of the Company and general public shareholders by such means as profit distribution, asset reorganization, external investment, fund appropriation, loan and guarantee and shall not abuse their controlling status to damage the interests of the Company and general public shareholders.~~

~~The Company shall not provide the shareholders or de facto controllers with funds, commodities, services or other assets gratis or on manifestly unfair terms; shall not provide funds, commodities, services or other assets to the shareholders or de facto controllers who are noticeably unable to make repayment; shall not provide guarantee to the shareholders or de facto controllers who are noticeably unable to make repayment or provide guarantee to the shareholders or de facto controllers without justifiable reasons; and shall not, without justifiable reasons, relinquish creditor's rights against the shareholders or de facto controllers or assume debts of the shareholders or de facto controllers. Such transactions as provision of funds, commodities, services or other assets between the Company and the shareholders or de facto controllers shall be deliberated by the Board and the general meeting in strict accordance with the decision-making policies for connected transactions as set out in the Articles of Association.~~

Article 54 Controlling shareholders and de facto controllers of the Company shall comply with the following provisions:

(1) to exercise their rights as shareholders in accordance with the law and not abuse their control or use their affiliation to prejudice the legitimate interests of the Company or other shareholders;

(2) to strictly fulfil the public statements and undertakings made, without unilateral alteration or waiver;

(3) to fulfil information disclosure obligations in strict accordance with the relevant regulations, to proactively cooperate with the Company in information disclosure and to inform the Company in a timely manner of material events that have occurred or are proposed to occur;

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(4) not to appropriate the Company's funds in any way;

(5) not to order, instruct or request the Company and relevant personnel to provide guarantees in violation of laws and regulations;

(6) not to make use of the Company's undisclosed material information for personal gain, not to disclose in any way undisclosed material information relating to the Company, and not to engage in insider trading, short-swing trading, market manipulation and other illegal and unlawful acts;

(7) not to prejudice the legitimate rights and interests of the Company and other shareholders through unfair related-party transactions, profit distribution, asset restructuring, foreign investment or any other means;

(8) to ensure the integrity of the Company's assets, and the independence of personnel, finance, organisation and business, and not to affect the independence of the Company in any way;

(9) other provisions of laws, administrative regulations, provisions of the CSRC, business rules of the Shanghai Stock Exchange and the Articles of Association.

Where a controlling shareholder or de facto controller of the Company does not act as a director of the Company but actually carries out the affairs of the Company, the provisions of the Articles of Association relating to the duties of loyalty and diligence of directors shall apply.

Where a controlling shareholder or de facto controller of the Company instructs a director or a member of the senior management to engage in an act that is detrimental to the interests of the Company or the shareholders, he/she shall be jointly and severally liable with such director or member of the senior management.

Article 55 When controlling shareholders and de facto controllers pledge the Company's shares held or effectively controlled by them, they shall maintain the stability of the Company's control and production operations.

Article 56 When controlling shareholders and de facto controllers transfer the Company shares held by them, they shall comply with the restrictive provisions regarding share transfers in laws, administrative regulations, regulations of the CSRC and the Shanghai Stock Exchange, and the commitments they have made regarding restrictions on share transfers.

Section 2 General Provisions for General Meetings

~~**Article 56**~~**Article 57** The general meeting of the Company is composed of all shareholders. The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:

~~(1) to decide on the Company's business policy and investment plans;~~

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~~(H)~~(I) to elect and replace directors and supervisors who are not employee representatives, and determine the remunerations of directors and supervisors;

~~(III)~~ to consider and approve the reports of the Board;

~~(IV)~~ to consider and approve the reports of the Supervisory Committee;

~~(V)~~ to consider and approve the Company's annual financial budgets, final accounts;

~~(VI)~~(III) to consider and approve the Company's profit distribution plan and loss recovery plan;

~~(VII)~~(IV) to resolve on increase or decrease of the registered capital of the Company;

~~(VIII)~~(V) to resolve on issuance of corporate bonds;

~~(IX)~~(VI) to resolve on the merger, division, dissolution, liquidation or transformation of corporate form of the Company;

~~(X)~~(VII) to amend the Articles of Association;

~~(XI)~~(VIII) to resolve on appointment or dismissal of the Company's accounting firm which undertakes the audit work of the Company;

~~(XII)~~(IX) to consider the proposals of shareholders severally or jointly holding above ~~3%~~1% of the shares of the Company with voting right;

~~(XIII)~~(X) to consider and approve material transactions specified in ~~Article 57~~Article 58 of the Articles of Association;

~~(XIV)~~(XI) to consider and approve financial assistance stipulated in ~~Article 58~~Article 59 of the Articles of Association and guarantees stipulated in ~~Article 59~~Article 60 of the Articles of Association;

~~(XV)~~(XII) 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)~~(XIII) 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)~~(XIV) to consider and approve matters relating to the changes in the use of proceeds from share offerings;

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~~(XVIII)~~(XV) to consider equity incentive plans and employee stock ownership plan;

~~(XIX)~~(XVI) to resolve on the acquisition of corporate shares as described in ~~Article 27~~
Article 26 (I) and (II) of the Articles of Association;

~~(XX)~~(XVII) to consider and approve the matters relating to purchase of liability insurance for directors ~~and senior management~~;

~~(XXI)~~(XVIII) 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.

The general meeting may authorize the Board of Directors to resolve on the issuance of bonds of the Company.

Shares and corporate bonds convertible into shares of the Company may be issued by a resolution of the Shareholders' Meeting or by a resolution of the Board of Directors as authorized by the Articles of Association or the Shareholders' Meeting, the specific implementation of which shall comply with the provisions of laws, administrative regulations and the securities regulators of the places where the Company's shares are listed.

Where the general meeting authorize the Board to excise certain powers, the details of the authorization shall be clearly specified. The legal functions and powers of general meetings shall not be delegated through authorization to the Board or any other institution or individual.

~~Article 57~~Article 58 The Company's transactions (excluding financial assistance, the provision of guarantee, receipt of cash donation by the Company, any transaction that waives the debt of the Company or other transactions without involving any payment of consideration or attachment of any obligations, and the "Daily Transactions" stipulated in the Listing Rules of SSE) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:

(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 50% of the latest audited total assets of the Company;

(II) the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;

(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;

(IV) the transaction profit accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB5 million;

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(V) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB50 million;

(VI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with the absolute amount of more than RMB5 million.

(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules;

1. major transactions;
2. very substantial disposals;
3. very substantial acquisitions;
4. reverse takeovers.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

~~Article 58~~**Article 59** The Company's financial assistance (including interest bearing or non-interest bearing loans and consigned loans) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board;

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

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

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

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

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

~~Article 59~~**Article 60** The following external guarantees of the Company shall be considered and approved by the general meeting:

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(I) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has exceeded 50% of the net assets in the latest audited consolidated financial statements;

(II) the accumulated amount of guarantee provided by the Company and its subsidiaries exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;

(III) the accumulated amount of guarantee within 12 consecutive months exceeding 50% of the net assets in the latest audited consolidated financial statements of the Company, with the absolute amount of more than RMB50 million;

(IV) guarantee for guarantee objects whose liability-asset ratio exceeds 70%;

(V) a single guarantee with the amount exceeding 10% of the net assets in the latest audited consolidated financial statements;

(VI) guarantee provided to shareholders, de facto controllers and their connected parties;

(VII) other external guarantees that shall be submitted to the general meeting for consideration as required in the laws, administrative regulations, departmental rules, regulatory documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed.

“External guarantees” and “guarantees” mentioned in this article refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.

External guarantees to be considered at the general meeting as specified in this article shall be considered and approved by the Board before submission to the general meeting for consideration.

In case of any violation of the approval authority of the general meeting and the Board for external guarantee as stipulated under this article and causing loss to the Company, relevant officer shall be liable for economic compensation. If the case is serious and constitutes a crime, it shall be submitted to the judicial authority according to the relevant laws.

~~Article 60~~Article 61 General meetings are classified into annual general meetings and extraordinary general meetings. Annual general meetings shall be convened once a year within six months from the end of the previous fiscal year.

~~Article 61~~Article 62 In any of the following circumstances, the Company shall convene an extraordinary general meeting within two months from the date of the occurrence of the circumstance:

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(I) when the number of directors falls short of the statutory minimum specified in the Company Law or is less than two thirds of the number specified in the Articles of Association;

(II) when the unrecovered losses of the Company amount to one third of the total ~~paid-up~~ share capital;

(III) when shareholders severally or jointly holding more than 10% shares of the Company request in writing to hold such meeting;

(IV) when the Board deems it necessary;

(V) when the ~~Supervisory Committee~~ audit committee proposes to hold such a meeting;

(VI) other circumstances as stipulated in the 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 or the Articles of Association.

The number of shares held as described in Item (III) above shall be calculated as per the shares of the Company held by the shareholder on the date when such written request is made by such shareholder.

~~Article 62~~ **Article 63** The venue of the general meeting of the Company shall ~~be~~ include: the domicile of the Company or ~~principal place of business of the Company (or its subsidiary)~~ otherwise determined by the Company other location specified in the notice of the general meeting.

General meetings shall be held onsite and through online voting at the venue prepared in advance. On the premise of ensuring the legality and validity of the general meeting, the Company may, on top of on-site meetings, also use modern information technology approaches permitted by the securities regulatory rules of the place where the Company's shares are listed, such as electronic communication meetings, to hold general meetings, thereby facilitating online voting and attendance by shareholders.

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~~Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. The time and venue of meeting shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders' participation in the meeting.~~ Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.

~~Article 63~~Article 64 When holding a general meeting, the Company shall engage lawyers to give legal opinions and make an announcement on the following matters:

(I) whether the procedures of convening and holding the meeting comply with the laws, administrative regulations and the Articles of Association;

(II) whether the qualifications of the attendees and the convener of the meeting are lawful and valid;

(III) whether the voting procedure and results of the meeting are lawful and valid;

(IV) legal opinions on other relevant matters upon request by the Company.

Section 3 Convening of General Meetings

~~Article 64~~Article 65 The Board shall convene the general meeting on time and within a prescribed period.

With the approval of a majority of all independent directors, Independent directors shall have the right to propose to the Board to hold an extraordinary general meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within ten days after receipt of the proposal of the independent director to hold such a meeting.

If the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary general meeting, it shall give the reasons and publish an announcement in respect thereof.

~~Article 65~~Article 66 ~~The Supervisory Committee shall have the right to~~ If the audit committee proposes to the Board to hold an extraordinary general meeting, and it shall put forward such proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting within ten days after receipt of the proposal.

If the Board agrees to hold the extraordinary general meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the ~~Supervisory Committee~~audit committee.

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If the Board does not agree to hold the extraordinary general meeting or fails to give a written reply within ten days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary general meeting, and the ~~Supervisory Committee~~ audit committee may convene and preside over the meeting by itself.

~~Article 66~~**Article 67** Where ~~S~~shareholder(s) severally or jointly holding more than 10% shares of the Company ~~shall have the right to request the Board to hold an extraordinary general meeting or class meeting, and they shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within ten days after receipt of the request.~~

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

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

If the ~~Supervisory Committee~~ audit committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original request set forth in the notice, the consent of relevant shareholder(s) shall be obtained.

If the ~~Supervisory Committee~~ audit committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.

~~Article 67~~**Article 68** Where the ~~Supervisory Committee~~ audit committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the stock exchange in the place where the stocks of the Company are listed.

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

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The ~~Supervisory Committee~~ audit committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the stock exchange in the place where the stocks of the Company are listed.

~~Article 68~~ Article 69 With regard to the general meeting convened by the ~~Supervisory Committee~~ audit committee or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date. Where the Board does not provide a register of shareholders, the convener may apply for obtaining it to the securities registration and clearing institution in the place where the stocks of the Company are listed by providing relevant announcement on convention of a general meeting. The register of shareholders obtained by the convener may not be used for other purposes except convention of a general meeting.

~~Article 69~~ Article 70 If the ~~Supervisory Committee~~ audit committee or shareholders itself/themselves convene a general meeting, the expenses necessary for the meeting shall be borne by the Company.

Section 4 Proposals and Notice of General Meetings

~~Article 70~~ Article 71 The content of a proposal shall be determined by the general meeting, have definite topics and specific resolutions, and shall comply with the relevant provisions of the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.

~~Article 71~~ Article 72 Where the Company convenes a general meeting, the Board, ~~Supervisory Committee~~ audit committee, and shareholder(s) severally or jointly holding more than ~~3%~~ 1% shares of the Company shall have the right to make proposals to the Company.

Shareholder(s) severally or jointly holding more than ~~3%~~ 1% shares of the Company may submit written provisional proposals to the convener ten working days or fifteen days (whichever is later and exclusive of the date of meeting and the date when the proposals are submitted) held before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals, and shall submit the provisional proposals to the general meeting for consideration and approval, except for the circumstances that the provisional proposals violate laws, administrative regulations, or these Articles of Association, or do not fall within the scope of function of the general meeting.

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

Proposals not set out in the notice of general meeting or not complying with ~~Article 70~~ Article 71 of the Articles of Association shall not be voted or resolved at the general meeting.

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~~Article 72~~Article 73 When the Company is to convene an annual general meeting, it shall send written notice twenty workdays prior to the date of the general meeting; when the Company is to convene an extraordinary general meeting, it shall send written notice ten workdays or fifteen days (whichever is longer) prior to the date of the general meeting. Such notice shall specify the matters to be considered and the date and place of the meeting.

The aforesaid “twenty workdays”, “ten workdays” or “fifteen days” period counted by the Company shall not include the day on which the meeting is convened and the day on which the notice is issued.

~~Article 73~~Article 74 The notice of a general meeting shall include the following information:

- (I) the time, place and period of the meeting;
- (II) the matters and proposals submitted to the meeting for consideration;
- (III) the statement in explicit words: all shareholders are entitled to attend the general meeting and appoint proxies in writing to attend and vote at such meeting and that such proxies need not be shareholders of the Company;
- (IV) the equity registration date of shareholders entitled to attend the general meeting; the interval between equity registration date and meeting date shall be not more than seven workdays. Equity registration date once determined may not be changed;
- (V) the name and telephone number of the permanent contact person of the meeting;
- (VI) the voting time and voting procedure over network or of other means.

Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. ~~Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.~~

~~Article 74~~Article 75 If the election of directors ~~or supervisors~~ is proposed to be discussed at a general meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors ~~or supervisors~~, which information shall at least include:

- (I) personal particulars, including educational background, work experience, and part-time jobs;
- (II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers;

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(III) the number of shares of the Company one holds;

(IV) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange;

(V) the information of the directors or ~~supervisors~~ appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules.

Unless a director or ~~supervisor~~ is elected via the cumulative voting system, each candidate for director or ~~supervisor~~ shall be proposed via a single proposal.

~~Article 75~~ **Article 76** After the notice of general meeting is issued, the same meeting shall not be postponed or cancelled and the proposals set out in the notice shall not be cancelled without proper reasons. In the case of any postponement or cancellation of the meeting, the convener shall make an announcement and give the reasons therefore at least two workdays prior to the date on which the meeting is originally scheduled.

Section 5 Holding of General Meetings

~~Article 76~~ **Article 77** The Board of the Company or any other convener shall take necessary measures to ensure the proper order of the general meeting. The Board or any other convener shall take measures to stop any act disturbing the general meeting, seeking trouble or infringing upon the legitimate rights and interests of shareholders, and shall report such act to the relevant authority for investigation and treatment.

~~Article 77~~ **Article 78** All common shareholders or their proxies in the register of shareholders on the equity registration date shall be entitled to attend the general meeting and exercise their voting rights according to relevant 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.

If the shareholder is a recognized clearing house defined by relevant laws or regulations of the place where the stocks of the Company are listed or an agent thereof, it may authorize one or more people it deems appropriate to act as its representatives at any general meeting or class meeting; but, if more than one person is authorized, the power of attorney shall state the number and class of shares involved by each of the authorized persons. The power of attorney shall be signed by a person authorized by the recognized clearing house. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights on behalf of the recognized clearing house (or its agent), as if the persons are individual shareholders of the Company.

~~Article 78~~ **Article 79** An individual shareholder attending a general meeting in person shall present his/her identity card or other valid identity certificates ~~or share account card~~; a proxy attending a general meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.

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For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder.

~~Article 79~~**Article 80** A shareholder shall authorize a proxy in a written form.

The power of attorney issued by a shareholder to appoint a proxy to attend a general meeting shall specify:

(I) the name of the principal and the class and number of the Company's shares held by him/her/it;

~~(I)~~(II) the name of the proxy;

~~(II) number of shares of the principal represented by the proxy;~~

~~(III) whether or not the proxy has any voting right;~~

~~(IV)~~(III) the specific instructions from the shareholder, including directive to vote for or against or abstain from voting on each and every matter under consideration included in the agenda of the general meeting;

~~(V)~~(IV) the date of issue and validity period of the power of attorney;

~~(VI)~~(V) signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.

~~Article 80~~ A power of attorney shall state clearly that the proxy shall be entitled to vote or not at his discretion in the absence of specific instructions from the shareholder.

Article 81 The power of attorney for voting shall be prepared at the Company's domicile or at such other place as specified in the notice of the meeting at least 24 hours prior to the convention of the meeting at which the power of attorney authorizes to vote, or 24 hours prior to the designated voting time. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of the meeting.

~~Where the principal is a legal person, its legal representative or a person authorized by the Board or other decision making body shall attend the general meeting of the Company.~~

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Article 82 Where the principal is deceased, or loses capacity for act, or withdraws appointment, or withdraws the authorization to endorse appointment, or relevant shares have been transferred before voting, as long as the Company does not receive written notice on such matter before commencement of the meeting, the vote made by the shareholder proxy according to the power of attorney shall be still valid.

Article 83 Attendees' register shall be prepared by the Company. The attendees' register shall state the names (or names of the corporations), identification card number ~~and the address of~~ the attendees, the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.

Article 84 The convener and the lawyer appointed by the Company shall jointly verify the validity of the shareholders' qualifications based on the register of shareholders provided by the securities registration and clearing organization, and shall register the names of the shareholders as well as the number of their voting shares. The registration for a meeting shall be completed before the presider announces the number of shareholders and proxies that attend the meeting and the total number of their voting shares.

Article 85 ~~All directors, supervisors and secretary to the Board shall attend general meetings of the Company, and the manager (president and CEO) and other senior management officers shall be present at the meetings.~~If a general meeting requires the presence of directors or senior management officers, the directors or senior management officers shall do so and answer shareholders' inquiries.

Article 86 General meetings shall be convened by the Board. General meetings shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, the vice chairman shall preside over the meeting; where the vice chairman cannot or does not fulfil the duty thereof, ~~more than half a~~ majority of the directors may jointly elect a director to preside over the meeting.

A general meeting convened by the ~~Supervisory Committee~~ audit committee itself shall be presided over by the chairman of the ~~Supervisory Committee~~ audit committee. Where the chairman of the ~~Supervisory Committee~~ audit committee cannot or does not fulfil the duty thereof, ~~more than half a majority of the supervisors~~ audit committee members may jointly elect a ~~supervisor~~ audit committee member to preside over the meeting.

A general meeting convened by the shareholders themselves shall be presided over by the convener or a representative elected by the convener. If for any reason, the convener is unable to elect a representative as a presider to preside over the meeting, the shareholder holding the most voting shares among the conveners (including shareholder proxy) shall act as the preside to preside over the meeting.

When a general meeting is held and the presider violates the Articles of Association or the rules of procedure for general meetings of the Company, which makes it difficult for the general meeting to continue, a person may be elected at the general meeting to act as the presider, subject to the approval of more than half of the attending shareholders with voting rights.

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Article 87 The Company shall formulate rules of procedure for general meetings defining in details the convening, holding and voting procedure of general meetings, covering notification, registration, consideration of proposal, voting, counting of votes, announcement of voting result, formation of resolution, meeting minutes and signing thereof and announcement, and the principle and contents of authorization of the Board on general meetings. The rules of procedure for general meetings shall be appendix to the Articles of Association and shall be formulated by the Board and approved on the general meeting.

Article 88 ~~The Board and the Supervisory Committee shall report their work in the preceding year at the annual general meeting. 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. Every independent director shall also make his work report.~~

Article 89 Directors, ~~supervisors~~ and senior management officers shall make explanations in relation to the inquiries and suggestions made by shareholders at general meetings.

Article 90 The presider shall, prior to voting, declare the number of attending shareholders and their proxies as well as the total number of their voting shares, and the number of attending shareholders and their proxies and the total number of their voting shares shall be as recorded in the meeting's register.

Article 91 Minutes of a general meeting shall be kept by the secretary to the Board. The minutes of the meeting shall specify:

- (I) time, venue and agenda of the meeting, and the name of the convener;
- (II) the names of the presider, and the directors, ~~supervisors, manager (president and CEO) and other~~ and senior management officers ~~attending or present~~ at the meeting;
- (III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;
- (IV) the consideration process, summaries of speeches and voting result for each proposal;
- (V) inquiries or suggestions of the shareholders, and the corresponding responses or explanations;
- (VI) the names of the lawyer, counting officer and monitoring officer;
- (VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.

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Article 92 The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, ~~supervisors,~~ secretary to the Board, convener or representative thereof, and presider shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or other means shall be kept for 10 years.

Article 93 The convener shall ensure that a general meeting is held continuously until final resolutions are arrived at. If the general meeting is terminated or fails to reach any resolution due to force majeure or for other special reasons, the convener shall take necessary measures to resume the general meeting as soon as possible or directly terminate the general meeting and make a responsive announcement. Meanwhile, the convener shall report to the local office of the securities regulatory authority of the State Council in the locality of the Company and the stock exchange in the place where the stocks of the Company are listed.

Section 6 Voting and Resolutions of General Meetings

Article 94 Resolutions of a general meeting shall be divided into ordinary resolutions and special resolutions.

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

Special resolutions shall be passed by votes representing two thirds or more of the voting rights held by shareholders (including ~~proxies thereof~~ shareholders who appoint proxies to attend a general meeting) attending the general meeting.

Article 95 The following matters shall be approved by ordinary resolutions at a general meeting:

- (I) work reports of the Board ~~and the Supervisory Committee~~;
- (II) the Company's profit distribution plan and loss recovery plan;
- (III) appointment and dismissal of the members of the Board ~~and the Supervisory Committee~~, their remunerations and the method of payment thereof;
- (IV) ~~the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements~~;
- (~~V~~)(IV) material transactions specified in ~~Article 57~~ Article 58 of the Articles of Association;
- (~~VI~~)(V) external guarantees specified in ~~Article 59~~ Article 60 of the Articles of Association (excluding Item (III));

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~~(VH)~~(VI) 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;

~~(VH)~~(VII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;

~~(IX)~~(VIII) resolution on appointment or dismissal of the Company's accounting firm which undertakes the audit work of the Company and the remuneration or the basis of remuneration of the accounting firm;

~~(X)~~(IX) 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 96 The following matters shall be approved by special resolutions at a general meeting:

- (I) increase or decrease of the registered capital of the Company;
- (II) division, spin-off, merger or transformation of organizational form of the Company;
- (III) termination, dissolution, liquidation or extension of business term of the Company;
- (IV) amendment to the Articles of Association;
- (V) the Company's purchase, sale of major assets or ~~guarantee~~ provision of guarantees to others within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;
- (VI) equity incentive plans;
- (VII) the acquisition of the corporate shares of the Company in accordance with ~~Articles 27~~ Article 26 (I) and (II) of the Articles of Association;
- (VIII) adjust the profit distribution policy of the Company;
- (IX) 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.

Article 97 Shareholders ~~(including proxies thereof)~~ shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.

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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.

The aforesaid medium and small investors are shareholders other than the Company's directors, ~~supervisors~~, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.

The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.

If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.

The Board, independent directors, Shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules and the provisions of the China Securities Regulatory Commission 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. Save for the statutory conditions, the Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. The collection of voting rights shall be conducted free of charge and shareholders whose voting rights are being collected shall disclose information of specific voting preferences. Paid or indirectly paid collection of voting rights is not permitted.

Article 98 When a connected transaction is considered at a general meeting, connected shareholders shall not vote, and the voting shares they represent shall not be counted in the total number of valid voting shares; the announcement of any resolution made at the general meeting shall adequately disclose information relating to voting by non-connected shareholders.

Article 99 Unless the Company is in a crisis or any special circumstance, the Company may not enter into any contract with anyone other than a director, ~~manager (president and CEO) or other~~ senior management officer to have all or significant part of the Company's business in the care of the said person, unless with the approval by special resolutions at a general meeting.

Article 100 List of nominations for the candidates for directors ~~or supervisors~~ shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors ~~or supervisors~~. The election of directors ~~and supervisors~~ shall sufficiently take into account the opinions of medium and minority shareholders.

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The general meeting may adopt the cumulative voting system if more than two directors ~~or supervisors~~ are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors ~~or supervisors~~ are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors ~~or supervisors~~, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:

(I) The total number of valid votes casted by each shareholder attending the meeting in election of directors ~~or supervisors~~ shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors ~~or supervisors~~ to be elected;

(II) Each shareholder may cast all his votes on single candidate for director ~~or supervisor~~ or spread his votes on different candidates for director ~~or supervisor~~;

(III) Votes for single candidate of director ~~or supervisor~~ may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors ~~or supervisors~~ shall not exceed the entitled total number of the valid voting rights;

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.

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.

Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company, or when more than two independent directors are to be elected at a general meeting.

Article 101 Save under the cumulative voting system, the general meeting shall resolve on all the proposals separately; in the event of several proposals for the same matter, such proposals shall be voted on and resolved in the order of time at which they are submitted. Unless the general meeting is terminated or no resolution can be made for special reasons such as force majeure, voting of such proposals shall neither be shelved nor refused at the general meeting.

Article 102 No amendment shall be made to a proposal when it is considered at a general meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the general meeting.

Article 103 The same voting right can only be exercised in only one form: onsite, over the network, or otherwise. Where the same voting right is exercised more than once, the voting result of the first time shall prevail.

Article 104 The vote at a general meeting shall be conducted by open ballot.

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Article 105 If the matter on which voting by ballot is requested is to elect a meeting presider or discontinue the meeting, voting by ballot shall be conducted at once; for other matters on which voting by ballot is requested, the meeting presider will decide on when to conduct the voting, and the meeting may be continued to discuss other matters, and the voting results will still be deemed as resolutions passed at the meeting.

Article 106 During voting by ballot, the shareholders (including shareholder proxies) with two or more votes don't have to cast all votes yes or all votes no.

Article 107 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has connected relations with any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.

When proposals are voted on at the general meeting, the lawyer, shareholders' representative and ~~supervisors' representative~~ shall be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.

Shareholders or proxies thereof voting over the network or other means shall have the right to check their voting results via the corresponding voting system.

Article 108 A general meeting shall not conclude earlier at the venue than over the network or otherwise, and the presider shall announce the voting result of every proposal and announce whether the proposal is passed or not according to the voting result.

Before the voting result is announced, the relevant parties including companies, counting officer, monitoring officer, ~~major~~ shareholders and network service provider involved at the venue, over the network or otherwise shall have the confidentiality obligation.

Article 109 A shareholder attending a general meeting shall express one of the following opinions on any proposal to be voted on: pro, con or abstention. The securities registration and clearing organization shall be the nominal holder of shares under the Mainland China and Hong Kong Stock Connect scheme, except where declaration is made in accordance with the actual holder's intent.

Blank, wrong, illegible or uncast votes shall be deemed as the voters' waiver of their voting rights, and the voting results representing the shares held by such voters shall be counted as "abstentions".

If Hong Kong Listing Rules stipulate that any shareholder must waive its voting right on a specific matter to be resolved, or limit any shareholder to voting for (against) a specific matter to be resolved, and the shareholder violates such stipulation or limitation, the votes cast by the shareholder or proxy thereof shall not be counted.

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Article 110 If the presider has any doubt as to the result of a resolution which has been put to vote at the general meeting, he may have the votes counted. If the presider has not counted the votes, any shareholder who is present in person or by proxy and who objects to the result announced by the presider may, immediately after the declaration of the result, demand that the votes be counted and the presider shall have the votes counted immediately.

Article 111 Resolutions of the general meeting shall be announced in due time. The announcement shall specify the number of attending shareholders and their proxies, the total number of voting shares they represent and the proportion of these shares to the total number of the voting shares of the Company, the voting method, the voting result for every proposal and the details of each of the resolutions passed.

Article 112 Where a proposal has not been passed or the resolutions of the preceding general meeting have been changed at the current general meeting, special mention shall be made in the announcement of the resolutions of the general meeting.

Article 113 Where a proposal on election of directors ~~or supervisors~~ is passed at the general meeting, the directors elected ~~or supervisors elected~~ shall take office on the date when the resolution is passed at the general meeting, save as otherwise specified by the general meeting.

Article 114 Where a proposal on cash dividends, bonus shares or increase of equity capital by way of transfer from capital reserves is passed at the general meeting, the Company shall implement the specific scheme within two months after conclusion of the general meeting.

Section 7 Special Procedure for Voting by Class Shareholders

Article 115 Those shareholders who hold different classes of shares are class shareholders.

Class shareholders shall enjoy rights and assume obligations in accordance with laws, administrative regulations and the Articles of Association.

Except the holders of other classes of shares, for the purposes of this section only, shareholders of domestic shares and shareholders of H-shares are considered different classes of shareholders.

If appropriate, the Company shall ensure enough voting rights of the shareholders of preferred shares.

Article 116 Rights conferred on any class shareholders may not be varied or abrogated save with the approval of a special resolution of shareholders in a general meeting and by relevant class shareholders at a separate meeting conducted in accordance with Article 118 to 122 of the Articles of Association.

Article 117 The following circumstances shall be deemed to be variation or abrogation of the rights attaching to a particular class shareholder:

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(I) to increase or decrease the number of shares of that class, or to increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to those of shares of that class;

(II) to exchange all or part of the shares of that class for shares of another class or to exchange or to create a right to exchange all or part of the shares of another class for shares of that class;

(III) to remove or reduce rights to accrued dividends or rights to cumulative dividends attached to shares of that class;

(IV) to reduce or remove preferential rights attached to shares of that class to receive dividends or to the distribution of assets in the event that the Company is liquidated;

(V) to add, remove or reduce conversion privileges, options, voting rights, transfer or pre-emptive rights, or rights to acquire securities of the Company attached to shares of that class;

(VI) to remove or reduce rights to receive payment payable by the Company in particular currencies attached to shares of that class;

(VII) to create a new class of shares having voting or distribution rights or other privileges equal or superior to those of the shares of that class;

(VIII) to restrict the transfer or ownership of shares of that class or to increase the types of restrictions attaching thereto;

(IX) to grant share subscription options or share conversion options of shares of that class or another class;

(X) to increase the rights or privileges of shares of another class;

(XI) to restructure the Company in such a way so as to result in the disproportionate distribution of obligations between the various classes of shareholders;

(XII) to vary or abrogate the provisions of this section.

Article 118 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall have the right to vote at class meeting in respect of matters concerning items (II) to (VIII) and (XI) to (XII) of Article 117 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at such class meetings.

(An) interested shareholder(s), as such term is used in the preceding paragraph, means:

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(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to ~~Article 28~~ Article 27 of the Articles of Association, a controlling shareholder within the meaning of ~~Article 259~~ Article 250 of the Articles of Association;

(II) in the case of a repurchase of shares by an off-market agreement pursuant to ~~Article 28~~ Article 27 of the Articles of Association, a shareholder related to such agreement;

(III) in the case of a restructuring of the Company, a shareholder who assumes a relatively lower proportion of obligation than the obligations imposed on other shareholders of that class under the proposed restructuring or who has an interest different from the interests of other shareholders of that class.

Article 119 Resolutions of a class of shareholders shall be passed by affirmative votes representing more than two-thirds of the voting rights of shareholders of that class present at the relevant meeting who, according to Article 118, are entitled to vote thereat.

Article 120 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with the provisions on notice period of annual general meetings and extraordinary general meetings under ~~Article 72~~ Article 73. Such notice shall give such shareholder notice of the matters to be considered at such meeting and the date and place of the class meeting.

If the listing rules of the stock exchange in the place where the stocks of the Company are listed have special provisions, the special provisions shall prevail.

Article 121 Notice of class meetings need only be served on shareholders entitled to vote thereat.

Class meetings shall be conducted in a manner which is as similar as possible to that of shareholders' general meetings. The provisions of the Company's Articles of Association relating to the manner for the conduct of shareholders' general meetings are also applicable to class meetings.

Article 122 The special procedures for approval by a class of shareholders shall not apply in the following circumstances:

(I) where the Company issues, upon the approval by special resolution of its general meeting, domestic shares and overseas listed foreign shares either separately or concurrently once every twelve months, which do not exceed 20% of the existing domestic shares and 20% of the existing overseas listed foreign shares respectively;

(II) where the Company's plan to issue domestic shares and overseas listed foreign shares is completed within fifteen months from the date of approval of the securities regulatory authority of the State Council or in the valid period of its approval document.

Chapter 5 Directors and Board of Directors

Section 1 General Provisions on Directors

Article 123 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, may be dismissed by the general meeting. 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)~~. The removal shall take effect on the date when such resolution is made. If, without proper reasons, a director is removed before the expiration of his/her term of office, he/she may request compensation from the Company.

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.

The Company shall enter into contracts with directors to specify the rights and obligations of the Company and directors.

A director may serve concurrently as ~~manager (president and 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.

It is not necessary for directors to hold shares of the Company.

Article 124 Directors shall observe laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, ~~and~~ fulfil their obligations of honesty to the Company, take measures to avoid conflicts between their own interests and the interests of the Company and shall not exploit his/her position to seek illegitimate benefits.

In particular, directors shall fulfil the following obligations of honesty to the Company:

(I) ~~not to abuse his official powers to accept bribes or other unlawful income, and not to expropriate the Company's property and embezzle monies of the Company;~~

~~(II) not to embezzle monies of the Company;~~

~~(III)~~(II) not to open in their own names or in others' names any bank account for the purpose of depositing any of the Company's assets ~~or monies;~~

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(III) not to abuse his official powers to accept bribes or other unlawful income;

~~(IV) not to lend monies of the Company to other persons or provide guarantee for other persons with the property of the Company counter to the Articles of Association or without the consent of the general meeting or the Board;~~

~~(V)(IV) not to directly or indirectly conclude any contract or conduct any transaction with the Company counter to the Articles of Association or without the consent of the general meeting~~without reporting to the Board or the general meeting and being approved by the Board or the general meeting by way of resolution pursuant to provisions of these Articles of Association;

~~(V) without the consent of the general meeting,~~ not to take advantage of their positions to seek for themselves or others any business opportunities that are due to the Company, unless such business opportunities have been reported to the Board or the general meeting and approved by the general meeting by way of resolution, or the Company is prohibited from utilizing such business opportunities pursuant to provisions of the laws, administrative legislations or these Articles of Association;

(VI) not to conduct for themselves or others any businesses similar to those of the Company without reporting to the Board or the general meeting and being approved by the general meeting by way of resolution;

(VII) not to take as their own any commission for any transaction between the Company and others;

(VIII) not to disclose any secret of the Company without permission;

(IX) not to use their connected relations to damage the interests of the Company;

(X) to fulfil other obligations of honesty 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, and the Articles of Association.

Earnings obtained by directors counter to the provisions herein shall belong to the Company, and shall be liable for compensation for any loss incurred to the Company.

When close relatives of directors and members of the senior management, enterprises directly or indirectly controlled by directors, members of the senior management or their close relatives, and other related parties having other affiliations with directors or members of the senior management enter into contracts or conduct transactions with the Company, the provisions of item (IV) of the second paragraph of this Article shall apply.

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Article 125 Directors shall observe laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, ~~and~~ fulfill their obligations of diligence to the Company, and exercise reasonable care as a manager for the best interests of the Company when performing their duties. In particular, directors shall fulfill the following obligations of diligence to the Company:

(I) to exercise the rights conferred by the Company with due discretion, care and diligence to ensure the business operations of the Company comply with State laws, administrative regulations and economic policies, not beyond the business scope specified in the business license of the Company;

(II) to treat all shareholders impartially;

(III) to keep informed of the business operations and management of the Company;

(IV) to sign written confirmations of the regular reports issued by the Company and to ensure the information disclosed by the Company is true, accurate and complete;

(V) to honestly provide the ~~Supervisory Committee~~ audit committee with relevant information, and not to prevent the ~~Supervisory Committee or supervisors~~ audit committee from exercising their functions and powers;

(VI) to fulfill other obligations of diligence 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 and the Articles of Association.

Article 126 The method and procedure for nominating directors are:

(I) the candidates for directors (excluding independent directors) of the Board shall be nominated by the Board or shareholder(s) severally or jointly holding more than ~~3%~~ 1% of the total number of the voting shares of the Company, and shall be elected at a general meeting of the Company.

(II) the candidates for independent directors shall be nominated in the way and procedure as specified 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.

(III) for nomination by shareholders according to item (I) of this article, the written notice on intention for nominating candidates for directors and nominees' willingness to accept the nominations shall be sent to the Company no earlier than the issue date of the notice of the general meeting and no later than the 7th day prior to the date of the general meeting. The Company shall give relevant nominators and their nominated candidates for directors at least seven notice days to submit the aforesaid notice and document (this period is calculated from the day after the issue date of the notice of the general meeting).

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(IV) The candidates for directors who accept the nominations shall promise that the information publicly disclosed about them is true and complete, and that they will diligently fulfill the duties as directors if elected.

Article 127 If any director fails to attend Board meetings in person or by proxy for two consecutive times, the said director shall be deemed incapable of performing his duties, and the Board shall suggest that the general meeting dismiss the said director.

Article 128 A director may resign from his office prior to the expiry of his term of office ~~and. The directors who resign shall tender a written resignation to the BoardCompany. The Board will~~The resignation shall take effect on the date the Company receives the written resignation, and the Company shall disclose relevant information within two trading days.

If any director resigns so that the membership of the Board falls short of the quorum, 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.

~~Save as provided in the preceding paragraph, a director's resignation shall be effective when his resignation is served to the Board.~~

Under the precondition of not violating relevant laws, regulations and regulatory rules in the place where the stocks of the Company are listed, if the Board appoints a new director to fill the casual vacancy on the Board or as an addition to the existing Board, the term of office of this appointed director shall end upon the next annual general meeting of the Company, and the said director shall be qualified for reelection and renewal thereat. All the directors appointed to fill causal vacancies shall accept shareholder election at the first general meeting after acceptance of the appointment.

Article 129 If resignation of a director takes effect or if his term of office expires, the said director shall go through all handover formalities with the Board. The obligations of honesty of a director towards the Company and the shareholders do not necessarily cease within the reasonable period after the expiry of his term of office. The obligations of confidentiality in respect of trade secrets of the Company survive the expiry of his term of office until such trade secrets become publicly known. Other obligations may continue for such period as the principle of fairness may require. The responsibilities that directors should bear for performing their duties during their term of office shall not be exempted or terminated due to their resignation.

Article 130 Save as specified in the Articles of Association or properly authorized by the Board, no director shall act on behalf of the Company or the Board in his personal name. If a director acts in his own name but a third party may reasonably think the said director is acting on behalf of the Company or the Board, the said director shall make a prior statement of his standpoint and capacity.

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Article 131 If a director causes damage to others in performing his/her duties in the Company, the Company shall be liable for compensation; if the director acts with intentional or gross negligence, he/she shall also be liable for compensation.

If any director violates the laws, administrative regulations and departmental rules in the place where the stocks of the Company are listed or the Articles of Association in fulfilling his duties, thereby incurring any loss of the Company, the said director shall be liable for compensation.

Section 2 Independent Directors

Article 132 The Company shall establish an independent director system. At least one third of the membership of the Board shall be independent directors, which shall include at least one accountant. The composition of independent directors shall also comply with the listing rules of the stock exchange in the place where the stocks of the Company are listed.

Article 133 Independent directors shall, in accordance with the provisions of laws, administrative regulations, the securities regulatory rules of the places where the Company's shares are listed, and the Articles of Association, diligently perform their duties, play roles in participating in decision-making, providing checks and balances and offering professional consultation within the Board of Directors, safeguard the interests of the Company as a whole, and protect the legitimate rights and interests of small and medium shareholders.

Article 134 Independent directors shall maintain their independence and comply with the requirements for independence as stipulated by laws, administrative regulations, and the securities regulatory rules of the place where the Company's shares are listed.

~~Article 133 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, to fully understand the operation of the Company and the details of the proposals of Board meeting and protect the interests of the Company and shareholders as a whole, in particular the legitimate rights and interests of the minority shareholders. 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. 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. The Company shall ensure that the independent directors may perform their duties in accordance with laws. An independent director shall ensure that they have sufficient time and energy to effectively fulfil duties as independent directors.~~

~~Article 134~~Article 135 An independent director shall meet the following basic conditions:

(I) having the qualifications as director of listed companies in accordance with the laws, administrative regulations and other relevant provisions;

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(II) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules;

(III) having the independence as required by the laws and regulations;

(IV) having more than five years' experience in legal, accounting and economic work or other work required for fulfilling duties as independent director;

(V) having good personal character, and have no negative records of major dishonesty;

(VI) other conditions specified in the laws and regulations and the Articles of Association.

~~**Article 135** 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.~~

Article 136 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.

Independent directors may submit the resignation before expiration of the term of office. 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.

If any independent director resigns so that the number of independent directors or the membership of the Board, or the proportion of independent directors on the Board or its special committees falls short of that specified in the Articles of Association or the quorum, or there is a lack of accounting professionals among the independent directors, ~~such resignation shall not become effective until the vacancy is filled up by a succeeding director~~ the independent director who proposes to resign shall continue to discharge his or her duties until the date on which a new independent director is appointed (except where the independent director resigns due to loss of independence and is legally dismissed) and the Company shall complete the by-election in accordance with the provisions of laws and regulations. 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.

~~**Article 137** An independent director shall work in the Company for at least 15 days every year, including attending general meetings, Board meetings and meetings of special committees, special meetings of independent directors, regularly obtaining information on the operation of~~

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~~listed companies, listening to the management reports, communicating with the heads of internal auditors and intermediaries such as accounting firms undertaking the audit business of listed companies, on-site inspections, and communicating with minority shareholders.~~

~~**Article 138**~~**Article 137** ~~An~~As members of the Board, the independent director shall ~~owe~~ fiduciary duties and diligence to the Company and all shareholders and shall prudently perform the following duties:

(I) to participate in the decision-making of the Board and provide clear opinions on matters discussed;

(II) to supervise the potential material conflicts of interest between the Company and its actual controllers, directors and senior management as stipulated in the Measures for the Administration of Independent Directors of Listed Companies and other laws and regulations, promote the decision-making of the Board to conform to the overall interests of the Company, and protect the legitimate interests of minority shareholders;

(III) to provide professional and objective suggestions for the Company's operation and development, and promote the improvement of the decision-making level of the Board;

(IV) to perform other duties 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.

~~**Article 139**~~**Article 138** An independent director shall exercise the following special powers:

(I) to engage an independent intermediary to audit, consult or verify the Company's special issues;

(II) to propose to convene an extraordinary general meeting to Board;

(III) to propose to convene a Board meeting;

(IV) to openly collect rights from shareholders in accordance with the law;

(V) to express independent opinions on issues that may harm the rights and interests of the Company or minority shareholders;

(VI) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.

Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)–(III) above.

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The Company shall disclose in a timely manner when the powers stated under paragraph (I) above are exercised by independent directors. If the above-mentioned powers cannot be exercised normally, the Company shall disclose the specific circumstances and reasons.

~~**Article 140** At the annual general meeting of the Company, independent directors shall submit their yearly work reports, make a statement on their fulfilment of duties. The yearly work reports of independent directors shall be disclosed no later than the time of the notice of annual general meeting issued by the Company.~~

~~**Article 141** Independent directors are entitled to appropriate allowances from the Company, unless otherwise specified by laws and policies. Other than that, independent directors shall not obtain any other additional and undisclosed interests including equity incentives from the company they work in and its substantial shareholders, actual controllers or other interested units and persons. The standard of allowances shall be formulated by the Board, and considered and approved by the general meeting.~~

Article 139 The following matters shall be submitted to the Board of Directors for review after being approved by more than half of all independent directors of the Company:

(I) Related transactions that should be disclosed;

(II) Plans of the Company and related parties to change or waive commitments;

(III) Decisions and measures taken by the Board of Directors of the acquired listed company regarding the acquisition;

(IV) Other matters as stipulated by laws, administrative regulations, the provisions of the CSRC, and the provisions of the Articles of Association.

Article 140 The Company shall establish a mechanism for special meetings which will be attended by independent directors only. Matters such as connected transactions to be reviewed by the Board of Directors shall be approved in advance by a special meeting of the independent directors.

The Company shall convene special meetings of the independent directors on a regular or ad hoc basis. Matters specified in items (1) to (3) of the first paragraph of Article 138 and Article 139 of the Articles of Association shall be considered by a special meeting of the independent directors.

The special meetings of the independent directors may consider and discuss other matters of the Company when necessary.

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The special meetings of the independent directors shall be convened and chaired by an independent director nominated by more than half of the independent directors; in the event that the convener does not perform his duties or he is unable to perform his duties, two independent directors and above can convene a meeting on their own and nominate a representative to chair the meeting.

The special meetings of the independent directors shall prepare minutes of meetings in accordance with regulations. The minutes of meetings shall record the opinions of the independent directors. The independent directors shall sign and confirm the minutes of meetings.

The Company shall facilitate and support the convention of the special meetings of the independent directors.

Section 3 The Board of Directors

~~Article 142~~ The Company shall have a Board of Directors (“~~the Board~~”) which shall be accountable to the general meeting and responsible for implementing resolution(s) of the general meeting.

~~Article 143~~Article 141 The Company shall establish a Board of Directors, the Board shall comprise ~~12~~11 directors, including five independent directors.

The Board shall have one chairman, and have one vice chairman.

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.

~~Article 144~~Article 142 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)~~(IV) to formulate the Company’s profit distribution proposals and loss recovery proposals;
- ~~(VI)~~(V) to formulate the proposals for increase or decrease of the Company’s registered capital, and proposals for issue of bonds, other securities and listing;

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~~(VI)~~(VI) to formulate proposals for material acquisitions, purchase of shares of the Company as described in ~~Articles 27~~Article 26 (I) and (II) of the Articles of Association, merger, division, dissolution or transformation of the Company;

~~(VII)~~(VII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, donations etc. within the authority permitted under the laws, regulations and these Articles of Association or the authority granted by the general meeting;

~~(VIII)~~(VIII) to decide on the establishment of the Company's internal management bodies;

~~(IX)~~(IX) to decide on the appointment or dismissal of the Company's manager (president and CEO), secretary to the Board ~~and other senior management~~ and determine their remunerations and matters related to incentives and punishment; to decide on the appointment or dismissal of the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the manager (president and CEO) and decide on their remunerations, rewards and punishments;

~~(X)~~(X) to formulate the Company's fundamental management system;

~~(XI)~~(XI) to formulate the proposals for any amendment to the Articles of Association;

~~(XII)~~(XII) to manage matters relating to information disclosure of the Company;

~~(XIII)~~(XIII) to propose to the general meeting to appoint or replace the accounting firm which ~~audits the Company's accounts~~engages in auditing business for listed companies;

~~(XIV)~~(XIV) to listen to the work reports of the Company's manager (president and CEO) and examine the work thereof;

~~(XV)~~(XV) to formulate the equity incentive plan and employee stock ownership plan of the Company;

~~(XVI)~~(XVI) to resolve the acquisition of the shares of the Company as described in ~~Article 27~~Article 26 (III), (V) and (VI) in the Articles of Association;

~~(XVII)~~(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 or conferred by the general meeting.

Other than the resolutions of the Board in respect of 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 more than half of all the directors.

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Matters beyond the scope of authorization of the general meeting to the Board shall be submitted to the general meeting for consideration.

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 manager (president and CEO) to exercise powers that shall be exercised by the Board in accordance with laws.

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.

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.

~~Article 145~~ **Article 143** The Board shall make explanations to the general meeting in relation to the nonstandard audit opinions produced by certified public accountants on the financial reports of the Company.

~~Article 146~~ **Article 144** The Board shall formulate rules of procedure for Board meetings to ensure execution of resolutions of the general meeting, enhance the work efficiency, and ensure scientific decision making of the Board.

~~Article 147~~ The Board shall establish audit committee and remuneration and evaluation committee and may establish strategy committee, nomination committee and other special committees according to its needs. The special committees shall be accountable to the Board and perform duties in accordance with the Articles of Association and the authorization of the Board, and their proposals shall be submitted to the Board for consideration and approval. All of the special committees shall consist of directors. In the audit committee, nomination committee, and remuneration and evaluation committee, independent directors shall account for more than half of the members and shall act as conveners, the audit committee shall at least include one accountant as independent director, and the convener shall be an accounting professional. The members of the audit committee shall be directors who do not serve as senior management of the Company. The Board shall formulate the rules of procedures of the special committees to regulate their operation.

Special committees may engage intermediaries to provide professional opinions. Expenses required for duty performance by special committees shall be borne by the Company.

~~Article 148~~ **Article 145** The Board shall determine the authorization relating to external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions and donations, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and report to the general meeting for approval.

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~~Article 149~~Article 146 Transactions (excluding connected transactions, financial assistance, provision of guarantee and other transactions of the Company without involving any payment of consideration or attaching any obligations such as receiving monetary assets as gift and waiver of debts) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:

(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;

(II) the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;

(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;

(IV) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;

(V) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;

(VI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.

(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:

1. share transactions;
2. discloseable transactions;
3. major transactions;
4. very substantial disposals;
5. very substantial acquisitions;
6. reverse takeovers.

If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.

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

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

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

The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 6 of the Listing Rules of Shanghai Stock Exchange or Chapter 14 of the Hong Kong Listing Rules, as the case may be.

~~Article 150~~Article 147 Any secured transactions of the Company shall be submitted to the Board or the general meeting for deliberation and be disclosed timely. Guarantee related affairs within the scope of authority of the Board shall be subject to the approval of more than half of all the directors and more than two thirds of the attending directors.

~~Article 151~~Article 148 In addition to obtaining approval from more than half of all directors, transactions of listed companies relating to financial assistance shall also be considered and approved by more than two-thirds of the directors attending the Board meeting and shall be disclosed in a timely manner. If the transaction meets the conditions as stipulated in ~~article 58-59~~ herein, it shall be submitted to the general meeting for deliberation upon approval by the Board.

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

~~Article 152~~Article 149 The chairman and vice chairman of the Board shall be elected by more than half of all the directors.

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~~Article 153~~Article 150 The chairman of the Board shall exercise the following functions and powers:

- (I) to preside over general meetings and to convene and preside over Board meetings;
- (II) to supervise and inspect the implementation of resolutions passed by the Board;
- (III) to sign the securities certificates issued by the Company;
- (IV) to exercise other functions and powers conferred by the Board.

~~Article 154~~Article 151 If the chairman is unable or fails to perform his duties, the vice chairman shall perform such duties; if the vice chairman is unable or fails to perform his duties, a director shall be elected jointly by ~~more than half~~ a majority of the directors to perform such duties.

~~Article 155~~Article 152 The Board discuss matters through Board meetings. Board meetings include regular meetings and provisional meetings.

~~Article 156~~Article 153 Regular Board meetings shall be held at least four times a year, and shall be convened by the chairman, with written notice of meeting sent to all the directors ~~and supervisors~~ fourteen days in advance.

~~Article 157~~Article 154 Provisional Board meetings may be convened upon proposal by shareholders representing at least one tenth of the total voting rights, by at least one third of the directors, by more than half of the independent directors, or by the ~~Supervisory~~ Audit Committee. The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal.

The chairman may, when considering it necessary, decide to convene and preside over a provisional Board meeting.

Where the securities regulator requires the Company to convene a provisional Board meeting, the chairman shall convene and preside over a Board meeting within ten days after receipt of the requirement from the securities regulator.

~~Article 158~~Article 155 A notice of provisional Board meetings shall be sent to all the directors ~~and supervisors~~ by letter, fax, email or other means 5 days in advance. Where a provisional Board meeting needs to be convened in emergency, the notice of meeting may be sent at any time by telephone or by other verbal means, but the convener shall make explanations at the meeting.

~~Article 159~~Article 156 The notice of a Board meeting shall specify:

- (I) the date and venue of the meeting;

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(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.

A verbal meeting notice shall at least include (I), (III) and (IV) above, and the explanations for a provisional Board meeting convened in emergency. Where two or more independent directors consider that the information provided is insufficient, the proof is not enough or the provision is not timely, 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.

~~Article 160~~Article 157 Unless otherwise provided in the Articles of Association, 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.

Resolutions of the Board shall be voted on as per “one person, one vote” system.

~~Article 161~~Article 158 If any director has connection with the enterprise or individuals involved in the resolution made at a Board meeting, the said director shall promptly report in writing to the Board, and any director who has a connected relationship shall not vote on the said resolution for himself or on behalf of other directors. A Board meeting may be held when more than half of the non-connected directors attend the meeting. The resolution made at the Board meeting shall be passed by more than half of the non-connected directors, but if the matter considered is a matter that must be passed by more than two thirds of directors, it must be passed by more than two thirds of non-connected directors. If the number of non-connected directors attending the meetings is less than 3, the issue shall be submitted to the general meeting for deliberation.

~~Article 162~~Article 159 Voting on Board meetings may be conducted by open ballot or by a show of hands. Provisional Board meetings may be held and pass resolutions by means of communication, with the resolutions signed by the attending directors, provided that the directors fully express their opinions.

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Where the directors cannot sign the resolutions made at a telephone meeting or video meeting in real time, they may give a verbal vote first and responsively affix the written signature thereof. The verbal vote by a director shall have the same effect as the written signature, provided that there is no discrepancy between the opinions expressed by such director in completing the written signature and the opinions orally expressed by him during the meeting. If there is a discrepancy between the two, the opinions orally expressed shall prevail.

If a Board meeting is held via circulation of written proposal, directors or proxies thereof shall write down their opinions of pros or cons on the proposal. Once the number of directors voting in favor of the proposal has reached the quorum necessary for resolving on the proposal as specified in the Articles of Association, such proposal shall be passed as a resolution of the Board.

~~Article 163~~Article 160 Directors shall attend Board meetings in person and provide definite opinions on matters discussed. If any director cannot attend the meeting for any reason, he may authorize in writing another director to vote on his behalf according to his intentions who shall independently bear legal liability. 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.

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.

~~Article 164~~Article 161 Proxy attendance at Board meetings shall follow the principles below:

(I) where connected transactions are considered, a non-connected director shall not appoint a connected director to attend the meeting on his behalf, and a connected director shall also not accept the appointment of a non-connected director;

(II) an independent director shall not appoint a non-independent director to attend the meeting on his behalf, and a non-independent director shall also not accept the appointment of an independent director;

(III) in relation to voting on proposals, the appointer should specify his opinions on voting for, voting against or being abstain from voting on each of the proposals. A director shall not make or accept the appointment or carte blanche without providing any voting intent on the proposals, or any appointment not well defined;

(IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.

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~~Article 165~~Article 162 The Board shall file resolutions as minutes, which shall be signed by the attending directors. The minutes of the Board meetings shall be true, accurate and complete. Any attending director and secretary to the Board 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.

~~Article 166~~Article 163 The minutes of a Board meeting shall specify:

- (I) the date, venue and name of the convener of the meeting;
- (II) the names of the attending directors and the directors (proxies) attending the meeting on behalf of others;
- (III) the agenda of the meeting;
- (IV) summaries of the speeches of directors;
- (V) the voting methods and outcome for each proposal (the outcome of the voting shall set out the respective number of assenting or dissenting or abstaining votes);
- (VI) other issues that the attending directors think should be recorded.

~~Article 167~~Article 164 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, the Articles of Association or the resolutions of general meetings, thereby incurring material 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.

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.

Section 4 Special Committees under the Board

Article 165 The Board shall establish an audit committee (the “**Audit Committee**”) to exercise the powers of the Supervisory Committee as prescribed by the Company Law.

Article 166 Members of the Audit Committee shall be directors who do not hold senior management positions in the Company, and there shall be three or more members. The convener shall be an independent director with professional expertise in accounting. The specific number of members and their composition shall comply with the requirements of laws, administrative regulations, and securities regulatory rules of the stock exchange where the shares of the Company are listed.

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Article 167 The Audit Committee is responsible for reviewing the Company’s financial information and disclosure thereof, supervising and evaluating internal and external audit work and internal controls. The following matters shall be submitted to the Board for review after being approved by a majority of all members of the Audit Committee:

(I) disclosure of financial information in financial accounting reports and periodic reports, as well as internal control evaluation reports;

(II) appointing or dismissing accounting firms engaged in auditing of the Company;

(III) appointing or dismissing the financial officer of the Company;

(IV) making changes to accounting policies and accounting estimates for reasons other than changes in accounting standards, or making corrections of material accounting errors;

(V) other matters prescribed by laws, administrative regulations, the CSRC and the Articles of Association.

Article 168 The Audit Committee shall meet at least once every quarter. An extraordinary meeting may be convened upon the request of two or more members or when deemed necessary by the convener. A meeting of the Audit Committee shall be held only when more than two-thirds of the members are present.

Resolutions of the Audit Committee shall be adopted by a majority vote of the members of the Audit Committee.

Voting on resolutions of the Audit Committee shall be conducted on an one-vote-for-one-person basis.

Resolutions of the Audit Committee shall be properly recorded in form of minutes in accordance with relevant provisions, and members of the Audit Committee attending the meeting shall sign the minutes.

The rules of procedure for the Audit Committee shall be established by the Board.

Article 169 The Board shall establish a strategy committee (the “**Strategy Committee**”), a nomination committee (the “**Nomination Committee**”) and a remuneration and evaluation committee (the “**Remuneration and Evaluation Committee**”) and other special committees, which shall perform their duties in accordance with the Articles of Association and the authorization of the Board. Proposals from special committees shall be submitted to the Board for review and decision. The rules of procedure for special committees shall be developed by the Board.

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Article 170 The Nomination Committee shall be responsible for establishing the criteria and procedures for selecting nominated directors and senior management, screening and reviewing candidates for directors and senior management and their qualifications, and making recommendations to the Board on the following matters:

(I) nominating or removing directors;

(II) appointing or dismissing senior management personnel;

(III) other matters prescribed by laws, administrative regulations, the CSRC and the Articles of Association.

If the Board does not adopt or fully adopt the recommendations from the Nomination Committee, it shall record the advice of the Nomination Committee and the specific reasons for non-adoption in the Board's resolution, and make disclosure accordingly.

Article 171 The Remuneration and Evaluation Committee is responsible for establishing evaluation standards for directors and senior management and conducting evaluations, as well as formulating and reviewing remuneration policies and plans for directors and senior management regarding remuneration determination system, decision-making process, payment arrangement and stop-payment recourse arrangement. The Remuneration and Evaluation Committee shall also make recommendations to the Board on the following matters:

(I) compensation of directors and senior management;

(II) establishing or amending equity incentive plans and employee stock ownership plan, including the achievement of conditions for the grant and exercise of benefits by incentive grantees;

(III) shareholding plans for directors and senior management in the proposed spin-off of subsidiaries;

(IV) other matters prescribed by laws, administrative regulations, the CSRC and the Articles of Association.

If the Board does not adopt or fully adopt the recommendations from the Remuneration and Evaluation Committee, it shall record the advice of the Remuneration and Evaluation Committee and the specific reasons for non-adoption in the Board's resolution, and make disclosure accordingly.

**Chapter 6 ~~Manager (President and CEO) and
Other Senior Management Officers~~**

~~Article 168~~Article 172 The Company shall have one manager (president and CEO), who shall be appointed or dismissed by the Board. The Company may have one or more joint CEOs, one or more vice presidents and one chief financial officer. The joint CEO, vice presidents and chief financial officer shall be nominated by the manager (president and CEO) and appointed or dismissed by the Board.

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.

The Company shall enter into appointment contracts with senior management officers to specify the rights and obligations of both parties.

~~Article 169~~Article 173 The provisions regarding situations in which persons shall not act as directors, as specified in the Articles of Association, shall also apply to senior management officers. The provisions on directors' obligations of honesty under ~~Article 124 of the Articles of Association~~ and the provisions on directors' obligations of diligence under ~~Items (IV)–(VI) of Article 125~~ the Articles of Association shall also apply to senior management officers.

~~Article 170~~Article 174 Members of staff of the controlling shareholders of the Company who serve administrative positions other than director and supervisor shall not serve as senior management officer of the Company.

The senior management officer shall be only entitled to salaries paid by the Company, and the controlling shareholders shall not pay the salaries on behalf of the Company.

~~Article 171~~Article 175 The manager (president and CEO) shall serve a term of three years and may serve consecutive terms upon reappointment.

~~Article 172~~Article 176 The manager (president and CEO) is accountable to the Board and exercises the following functions and powers:

- (I) to manage the business operations of the Company, organize execution of the Board's resolutions, and report to the Board;
- (II) to organize to execute the annual business plans and investment plans of the Company;
- (III) to prepare the plan for the internal management setup of the Company;
- (IV) to formulate the Company's fundamental management system;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(V) to formulate the specific rules of the Company;

(VI) to propose to the Board to appoint or dismiss senior management officers other than the secretary to the Board;

(VII) to decide to appoint or dismiss executives other than those to be appointed or dismissed by the Board;

(VIII) to exercise other functions and powers conferred in the Articles of Association and by the Board.

The manager (president and CEO) may attend Board meetings. The non-director manager (president and CEO) does not have voting rights at Board meetings.

The joint CEO shall assist the manager (president and CEO) in exercising the above functions and powers. His specific functions and powers are determined by the manager (president and CEO).

~~Article 173~~Article 177 Transactions less than the amount specified in ~~Article 149~~Article 146 of the Articles of Association and subject to deliberation by the Board, shall be reviewed and approved by the manager (president and CEO) authorized by the Board.

“Transactions” in this article shall have the same meaning as the “transactions” set out in ~~Article 149~~Article 146 of the Articles of Association.

~~Article 174~~Article 178 The manager (president and CEO) shall formulate relevant working rules, which shall be implemented upon approval by the Board.

~~Article 175~~Article 179 The working rules of the president shall specify:

(I) the conditions and procedure for holding the president’s meetings, and attendees;

(II) duties and division of labour of the manager (president and CEO) and other senior management officers;

(III) use of funds and assets of the Company, right to conclude important contracts, and the system to report to the Board ~~and the Supervisory Committee~~;

(IV) other matters deemed necessary by the Board.

~~Article 176~~Article 180 The manager (president and CEO) may resign from his office prior to the expiry of his term of office. The procedure and rules for resignation of the manager (president and CEO) shall be specified in the labour contract between the manager (president and CEO) and the Company.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~Article 177~~Article 181 The vice president of the Company shall be nominated by the manager (president and CEO) and decided by the Board, and shall help the manager (president and CEO) with corporate affairs.

~~Article 178~~Article 182 The Company shall have a secretary to the Board, who shall be a senior management officer of the Company nominated by the chairman, appointed by the Board and accountable to the Board.

~~Article 179~~Article 183 The secretary to the Board shall have necessary professional knowledge and experience.

~~Article 180~~Article 184 The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders' data, information disclosure, ~~investor relations management~~ and other matters of the Company, etc.

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.

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 of the Company 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.

~~Article 181~~Article 185 A director or ~~other~~ senior management officer of the Company may serve concurrently as secretary to Board.

~~Article 182~~Article 186 Where senior management officers causes any damage to others in the course of performing his/her duties, the Company shall be liable for compensation; where there is any intentionality or gross negligence, he/she shall also be liable for compensation. If any senior management officer violates the laws, administrative regulations, departmental rules or the Articles of Association, thereby incurring any loss of the Company, the said senior management officer shall be liable for compensation.

~~Article 183~~Article 187 The senior management of the Company shall perform their duties faithfully, and protect the best interests of the Company and all shareholders. If the senior management of the Company fails to perform their duties faithfully or violates their fiduciary duties, causing damage to the interests of the Company and public shareholders, they shall be liable for compensation according to law.

Chapter 7 Supervisory Committee

Section 1 Supervisors

~~**Article 184**— 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. Directors, the manager (president and CEO) and other senior management officers shall not serve as supervisors concurrently.~~

~~**Article 185**— The supervisors shall observe the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, shall fulfil the obligations of honesty and diligence to the Company, and shall not abuse their official powers to accept bribes or other unlawful income or expropriate the Company's property.~~

~~**Article 186**— A supervisor shall serve a term of three years, and may seek re-election upon expiry of the said term. Supervisors who are shareholder's representatives shall be elected and replaced at general meetings, and supervisors who are employees shall be elected and replaced through democratic election by the employees of the Company.~~

~~**Article 187**— A supervisor may resign from his office prior to the expiry of his term of office and shall tender a written resignation to the Supervisory Committee.~~

~~If the term of office of a supervisor expires but re-election is not made responsively or if any supervisor resigns during his term of office so that the membership of the Supervisory Committee falls short of the quorum, the said supervisor shall continue fulfilling the duties as supervisor pursuant to 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 until a new supervisor is elected.~~

~~Save as provided in the preceding paragraph, a supervisor's resignation shall be effective when his resignation is served to the Supervisory Committee.~~

~~**Article 188**— The supervisors shall ensure the information disclosed by the Company is true, accurate and complete, and sign written confirmations of the regular reports.~~

~~**Article 189**— Supervisors shall attend Supervisory Committee meetings in person. If any supervisor cannot attend the meeting for any reason, he may authorize in writing another supervisor to act on his behalf. If any supervisor fails to attend Supervisory Committee meetings in person or by proxy for two consecutive times, the said supervisor shall be deemed as incapable of performing his duties and shall be dismissed at the general meeting (if the supervisor is a shareholder's representative) or at the employee representatives' meeting, employees' meeting or in other forms (if the supervisor is an employee representative).~~

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~**Article 190**—The supervisors may attend Board meetings and make inquiries about or present suggestions on the resolutions of Board meetings.~~

~~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.~~

~~**Article 191**—The supervisors shall not use the connected relations to the detriment of the interests of the Company, and shall be liable for compensation for any loss incurred to the Company.~~

~~**Article 192**—If any supervisor violates 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 fulfilling his duties, thereby incurring any loss of the Company, the said supervisor shall be liable for compensation.~~

~~Section 2 Supervisory Committee~~

~~**Article 193**—The Company shall have a Supervisory Committee, consisting of three supervisors, including one chairman. The appointment or dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds of the members of the Supervisory Committee by voting. The chairman of the Supervisory Committee shall convene and preside over Supervisory Committee meetings; where the chairman of the Supervisory Committee cannot or does not fulfil the duty thereof, more than half of the supervisors may jointly elect a supervisor to convene and preside over Supervisory Committee meetings.~~

~~**Article 194**—The Supervisory Committee shall comprise shareholder's representatives and an appropriate proportion of corporate representatives, including one employee representative and two shareholder's representatives. The method and procedure for nominating shareholder supervisors are:~~

~~(I) the candidates for shareholder supervisors shall be nominated by the Supervisory Committee or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company, and shall be elected at a general meeting of the Company.~~

~~(II) the candidates for shareholder supervisors shall, before the notice of the general meeting is sent, provide written undertakings that they accept the nomination, that the information announced about them is true and complete, and that they will diligently fulfil the duties as supervisors if elected.~~

~~The Company shall disclose detailed information relating to candidates for shareholder supervisors before the general meeting is convened, so that the shareholders will have sufficient understanding of the candidates in voting.~~

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

~~Article 195~~ The employee representatives in the Supervisory Committee shall be elected at the employee representatives' meeting.

~~Article 196~~ The Supervisory Committee shall be accountable to general meetings and exercise the following functions and powers:

(I) to examine the regular reports of the Company prepared by the Board and produce written opinions thereon;

(II) to inspect the financial affairs of the Company. 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;

(III) to supervise the performance of the directors and senior management officers, and propose dismissal of directors and senior management officers who have violated the laws, administrative regulations, the Articles of Association or the resolutions of general meetings. If the Supervisory Committee identifies any violation of laws, regulations or the Articles of Association by any director or senior management, it shall perform its supervision duties to either report to the Board or general meeting, or report directly to CSRC and its local offices, the stock exchange in the place where the stocks of the Company are listed or other authorities;

(IV) to require the directors and senior management officers to restore damages they have caused to the interests of the Company;

(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 Company Law, to convene and preside over general meetings;

(VI) to submit proposals to general meetings;

(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 of the Company Law;

(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 certified auditors to help review them at the expenses of the Company if any doubt is found;

(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;

(X) to exercise other functions and powers specified in the Articles of Association.

The supervisors may attend Board meetings.

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~~Article 197~~ 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.

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.

Resolutions made at a Supervisory Committee meeting shall be approved by more than two-thirds of the members of the Supervisory Committee.

The Supervisory Committee may request directors, senior management officers, internal and external auditors to attend a Supervisory Committee meeting for answering any question concerned.

~~Article 198~~ The Supervisory Committee shall formulate rules of procedure for meetings of the Supervisor Committee specifying the rules of procedure and voting procedure for Supervisor Committee meetings, to ensure the work efficiency and scientific decision making of the Supervisory Committee.

~~Article 199~~ The Supervisory Committee shall file resolutions as minutes, which shall be signed by the attending supervisors. Any supervisor shall be entitled to have an explanatory note made in the minutes regarding his speech at the meeting. The minutes of Supervisory Committee meetings shall be kept as archives of the Company for 10 years.

~~Article 200~~ The notice of a Supervisory Committee meeting shall specify: the date, venue and duration of the meeting, the reason for convening the meeting and relevant topics, and the date on which the notice is sent.

Section 3 Resolutions of the Supervisory Committee

~~Article 201~~ Rules of procedure of the Supervisory Committee shall refer to those of the Board, with specific methods stipulated by the Rules of Procedure for Meetings of the Supervisory Committee.

~~Article 202~~ Voting at Supervisory Committee meetings shall be conducted by open ballot or a show of hands, and each supervisor shall have the right to one vote. Relevant specific methods are stipulated by the Rules of Procedure for Meetings of the Supervisory Committee.

Chapter 8-7 Qualification and Obligations of the Directors, Supervisors, Manager (President and CEO) and Other Senior Management Officers of the Company

~~Article 203~~Article 188 Any person involved in any of the following circumstances shall not serve as a director, supervisor, president or any other senior management officer of the Company:
The person

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(I) is without capacity or with limited capacity for civil conduct;

(II) was imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting socialism market economic order ~~and it is less than five years since completion of the enforcement of the criminal penalty~~; or is deprived of political rights due to offence and it is less than five years since completion of the enforcement of the penalty; or who was declared on probation and a period of 2 years has not elapsed since the expiry date of the probation period;

(III) was ever the director or manager of any company or enterprise which was bankrupted and was responsible for the bankruptcy of such company or enterprise, and it is less than three years since the completion of liquidation for the bankruptcy of the company or enterprise;

(IV) was ever the legal representative of any company or enterprise whose business license was revoked or which was ordered to close down due to illegal activities and was responsible for such illegal activities, and it is less than three years since the revocation of business license or order to close of the company or enterprise;

(V) has large outstanding personal debts and have been included in the list of the faithless persons subjected to enforcement by the people's court;

(VI) is under a measure of prohibited access to the securities market imposed by the securities regulatory authority of the State Council, which measure is still effective;

(VII) persons who have been publicly determined by a stock exchange to be unsuitable to serve as a director or senior management personnel of a listed company, where the specified period of disqualification has not yet expired;

~~(VII)~~(VIII) is not a natural person;

~~(VII)~~(IX) has other contents specified in laws, administrative regulations, departmental rules, normative documents or the listing rules of the stock exchange in the place where the stocks of the Company are listed.

Where any director, ~~supervisor~~ or senior management officer is elected, appointed or engaged counter to the provisions in this article, the said election, appointment or engagement shall be invalid. Where any director, ~~supervisor~~ or senior management officer gets involved in any of the circumstances herein during his term of office, the Company shall remove him as director, ~~supervisor~~, president or senior management officer, and suspend his/her performance of duties.

The aforesaid period shall start from the closing date of the general meeting or Board meeting held to elect, appoint or engage directors, ~~supervisors~~ and senior management officers.

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~~Article 204~~Article 189 The directors, supervisors, ~~manager (president and CEO) and other~~ senior management officers of the Company shall not direct the following persons or organizations (hereinafter referred to as “Associates”) to engage in activities prohibited for directors, supervisors, ~~manager (president and CEO) and other~~ senior management officers:

(I) spouses or underage children of directors, supervisors, ~~manager (president and CEO) and other~~ senior management officers of the Company;

(II) trustors of directors, supervisors, ~~manager (president and CEO) and other~~ senior management officers of the Company or of such persons as described in item (I) of this Article;

(III) partners of directors, supervisors, ~~manager (president and CEO) and other~~ senior management officers of the Company or of such persons as described in item (I) or (II) of this Article;

(IV) company (companies) which a director, supervisor, ~~manager (president and CEO) or any other~~ senior management officer of the Company has de facto single control over or joint control over with such persons as described in item (I), (II) or (III) of this Article or other directors, supervisors, ~~manager (president and CEO) or other~~ senior management officers of the Company;

(V) directors, supervisors, ~~manager and other~~ senior management officer of the company (companies) referred to by item (IV) of this Article.

~~Article 205~~Article 190 The fiduciary duty of a director, supervisor, ~~manager (president and CEO) and any other~~ senior management officer of the Company may not necessarily cease upon the conclusion of his term, their obligations to keep confidential the business secrets of the Company shall survive the conclusion of this term. The duration of the other obligations and duties shall be determined in accordance with the principle of fairness, taking into account of the lapse between the time when he leaves the office and the occurrence of the relevant event, and the situation and the circumstances and terms under which his relation with the Company was ended.

~~Article 206~~Article 191 In addition to the rights and remedies provided by the law and administrative regulations when a director, supervisor, ~~manager (president and CEO) or any other~~ senior management officer of the Company breaches the duties which he owes to the Company, the Company shall be entitled:

(I) to demand such director, supervisor, ~~manager (president and CEO) or other~~ senior management officer for the losses sustained by it as a result of such breach;

(II) to rescind any contract or transaction which has been entered into between the Company and such director, supervisor, ~~manager (president and CEO) or other~~ senior management officer, or between the Company and a third party, where such party knew or should have known that such director, supervisor, ~~manager (president and CEO) or other~~ senior management officer representing the Company was in breach of his duty owed to the Company);

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(III) to demand such director, ~~supervisor, manager (president and CEO) or other senior~~ management officer to surrender the profits made as a result of the breach of his duty;

(IV) to recover any money which shall have been received by the Company but were received by such director, ~~supervisor, manager (president and CEO) or other senior~~ management officer instead, including without limitation any commissions; and

(V) to demand repayment of interest earned or which may have been earned by such director, ~~supervisor, manager (president and CEO) or other senior~~ management officer on money which shall have been received by the Company.

Chapter 9-8 Financial and Accounting System, Profit Distribution and Audit

Section 1 Financial and Accounting System

~~Article 207~~**Article 192** The Company shall formulate its financial and accounting system in accordance with the laws, administrative regulations and the provisions of the relevant authorities of the state. The Company shall prepare a financial report at the end of each fiscal year and examine and verify it according to law.

~~Article 208~~**Article 193** The Company shall submit and disclose annual reports to the office of the securities regulatory authority of the State Council and the stock exchange within 4 months from the end of each fiscal year, and submit and disclose interim reports to the office of the securities regulatory authority of the State Council and the stock exchange within 2 months from the end of the first half of each fiscal year.

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

The financial statements of the Company shall be prepared in accordance with PRC Accounting Standards for Business Enterprises and the applicable laws and regulations of the place where the stocks of the Company are listed.

~~Article 209~~**Article 194** The Company's financial reports shall be made available for shareholders' inspection at the Company twenty days before the date of every shareholder' annual general meeting. Each shareholder shall be entitled to obtain a copy of the financial reports referred to in this Chapter.

Unless otherwise provided in the Articles of Association, the Company shall deliver to each shareholder of H-shares in person, or by prepaid mail or by other means permitted by HKEX at the address registered in the register of shareholders such financial and accounting reports, together with copies of the Board report and the balance sheet (including each document required to be attached to the balance sheet as provided by law), the income statement or the statement of revenues and expenditures or the summary report on finance, not later than twenty one days before the date of every annual general meeting of the shareholders.

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~~Article 210~~Article 195 The Company will not establish account books other than the statutory account books. The ~~assets~~fund of the Company shall not be deposited in any personal account.

~~Article 211~~Article 196 The Company shall withdraw 10% of the annual after-tax profits as the statutory common reserve of the Company, and such withdrawal may be stopped when the statutory common reserve of the Company has accumulated to over 50% of the registered capital of the Company.

If the statutory common reserve of the Company is insufficient to recover the losses of the preceding year, the profits of the current year shall first be used to recover the said losses before any statutory common reserve is withdrawn as per the preceding paragraph.

After statutory common reserve is withdrawn out of the after-tax profits, discretionary common reserve may also be withdrawn out of the same as per a resolution made at a general meeting.

The after-tax profits remaining after recovery of losses and withdrawal of common reserve may be distributed to the shareholders in proportion to their shareholding percentages.

If the general meeting, in violation of the ~~provision in the preceding paragraph~~Company Law, distributes profits to shareholders ~~before recovering losses and withdrawing statutory common reserve~~, the profits thus distributed shall be returned to the Company; where such distribution causes losses to the Company, the shareholders and responsible directors, senior management officers shall be liable for compensation.

The shares of the Company held by the Company shall not be subject to profit distribution.

~~Article 212~~Article 197 The common reserve of the Company shall be used to recover the losses, enhance the operating scale or increase the capital of the Company, ~~but the capital reserve shall not be used to recover the losses of the Company.~~

In case of making up of losses out of reserve, the discretionary reserve and the statutory reserve shall be applied first; if insufficient, the capital reserve may be used according to relevant provisions.

When statutory common reserve is converted into increased registered capital, the remainder of the common reserve shall not be less than 25% of the registered capital of the Company before such conversion.

~~Article 213~~Article 198 Basic principles of the profit distribution policy of the Company:

(I) the Company shall fully consider the returns for investors and distribute dividends to shareholders every year according to the proportion prescribed of the distributable profits attributable to the shareholders of the Company realized in the current year;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(II) the Company shall maintain the continuity and stability of the profit distribution policy, and take into account long-term interests of the Company, overall interests of all the shareholders and sustainable development of the Company;

(III) the Company shall first distribute profits in cash dividends.

~~Article 214~~Article 199 The specific profit distribution policy of the Company:

(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.

(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 after comprehensively taking into account of the factors such as profitability, cash flow and capital demand plan of the Company, which shall be implemented upon consideration and approval in accordance with the procedures stipulated in the Articles of Association.

(III) specific conditions for the Company to distribute cash dividends:

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:

1. negative net operating cash flow in the current year;

2. any major external investment or capital expenditure plan (excluding fund-raising project) of the Company in the coming 12 months. Major investment plan or capital expenditure refers to the circumstance in which the Company's accumulated capital expenditure for intended external investment, asset acquisition or equipment procurement reaches or exceeds 20% of the audited net assets in the most recent fiscal year;

3. the audit report of the Company for the most recent year is issued with qualified opinion or with an unqualified opinion in connection with paragraphs regarding material uncertainties on the ability of the Company to continue as a going concern;

4. the gearing ratio of the Company at the end of the most recent fiscal year exceeds 80%;

5. other circumstances which the Board believes to be not suitable for distributing cash dividends.

(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.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

The Company's cash dividend policy objectives: in any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year. Share repurchase by means of offering or centralized bidding in consideration of cash shall be deemed as cash dividend and included in the percentage of cash dividend in the current year. The aforesaid "distributable profit" refers to the net profit attributable to the owners of the parent company in the next year (on a consolidated basis) in accordance with PRC Accounting Standards for Business Enterprises. If the shares are repurchased by way of offer or centralized bidding with cash as consideration, it shall be regarded as the amount of cash dividends of the Company and shall be included in the calculation of the relevant proportion of cash dividends for that year.

The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, the ability to repay debts, whether there are major capital expenditure arrangements, the investors' return and other factors:

1. If the Company is fully developed and has no major capital expenditure arrangements, cash dividends shall take up a minimum of 80% in profit distribution;

2. If the Company is fully developed and has major capital expenditure arrangements, cash dividends shall take up a minimum of 40% in profit distribution;

3. If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;

4. If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.

The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.

~~Article 215~~Article 200 Decision-making procedure and system for the profit distribution plan of the Company

(I) the profit distribution plan of the Company shall be prepared by the management according to the Company's actual profitability, cash flow condition, gearing ratio, future business plan and other factors, and shall be submitted to the Board of the Company for deliberation. The Board shall have an adequate discussion on the reasonability of the profit distribution plan. The profit distribution plan shall be submitted to the general meeting for deliberation after deliberated by the Board.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(II) when the Company formulates the specific plan for cash dividends, the Board shall carefully study and demonstrate the timing, conditions, minimum ratio and adjustment conditions of the cash dividends, the Company's decision-making procedure and other matters. Independent directors have the right to provide independent opinions if they believe that the specific cash dividend plan may harm the interests of the Company or minority shareholders.

(III) before the profit distribution plan is considered at the general meeting, the Company will actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through multiple channels and fully listen to the opinions and requests of minority shareholders. In addition to arrangements for listening to opinions of minority shareholders at the general meeting, the Company will also actively communicate and exchange ideas with shareholders, particularly, minority shareholders, through shareholder hotline, investor relations interactive platform and by other means to timely respond to the concerns of minority shareholders, and provides online voting method to shareholders before convening of the general meeting.

(IV) after full discussion in accordance with Item (I) of this Article, the Company may consider and approve the conditions, upper limit of proportion, and upper limit of the amount of interim cash dividends in the next year when it convenes an annual general meeting to deliberate on the annual profit distribution plan. According to the resolutions of the general meeting, the Board formulates a specific interim dividend plan under the conditions of profit distribution.

~~Article 216~~Article 201 Implementation of the profit distribution plan of the Company

After the profit distribution plan is adopted at the general meeting, or the Board formulates a specific plan according to the conditions and upper limit of the interim dividend for the next year deliberated and approved by the general meeting, the distribution of dividends (or shares) shall be finished within 2 months.

~~Article 217~~Article 202 Adjustment or modification of the profit distribution policy of the Company

The Company shall strictly implement the profit distribution policy determined in the Articles of Association and the profit distribution plan deliberated and approved at the general meeting. The Company may adjust the profit distribution policy if the production and operation of the Company are significantly affected by the changes in the Company's external operating environment or it is indeed necessary to adjust the profit distribution policy determined in the Articles of Association due to great changes in operation status of the Company.

The Board shall conduct special discussion on the adjustment to the profit distribution policy made by the Company to study reasons for the adjustment in details and form a written study report. Proposals on adjustment to the profit distribution plan shall be deliberated by the Board of the Company, and shall be submitted to the general meeting for deliberation and be approved by above two-thirds of voting rights held by the shareholders attending the meeting.

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~~Article 218~~Article 203 The Company shall enjoy dividends of any and all shares for which it has already paid prior to the call is made, but the holder of such shares shall have no right to receive the dividends distributed thereafter with respect to the prepaid shares.

On the premise that the pertinent laws, regulations, departmental rules and normative documents of China are observed, the Company may exercise the right of confiscation against any unclaimed dividends, but such right may only be exercised when the applicable limitation expires.

~~Article 219~~Article 204 The Company shall have the right to terminate the serving of dividend warrant to the holders of H-shares in the form of mailing, but it may exercise this right only if the dividend warrant hasn't been served to the addressee at the first time and it returned, the Company may then exercise such right.

On the premise of conforming to the relevant laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange, the Company shall have the right to sell any shares of the holder of H-shares who could not be reached in a manner which the Board deems appropriate, but the following conditions must be observed:

(I) the Company has distributed dividends of such shares for at least three times in the previous twelve years but such dividends still remain unclaimed during that period;

(II) the Company shall put notices on one or more newspapers of the place where the stocks of the Company are listed upon expiry of the aforementioned 12-year period, stating its intention to sell the shares, and then notify the securities regulatory authority of the place where the stocks of the Company are listed.

Section 2 Internal Audit

~~Article 220~~Article 205 The Company shall conduct internal audit system, which specifies the leadership system, responsibilities and authorization, staffing, funding guarantee, application of audit results and accountability for internal audit work. The internal audit system shall be implemented upon approval by the Board and shall be disclosed to the public.

Article 206 The Company's internal audit department and financial department shall supervise and inspect the Company's business activities, risk management, internal control, financial information and other matters.

~~Article 221~~Article 207 The internal audit department shall be accountable to the Board. The internal audit system and duties of the auditors of the Company shall be subject to the approval of the Board. The officer in charge of audit shall be accountable to the Board and report his work to the same.

The internal audit department shall be subject to the supervision and guidance of the audit committee in the course of its supervision and inspection of the Company's business activities, risk management, internal control and financial information. The internal audit department shall immediately report directly to the audit committee when relevant major issues or clues are found.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 208 The internal audit department is liable for specific implementation of the Company's internal control assessment. Based on the assessment report and related information issued by the internal audit department and reviewed by the Audit Committee, the Company shall issue an annual assessment report on internal control system.

Article 209 When the Audit Committee communicates with external auditors such as accounting firms and national audit authorities, the internal audit department shall actively cooperate and provide necessary support and collaboration.

Article 210 The Audit Committee participates in evaluation of the personnel in charge of internal auditing.

Section 3 Appointment of Accounting Firm

~~Article 222~~Article 211 The Company shall engage accounting firms that are qualified under the Securities Law to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year and may be reengaged.

~~Article 223~~Article 212 The appointment of accounting firms of the Company or dismissal of the accounting firm that undertake the Company's auditing business shall be subject to the approval of the general meeting, prior to which the Board shall not appoint any accounting firm, unless otherwise prescribed in the Articles of Association.

~~Article 224~~Article 213 The Company shall undertake to provide the accounting firms with true and complete accounting vouchers, accounting books, financial reports and other accounting information, and shall not reject, conceal or misstate any information.

~~Article 225~~Article 214 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting.

~~Article 226~~Article 215 When the Company is to dismiss or not to reappoint an accounting firm, it shall give thirty days prior notice to the accounting firm. When a general meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its opinions.

Where the accounting firm resigns, it shall state to the general meeting whether the Company has improper circumstances.

Chapter ~~10-9~~ Notice and Announcement

Section 1 Notice

~~Article 227~~Article 216 The notice of the Company may be served as follows:

- (I) by personal delivery;

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(II) by post;

(III) by fax or email;

(IV) by publication on the website of the Company and the websites designated by the stock exchange under the precondition of conforming to laws, administrative regulations, departmental rules, normative documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association;

(V) by announcement;

(VI) by other means specified in the Articles of Association;

(VII) by other means agreed by the Company or the notified party in advance or accepted by the notified party after receipt of the notice;

(VIII) by other means accepted by the regulators in the place where the stocks of the Company are listed or prescribed in the Articles of Association.

For the means by which the Company provides or delivers communications of the Company to the holders of H-shares pursuant to Hong Kong Listing Rules, such communications may be published on the website designated by the Company and/or the website of HKEX or by electronic means provided or delivered to the holders of H-shares under the precondition of conforming to the laws, regulations and listing rules in the listing place, and the Articles of Association.

For the purpose of the foregoing paragraph, communications of the Company shall mean any document delivered or to be delivered by the Company for the reference of any holder of H-shares or other people required in Hong Kong Listing Rules, or for taking any action, including without limitation:

1. annual reports of the Company (including reports of the Board and the annual account, audit report and financial summary report (if applicable) of the Company);
2. interim reports and interim summary reports (if applicable) of the Company;
3. notices of meetings;
4. listing documents;
5. circulars;
6. proxy form (the definition of which shall be subject to the listing rules of the stock exchange in the place where the stocks of the Company are listed).

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

When the power prescribed in the Articles of Association is exercised to deliver notices by announcement, such announcement shall be published by the methods specified in Hong Kong Listing Rules.

~~Article 228~~Article 217 If a notice of the Company is served by announcement, the said notice shall be deemed as received by all relevant persons once the said notice is announced.

~~Article 229~~Article 218 Notice of general meeting of the Company shall be served by announcement.

~~Article 230~~Article 219 Notice of Board meeting of the Company shall be served by personal delivery, fax, telephone, email or other means.

~~Article 231~~ Notice of meeting of the Supervisory Committee of the Company shall be served by personal delivery, fax, email or other means.

~~Article 232~~Article 220 If the notice of the Company is served by personal delivery, the recipient shall affix signature (or seal) to the Return on Service and the signing date shall be the date of service; if the notice of the Company is served by post, the fifth day after handover to the post office shall be the date of service; if the notice of the Company is served by announcement, the date of first announcement shall be the date of service; if the notice of the Company is sent by fax, the sending date shall be the date of service.

~~Article 233~~Article 221 The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice only shall not invalidate the meeting and the resolutions adopted at the meeting.

~~Article 234~~Article 222 If the listing rules in the place where the stocks of the Company are listed require the Company to send, mail, distribute, issue, publish or provide by other means the relevant documents of the Company in English and Chinese versions, the Company may (according to the intentions expressed by shareholders) send only English text or only Chinese text to relevant shareholders in the range permitted by the applicable laws and regulations and according to applicable laws and regulations, provided that the Company has made appropriate arrangement to determine whether its shareholders hope to receive only English text or only Chinese text.

Section 2 Announcement

~~Article 235~~Article 223 The Company shall designate media in the scope of media as qualified by laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of A-shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The information disclosed by the Company on other public media shall not be earlier than those disclosed on designated newspapers and designated websites. The announcement of the Company may not be substituted by press conference, or answer to reporter's questions or other forms.

The Board shall have the right to decide to adjust the determined media for information disclosure of the Company, but should ensure that the designated media for information disclosure meets the qualifications and conditions stipulated by domestic and Hong Kong laws and regulations, the securities regulatory authority of the State Council, overseas regulatory authorities and the stock exchange in the place where the stocks of the Company are listed.

Chapter ~~11~~ 10 Merger, Division, Increase & Decrease of Capital, Dissolution and Liquidation

Section 1 Merger, Division and Increase & Decrease of Capital

~~Article 236~~Article 224 The Company may be merged or divided pursuant to laws.

Merger of the Company may take the form of absorption or establishment of a new company. One company absorbing another company is merger by absorption, and the company being absorbed shall be dissolved. Merger of two or more companies through establishment of a new company is a consolidation, and the companies being consolidated shall be dissolved.

Article 225 Where the consideration paid for a business combination does not exceed 10% of the net assets of the Company, it is not necessarily subject to approval at a general meeting, except as otherwise provided in the Articles of Association.

Where the Company carries out a business combination not subject to approval at a general meeting in accordance with the preceding paragraph, it shall be approved by the Board.

~~Article 237~~Article 226 In the event of merger of the Company, the parties concerned shall conclude a merger agreement and prepare balance sheets and property inventories. The Company shall notify all creditors within ten days after adoption of the merger resolution and shall make announcements in newspapers or the National Enterprise Credit Information Publicity System within thirty days. The creditors may require the Company to repay debts or provide corresponding guarantees within thirty days after receipt of the notice or within forty-five days after the announcement if the creditors haven't received the notice.

~~Article 238~~Article 227 The credits and debts of the Company during merger shall be inherited by the company subsisting after merger or by the newly established company.

~~Article 239~~Article 228 If the Company is divided, its properties shall be divided accordingly.

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Where the Company is divided, a balance sheet and a property inventory shall be prepared. The Company shall notify all creditors within ten days after adoption of the division resolution and shall make announcements in newspapers or the National Enterprise Credit Information Publicity System within thirty days.

~~Article 240~~Article 229 The debts of the Company prior to the division shall be undertaken by the companies after division, save as otherwise specified in the written agreement on debt repayment reached between the Company and its creditors before division.

~~Article 241~~Article 230 Where the Company ~~needs to decrease the~~decreases its registered capital, the Company shall prepare a balance sheet and a property inventory.

The Company shall notify the creditors within ten days after adoption of the resolution to decrease the registered capital and shall make announcements in newspapers or the National Enterprise Credit Information Publicity System within thirty days. A creditor may, within thirty days from the date of receipt of the written notice or, if he did not receive a written notice, within forty-five days from the date of the announcement, require the Company to repay debts or provide corresponding guarantees.

The registered capital of the Company after decrease of capital shall not be less than the statutory minimum amount.

When the Company reduces its registered capital, it shall correspondingly reduce the shares held by shareholders in proportion to their shareholdings, except as otherwise provided by laws or as approved by the Company's general meeting.

Article 231 If there are still losses after the Company has made up for losses in accordance with Clause 2 of Article 197 of the Articles of Association, it may reduce the registered capital to make up for the losses. If the registered capital is reduced to make up for losses, the Company shall neither make distributions to shareholders, nor shall it exempt shareholders from their obligation of capital contribute or paid-in capital payment.

Where the registered capital is reduced pursuant to the preceding paragraph, the provisions under the Clause 2 of the preceding Article of the Articles of Association shall not apply. However, the Company shall announce such reduction in the newspapers or on the National Enterprise Credit Information Publicity System within thirty days commencing from the date the general meeting resolves to reduce the registered capital.

After reduction of registered capital in accordance with the preceding two paragraphs, the Company shall not distribute profits until the cumulative amount of statutory reserves and discretionary reserves reaches fifty percent of the Company's registered capital.

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Article 232 If the Company's registered capital is reduced in violation of the Company Law and other relevant provisions, the shareholders shall return the funds they have received, and any reduction or exemption of shareholders' capital contributions shall be restored; if the Company suffers losses as a result, the shareholders and the concerned directors and senior managers shall bear the liability for compensation.

Article 233 When the Company issues new shares to increase its registered capital, shareholders are not entitled to right of first refusal, except as otherwise provided in the Articles of Association or as decided such by a resolution of the general meeting.

~~Article 242~~Article 234 Change in registered particulars arising from a merger or division of the Company shall be registered with the companies registration authority according to law. If the Company is dissolved, it shall be deregistered according to law. If a new company is established, such establishment shall be registered according to law.

Increase or decrease of the registered capital of the Company shall be registered with the companies registration authority according to law.

Section 2 Dissolution and Liquidation

~~Article 243~~Article 235 The Company may be dissolved for the following reasons :

- (I) circumstance for dissolution specified in the Articles of Association arises;
- (II) the general meeting has resolved to dissolve the Company;
- (III) merger or division of the Company entails dissolution;
- (IV) the business license is revoked according to law, or the Company is ordered to close or is cancelled;
- (V) if the Company gets into serious trouble in operations and management and continuation may incur material losses of the interests of the shareholders, and no solution can be found through any other channel, the shareholders holding more than 10% of the total-voting rights of the Company may request the people's court to dissolve the Company.

The Company shall, within ten (10) days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System.

~~Article 244~~Article 236 In the circumstance set out in paragraph (1) or (2) of the preceding Article of the Articles of Association and has not distributed any property to shareholders, the Company may continue to subsist by amending the Articles of Association or by resolution of the general meeting.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The amendments to the Articles of Association or resolutions made at the general meeting in accordance with the preceding paragraph shall be approved by two thirds or more of the voting rights held by the shareholders attending the general meeting.

~~Article 245~~Article 237 Where the Company is dissolved pursuant to Items (I), (II), (IV) and (V) of Article ~~243-235~~ of the Articles of Association, ~~it shall establish a liquidation committee,~~ the Company shall be liquidated. The Directors, who are the liquidation obligors of the Company, shall form a liquidation committee to carry out liquidation within fifteen days after the dissolution circumstance arises and commence liquidation.

The members of the liquidation committee shall comprise members determined by the directors or the general meeting be directors, unless otherwise stipulated in the Articles of Association or otherwise selected by a resolution of the general meeting.

Where the liquidation obligors fail to fulfil their liquidation obligations in a timely manner and cause losses to the Company or creditors, they shall be liable for compensation.

~~If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people's court for appointment of relevant persons to form a liquidation committee and carry out liquidation.~~

~~Article 246~~Article 238 During liquidation, the liquidation committee shall exercise the following functions and powers:

- (I) to examine and take possession of the assets of the Company and prepare the balance sheet and a property inventory;
- (II) to inform creditors by notice or announcement;
- (III) to deal with the outstanding businesses of the Company relating to liquidation;
- (IV) to pay off outstanding taxes as well as taxes arising in the course of liquidation;
- (V) to settle credits and debts;
- (VI) to ~~dispose~~allocate of the remaining assets of the Company after repayment of debts;
- (VII) to represent the Company in civil proceedings.

~~Article 247~~Article 239 The liquidation committee shall notify all creditors within ten days after its establishment and shall make announcements in newspapers or the National Enterprise Credit Information Publicity System within sixty days. The creditors shall declare their rights to the liquidation committee within thirty days after receipt of the notice or within forty-five days after announcement if the creditors haven't received the notice.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The creditors shall explain matters relating to their rights and provide relevant evidential documents. The liquidation committee shall register the creditor's rights. In the creditor's rights declaration period, the liquidation committee shall not make repayment to the creditors.

~~Article 248~~Article 240 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, it shall formulate a liquidation proposal and submit it to the general meeting or the people's court for confirmation.

The Company shall, according to the proportion of the shares held by the shareholders, distribute the properties of the Company remaining after payment of the liquidation expenses, employees' salaries, social insurance expenses and statutory compensations, outstanding taxes, and the Company's debts.

The Company shall subsist in the course of liquidation but shall not conduct any business operations unrelated to liquidation. Before liquidation as specified in the preceding paragraphs, the assets of the Company shall not be distributed to shareholders.

~~Article 249~~Article 241 After the liquidation committee has examined and taken possession of the assets of the Company and prepared a balance sheet and a property inventory, if it discovers that the Company's assets are insufficient to repay its debts in full, it shall immediately apply to the people's court to declare for bankruptcy liquidation of the Company bankrupt according to law. ~~Following a ruling by the people's court that the Company is bankrupt,~~

Upon the Company's bankruptcy application is accepted by the people's court, the liquidation committee shall transfer to the people's court all matters relating to the liquidation to the bankruptcy administrator designated by the people's court.

~~Article 250~~Article 242 Upon completion of liquidation, the liquidation committee shall prepare a liquidation report and submit the same to the general meeting or the people's court for confirmation, and submit to the company registration authority, apply for deregistration of the Company ~~and announce termination of the Company.~~

~~Article 251~~Article 243 Any member of the liquidation committee shall ~~dutifully and lawfully fulfill the liquidation obligation. Any member of the liquidation committee shall not abuse his official powers to accept bribes or other unlawful gains, and not to expropriate the Company's assets~~fulfill their obligations of liquidation with duties of loyalty and diligence..

~~Where~~Members of the liquidation committee shall bear the liability for damages suffered by the Company due to their negligence in performing the obligations of liquidation; where any member of the liquidation committee causes any loss to the Company or the creditors with will or serious negligence, the said member shall be liable for compensation.

~~Article 252~~Article 244 Where the Company declares bankrupt according to law, bankruptcy liquidation shall be conducted pursuant to laws on bankruptcy of enterprises.

Chapter ~~12-11~~ Amendment to Articles of Association

~~Article 253~~**Article 245** The Company may amend the Articles of Association in accordance with the laws, regulations and the Articles of Association.

~~Article 254~~**Article 246** The Company shall amend the Articles of Association in any of the following circumstances:

(I) after amendments are made to the Company Law or other relevant laws and administrative regulations, the Articles of Association run counter to the said amendments;

(II) the conditions of the Company have changed, and such change is not covered in the Articles of Association;

(III) the general meeting has resolved to amend the Articles of Association.

~~Article 255~~**Article 247** Any amendment approved by the general meeting to the Articles of Association shall be submitted to the competent authorities for approval where necessary; changes, if any, shall be registered.

~~Article 256~~**Article 248** The Board shall amend the Articles of Association in accordance with the resolution of the general meetings on amendment to the Articles of Association and the examination and approval opinions from relevant competent authorities.

~~Article 257~~**Article 249** Where the amendments to the Articles of Association involve matters requiring disclosure by law and regulations, the amendments shall be announced as required.

~~Article 258~~ If the amendment to the Articles of Association involves company registration matters, such change shall be registered according to law.

Chapter ~~13-12~~ Supplementary Provisions

~~Article 259~~**Article 250** **Definitions**

(I) Controlling shareholder: refers to a shareholder who may elect a majority of directors when acting separately or consistently with others; or a shareholder who holds more than 30% of the shares externally issued by the Company when acting separately or consistently with others; or a shareholder who may exercise more than 30% of the voting rights of the Company or may control the exercising of more than 30% of the voting rights of the Company when acting separately or consistently with others; or a shareholder who factually controls the Company by other means when acting separately or consistently with others.

(II) De facto controller: A ~~person who is not a shareholder of the Company but~~ natural person, legal person or unincorporated organization can effectively control the Company through investment, agreement or other arrangement.

APPENDIX I PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

(III) Connected relations: Relations between a controlling shareholder, de facto controller, director, ~~supervisor~~ or senior management officer of the Company and the enterprise directly or indirectly controlled by the same, which relations may give rise to a transfer of interests of the Company, provided however that there should be no related party relationship between state-controlled enterprises solely because they are under the common control of the State.

~~Article 260~~Article 251 The Board may formulate rules of articles of association in accordance with the Articles of Association. The rules shall not conflict with the Articles of Association.

~~Article 261~~Article 252 The Articles of Association shall be executed in Chinese. Where the articles of association in any other language or version disagree with the Articles of Association, the Chinese version of Articles of Association latest approved and registered by company registration authority shall prevail.

~~Article 262~~Article 253 For the purpose of the Articles of Association, references to “more”, “within” and “less” shall include the actual figures, while references to “above”, “other than”, “lower than” and “more than” shall exclude the actual figures.

~~Article 263~~Article 254 The Board of the Company shall be responsible for the interpretation of the Articles of Association.

~~Article 264~~Article 255 Appendixes to the Articles of Association include rules of procedure for general meetings; and rules of procedure for Board meetings ~~and rules of procedure for meetings of the Supervisory Committee.~~

~~Article 265~~Article 256 Where the Articles of Association conflicts with the laws and administrative regulations, the laws and administrative regulations shall prevail.

The proposed amendments to the Rules of Procedure for Shareholders' Meetings are as follows:

Original Articles	Amended Articles
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 2 As of its effective date, the Rules shall become a legally binding normative document for the Company, shareholders of the Company, Directors, Supervisors, Chief Executive Officer (CEO) and other senior management officers.</p>	<p>Article 2 As of its effective date, the Rules shall become a legally binding normative document for the Company, shareholders of the Company, Directors, Supervisors, Chief Executive Officer (CEO) and other senior management officers.</p>
<p>Article 6 In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of the circumstance:</p> <p>(I) when the number of directors falls short of the statutory minimum of five persons specified in the Company Law or is less than two thirds of the number specified in the Articles of Association;</p> <p>(II) when the unrecovered losses of the Company amount to one third of the total paid-up share capital;</p> <p>(III) when shareholders of ordinary shares severally or jointly holding more than 10% shares of the Company request in writing to hold such meeting;</p> <p>(IV) when the Board deems it necessary;</p> <p>(V) when the Supervisory Committee proposes to hold such a meeting;</p> <p>(VI) other circumstances as stipulated in the 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 or the Articles of Association.</p> <p>The number of shares held as described in Item (III) above shall be calculated as per the shares of the Company held by the shareholder on the date when such written request is made by such shareholder.</p>	<p>Article 6 In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date of the occurrence of the circumstance:</p> <p>(I) when the number of directors falls short of the statutory minimum of five persons specified in the Company Law or is less than two thirds of the number specified in the Articles of Association;</p> <p>(II) when the unrecovered losses of the Company amount to one third of the total paid-up share capital;</p> <p>(III) when shareholders of ordinary shares severally or jointly holding more than 10% shares of the Company request in writing to hold such meeting;</p> <p>(IV) when the Board deems it necessary;</p> <p>(V) when the Audit<u>Supervisory</u> Committee proposes to hold such a meeting;</p> <p>(VI) other circumstances as stipulated in the 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 or the Articles of Association.</p> <p>The number of shares held as described in Item (III) above shall be calculated as per the shares of the Company held by the shareholder on the date when such written request is made by such shareholder.</p>

Original Articles	Amended Articles
<p align="center">Chapter 2 Convening of Shareholders' Meetings</p>	<p align="center">Chapter 2 Convening of Shareholders' Meetings</p>
<p>Article 10 Independent directors shall have the right to propose to the Board to hold an extraordinary shareholders' meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary shareholders' meeting within ten days after receipt of the proposal of the independent director to hold such a meeting.</p> <p>If the Board agrees to hold the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary shareholders' meeting, it shall give the reasons and publish an announcement in respect thereof.</p>	<p>Article 10 With the consent of more than half of all independent directors, independent directors shall have the right to propose to the Board to hold an extraordinary shareholders' meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary shareholders' meeting within ten days after receipt of the proposal of the independent director to hold such a meeting.</p> <p>If the Board agrees to hold the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. If the Board does not agree to hold the extraordinary shareholders' meeting, it shall give the reasons and publish an announcement in respect thereof.</p>
<p>Article 11 The Supervisory Committee shall have the right to propose to the Board to hold an extraordinary shareholders' meeting, and shall put forward such proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary shareholders' meeting within ten days after receipt of the proposal.</p> <p>If the Board agrees to hold the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the Supervisory Committee.</p> <p>If the Board does not agree to hold the extraordinary shareholders' meeting or fails to give a written reply within ten days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary shareholders' meeting, and the Supervisory Committee may convene and preside over the meeting by itself.</p>	<p>Article 11 The AuditSupervisory Committee shall have the right to propose to the Board to hold an extraordinary shareholders' meeting, and shall put forward such proposal to the Board in writing. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary shareholders' meeting within ten days after receipt of the proposal.</p> <p>If the Board agrees to hold the extraordinary shareholders' meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original proposal set forth in the notice shall be subject to approval by the AuditSupervisory Committee.</p> <p>If the Board does not agree to hold the extraordinary shareholders' meeting or fails to give a written reply within ten days after receipt of the proposal, it shall be deemed to be unable to perform or fail to perform the duty of convening the extraordinary shareholders' meeting, and the AuditSupervisory Committee may convene and preside over the meeting by itself.</p>

Original Articles	Amended Articles
<p>Article 12 Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary shareholders' meeting or class meeting, and shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary shareholders' meeting or class meeting within ten days after receipt of the request.</p> <p>Where the Board agrees to hold the extraordinary shareholders' meeting or class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.</p> <p>If the Board does not agree to hold the extraordinary shareholders' meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary shareholders' meeting or class meeting, and shall put forward such request to the Supervisory Committee in writing.</p> <p>If the Supervisory Committee agrees to convene the extraordinary shareholders' meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original request set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the Supervisory Committee fails to serve the notice of shareholders' meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders' meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.</p>	<p>Article 12 Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary shareholders' meeting or class meeting, and shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary shareholders' meeting or class meeting within ten days after receipt of the request.</p> <p>Where the Board agrees to hold the extraordinary shareholders' meeting or class meeting, it shall serve a notice of such meeting within five days after the resolution is made by the Board. Any change to the original request set forth in the notice shall be subject to approval by the relevant shareholders.</p> <p>If the Board does not agree to hold the extraordinary shareholders' meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Audit Supervisory Committee to hold an extraordinary shareholders' meeting or class meeting, and shall put forward such request to the AuditSupervisory Committee in writing.</p> <p>If the AuditSupervisory Committee agrees to convene the extraordinary shareholders' meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original request set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p> <p>If the AuditSupervisory Committee fails to serve the notice of shareholders' meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the shareholders' meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.</p>

Original Articles	Amended Articles
<p>Article 13 Where the Supervisory Committee or shareholders decide to convene a shareholders' meeting by itself/themselves, it/they shall notify the Board in writing and file with the stock exchange in the place where the stocks of the Company are listed.</p> <p>Prior to the disclosure of the resolution of the shareholders' meeting, the shareholding of shareholders who convene the meeting shall not be less than 10% of the total share capital of the Company.</p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of shareholders' meeting and announcing the resolution thereof, submit the relevant documentation to the stock exchange in the place where the stocks of the Company are listed.</p>	<p>Article 13 Where the <u>Audit</u>Supervisory Committee or shareholders decide to convene a shareholders' meeting by itself/themselves, it/they shall notify the Board in writing and file with the stock exchange in the place where the stocks of the Company are listed.</p> <p>Prior to the disclosure of the resolution of the shareholders' meeting, the shareholding of shareholders who convene the meeting shall not be less than 10% of the total share capital of the Company.</p> <p>The <u>Audit</u>Supervisory Committee and the convening shareholders shall, upon issuing a notice of shareholders' meeting and announcing the resolution thereof, submit the relevant documentation to the stock exchange in the place where the stocks of the Company are listed.</p>
<p>Article 14 With regard to the shareholders' meeting convened by the Supervisory Committee or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date. Where the Board does not provide a register of shareholders, the convener may apply for obtaining it to the securities registration and clearing institution in the place where the stocks of the Company are listed by providing relevant announcement on convention of a shareholders' meeting. The register of shareholders obtained by the convener may not be used for other purposes except convention of a shareholders' meeting.</p>	<p>Article 14 With regard to the shareholders' meeting convened by the <u>Audit</u>Supervisory Committee or shareholders on its/their own initiative, the Board and its secretary shall offer cooperation. The Board shall provide a register of shareholders as of the equity registration date. Where the Board does not provide a register of shareholders, the convener may apply for obtaining it to the securities registration and clearing institution in the place where the stocks of the Company are listed by providing relevant announcement on convention of a shareholders' meeting. The register of shareholders obtained by the convener may not be used for other purposes except convention of a shareholders' meeting.</p>
<p>Article 15 For shareholders' meeting convened by the Supervisory Committee or shareholders, the necessary expenses incurred from convening such meeting shall be borne by the Company.</p>	<p>Article 15 For shareholders' meeting convened by the <u>Audit</u>Supervisory Committee or shareholders, the necessary expenses incurred from convening such meeting shall be borne by the Company.</p>

Original Articles	Amended Articles
<p>Chapter 3 Proposals and Notice of Shareholders' Meetings</p>	<p>Chapter 3 Proposals and Notice of Shareholders' Meetings</p>
<p>Article 17 Where the Company convenes a shareholders' meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.</p> <p>Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten working days or fifteen days (whichever is later and exclusive of the date of the meeting and date when the proposals are submitted) before a shareholders' meeting is convened. The convener shall serve a supplemental notice of shareholders' meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.</p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of shareholders' meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of shareholders' meeting or not complying with Article 16 of these rules of procedures shall not be voted or resolved at the shareholders' meeting.</p>	<p>Article 17 Where the Company convenes a shareholders' meeting, the Board, AuditSupervisory Committee, and shareholder(s) severally or jointly holding more than 3%13% shares of the Company shall have the right to make proposals to the Company.</p> <p>Shareholder(s) severally or jointly holding more than 3%13% shares of the Company may submit written provisional proposals to the convener ten working days or fifteen days (whichever is later and exclusive of the date of the meeting and date when the proposals are submitted) before a shareholders' meeting is convened. The convener shall serve a supplemental notice of shareholders' meeting within two days after receipt of the proposals and announce the contents of the provisional proposals, and <u>submit the temporary proposal to the shareholders' meeting for review, except for any proposal that violates the provisions of laws, administrative regulations, or the Articles of Association, or any proposal that falls outside the purview of the shareholders' meeting.</u></p> <p>Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of shareholders' meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of shareholders' meeting or not complying with Article 16 of these rules of procedures shall not be voted or resolved at the shareholders' meeting.</p>
<p>Article 19 Notices or supplementary notices of shareholders' meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of shareholders' meetings are served.</p>	<p>Article 19 Notices or supplementary notices of shareholders' meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of shareholders' meetings are served.</p>

Original Articles	Amended Articles
<p>Article 20 If the election of directors or supervisors is proposed to be discussed at a shareholders' meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which information shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers;</p> <p>(III) disclose the number of shares of the Company one holds;</p> <p>(IV) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange;</p> <p>(V) the information of the directors or supervisors appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules.</p> <p>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.</p>	<p>Article 20 If the election of directors or supervisors is proposed to be discussed at a shareholders' meeting, the notice of such meeting shall adequately disclose the detailed information of the candidates for directors or supervisors, which information shall at least include:</p> <p>(I) personal particulars, including educational background, work experience, and part-time jobs;</p> <p>(II) whether one has any connected relations with the Company, its controlling shareholders and de facto controllers;</p> <p>(III) disclose the number of shares of the Company one holds;</p> <p>(IV) whether one has been punished by the securities regulatory authority of the State Council or any other relevant authority or the reprimand of the stock exchange;</p> <p>(V) the information of the directors or supervisors appointed, or reappointed or transferred that must be disclosed according to the provisions of Hong Kong Listing Rules.</p> <p>Unless a director or supervisor is elected via the cumulative voting system, each candidate for director or supervisor shall be proposed via a single proposal.</p>
<p>Article 22 The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice shall not invalidate the meeting and the resolutions adopted at the meeting.</p>	<p>Article 22 The accidental omission to give notice of meeting to, or non-receipt of notice of meeting by, any person entitled to receive such notice shall not, <u>on their own</u>, invalidate the meeting and the resolutions adopted at the meeting.</p>

Original Articles	Amended Articles
Chapter 4 Holding of Shareholders' Meetings	Chapter 4 Holding of Shareholders' Meetings
<p>Article 24 The Company shall convene the shareholders' meeting at the domicile of the Company or the venue specified in the Articles of Association.</p> <p>The shareholders' meeting shall be held by way of combination of physical meeting and online poll. Shareholders participating in the shareholders' meeting in the aforementioned manner shall be deemed as being present.</p> <p>If the shareholder is a recognized clearing house defined by relevant laws or regulations of the place where the stocks of the Company are listed or an agent thereof, it may authorize one or more people it deems appropriate to act as its representatives at any shareholders' meeting or class meeting; but, if more than one person is authorized, the power of attorney shall state the number and class of shares involved by each of the authorized persons. The power of attorney shall be signed by a person authorized by the recognized clearing house. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights on behalf of the recognized clearing house (or its agent), as if the persons are individual shareholders of the Company.</p>	<p>Article 24 The Company shall convene the shareholders' meeting at the domicile of the Company or the venue specified in the Articles of Association.</p> <p>The shareholders' meeting shall be held by way of combination of physical meeting and online poll. Shareholders participating in the shareholders' meeting in the aforementioned manner shall be deemed as being present. <u>On the premise of ensuring the legality and validity of shareholders' meetings, in addition to physical meetings, the Company may also convene shareholders' meetings by means of electronic communication or other modern information technology methods permitted under the securities regulatory rules of the place where the Company's shares are listed, so as to facilitate online voting and attendance by Shareholders.</u></p> <p>If the shareholder is a recognized clearing house defined by relevant laws or regulations of the place where the stocks of the Company are listed or an agent thereof, it may authorize one or more people it deems appropriate to act as its representatives at any shareholders' meeting or class meeting; but, if more than one person is authorized, the power of attorney shall state the number and class of shares involved by each of the authorized persons. The power of attorney shall be signed by a person authorized by the recognized clearing house. The authorized persons may attend meetings (without presenting proof of shareholding, notarized authorization and/or further evidence to prove they have obtained official authorization) and exercise rights on behalf of the recognized clearing house (or its agent), as if the persons are individual shareholders of the Company.</p>
<p>Article 28 An individual shareholder attending a shareholders' meeting in person shall present his/her identity card or other valid identity certificates or share account card (if any); a proxy attending a shareholders' meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder.</p>	<p>Article 28 An individual shareholder attending a shareholders' meeting in person shall present his/her identity card or other valid identity certificates or share account card (if any); a proxy attending a shareholders' meeting on behalf of an individual shareholder shall present his/her identity card and power of attorney of the shareholder.</p> <p>For a corporate shareholder, its legal representative or a proxy appointed thereby shall attend the meeting. The legal representative attending the meeting shall present his/her identity card or valid certificate bearing evidence of his/her qualifications as legal representative; a proxy attending the meeting on behalf of the legal representative shall present his/her identity card and the written power of attorney lawfully issued by the legal representative of the corporate shareholder.</p>

Original Articles	Amended Articles
<p>Article 29 The shareholder shall appoint a proxy in writing.</p> <p>The power of attorney by which a shareholder appoints another person to attend the shareholders' meeting on his/her behalf shall include:</p> <p>(I) the name of the proxy;</p> <p>(II) the number of shares represented by the proxy;</p> <p>(III) whether the proxy has voting rights;</p> <p>(IV) separate instructions as to whether to vote for "for" or "against", or "abstained" from voting on, each item on the agenda of the shareholders' meeting as an item for consideration thereat;</p> <p>(V) the date of issuance and terms of validity of the power of attorney;</p> <p>(VI) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.</p> <p>The power of attorney shall note that where no direction from the shareholder is available, the proxy may vote at his/her own discretion.</p>	<p>Article 29 The shareholder shall appoint a proxy in writing.</p> <p>The power of attorney by which a shareholder appoints another person to attend the shareholders' meeting on his/her behalf shall include:</p> <p>(I) the name of the <u>principal proxy, class and number of shares of the Company held;</u></p> <p>(II) <u>the name of</u> number of shares represented by the proxy;</p> <p>(III) whether the proxy has voting rights <u>specific instructions from shareholders, including indication of consent, objection or abstention concerning each proposal to be resolved on the agenda of shareholders' meeting, etc.;</u></p> <p>(IV) separate instructions as to whether to vote for "for" or "against", or "abstained" from voting on, each item on the agenda of the shareholders' meeting as an item for consideration thereat;</p> <p>(V)(IV) the date of issuance and terms of validity of the power of attorney;</p> <p>(VI)(V) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.</p> <p>The power of attorney shall note that where no direction from the shareholder is available, the proxy may vote at his/her own discretion.</p>
<p>Article 30 The power of attorney for voting shall be prepared at the Company's domicile or at such other place as specified in the notice of the meeting at least 24 hours prior to the convention of the meeting at which the power of attorney authorizes to vote, or 24 hours prior to the designated voting time. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or a person authorized by the Board or other decision making body shall attend the shareholders' meeting of the Company.</p>	<p>Article 30 The power of attorney for voting shall be prepared at the Company's domicile or at such other place as specified in the notice of the meeting at least 24 hours prior to the convention of the meeting at which the power of attorney authorizes to vote, or 24 hours prior to the designated voting time. The notarized power of attorney and other authorization documents shall, together with the power of attorney for voting, be deposited at the Company's domicile or at such other place as specified in the notice of the meeting.</p> <p>Where the principal is a legal person, its legal representative or a person authorized by the Board or other decision making body shall attend the shareholders' meeting of the Company.</p>
<p>Article 32 Attendees' register shall be prepared by the Company. The attendees' register shall state the names (or names of the corporations), identification card number and the address of the attendees, the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.</p>	<p>Article 32 Attendees' register shall be prepared by the Company. The attendees' register shall state the names (or names of the corporations), identification card number and the address of the attendees, the number of voting shares held or represented, names of the principals (or names of the corporations) and so on.</p>

Original Articles	Amended Articles
<p>Article 34 All directors, supervisors and secretary to the Board shall attend shareholders' meetings of the Company, and the manager (president and CEO) and other senior management officers shall be present at the meetings.</p>	<p>Article 34 <u>If the shareholders' meeting requires directors and senior management to attend, they shall attend and accept inquiries from shareholders.</u>All directors, supervisors and secretary to the Board shall attend shareholders' meetings of the Company, and the manager (president and CEO) and other senior management officers shall be present at the meetings.</p>
<p>Article 35 Shareholders' meetings shall be convened by the Board. Shareholders' meetings convened by the Board shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, the vice chairman shall preside over the meeting; where the vice chairman cannot or does not fulfil the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>A shareholders' meeting convened by the Supervisory Committee itself shall be presided over by the chairman of the Supervisory Committee. Where the chairman of the Supervisory Committee cannot or does not fulfil the duty thereof, more than half of the supervisors may jointly elect a supervisor to preside over the meeting.</p> <p>A shareholders' meeting convened by the shareholders themselves shall be presided over by a representative elected by the convener. If for any reason, the convener is unable to elect a representative to preside over the meeting, the shareholder holding the most voting shares among the conveners (including shareholder proxy) shall act as the preside to preside over the meeting.</p>	<p>Article 35 Shareholders' meetings shall be convened by the Board. Shareholders' meetings convened by the Board shall be presided over by the chairman. Where the chairman cannot or does not fulfil the duty thereof, the vice chairman shall preside over the meeting; where the vice chairman cannot or does not fulfil the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.</p> <p>A shareholders' meeting convened by the <u>Audit Supervisory</u> Committee itself shall be presided over by the <u>convener</u>chairman of the <u>Audit Supervisory</u> Committee. <u>Where the convener</u>chairman of the <u>Audit Supervisory</u> Committee cannot or does not fulfil the duty thereof, more than half of the members of the <u>Audit Committee</u>Supervisors may jointly elect a <u>supervisor</u>member of the Audit Committee to preside over the meeting.</p> <p>A shareholders' meeting convened by the shareholders themselves shall be presided over by <u>the convener</u> or a representative elected by the convener. If for any reason, the convener is unable to elect a representative to preside over the meeting, the shareholder holding the most voting shares among the conveners (including shareholder proxy) shall act as the preside to preside over the meeting.</p>
<p>Article 36 The Board, the Supervisory Committee and the independent directors shall report their work in the preceding year at the annual shareholders' meeting.</p>	<p>Article 36 The Board, the Supervisory Committee and the independent directors shall report their work in the preceding year at the annual shareholders' meeting. <u>Independent directors shall also report on his or her duty performance.</u></p>
<p>Article 37 Directors, supervisors and senior management officers shall make explanations in relation to the inquiries made by shareholders at shareholders' meetings.</p>	<p>Article 37 Directors, supervisors and senior management officers shall make explanations in relation to the inquiries made by shareholders at shareholders' meetings.</p>

Original Articles	Amended Articles
<p align="center">Chapter 5 Voting and Resolutions of Shareholders' Meetings</p>	<p align="center">Chapter 5 Voting and Resolutions of Shareholders' Meetings</p>
<p>Article 43 Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the shareholders' meeting.</p> <p>Special resolutions shall be passed by votes representing two thirds or more of the voting rights held by shareholders (including proxies thereof) attending the shareholders' meeting.</p>	<p>Article 43 Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions.</p> <p>Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including <u>shareholders who appoint proxies to attend the shareholders' meeting</u> thereof) attending the shareholders' meeting.</p> <p>Special resolutions shall be passed by votes representing two thirds or more of the voting rights held by shareholders (including <u>shareholders who appoint proxies to attend the shareholders' meeting</u> proxies thereof) attending the shareholders' meeting.</p>
<p>Article 44 The following matters shall be approved by ordinary resolutions at a shareholders' 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) material transactions specified in Article 57 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 59 of the Articles of Association (excluding Item (III));</p> <p>(VII) any connected transaction subject to the approval at the shareholders' meeting as specified in the Articles of Association and the "Administrative Measures of Wuxi AppTec Co., Ltd.";</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p>	<p>Article 44 The following matters shall be approved by ordinary resolutions at a shareholders' 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>(IV) material transactions specified in Article 57<u>58</u> of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 60<u>59</u> of the Articles of Association (excluding Item (III));</p> <p>(VII) any connected transaction subject to the approval at the shareholders' meeting as specified in the Articles of Association and the "Administrative Measures of Wuxi AppTec Co., Ltd.";</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p>

Original Articles	Amended Articles
<p>(IX) resolution on appointment or dismissal of the Company's accounting firm or the remuneration of the accounting firm or the manner in which such firm is to be remunerated;</p> <p>(X) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>	<p>(VIII) resolution on appointment or dismissal of the Company's accounting firm <u>that undertakes the Company's auditing business</u> or the remuneration of the accounting firm or the manner in which such firm is to be remunerated;</p> <p>(IX) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>
<p>Article 45 The following matters shall be approved by special resolutions at a shareholders' meeting:</p> <p>(I) increase or decrease of the registered capital of the Company;</p> <p>(II) division, spin-off, merger or transformation of organizational form of the Company;</p> <p>(III) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) 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>(VI) equity incentive plans;</p> <p>(VII) the acquisition of the corporate shares of the Company in accordance with Articles 27 (I) and (II) of the Articles of Association;</p> <p>(VIII) make adjustment to the profit distribution plan;</p> <p>(IX) 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 shareholders' meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p>Article 45 The following matters shall be approved by special resolutions at a shareholders' meeting:</p> <p>(I) increase or decrease of the registered capital of the Company;</p> <p>(II) division, spin-off, merger or transformation of organizational form of the Company;</p> <p>(III) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(IV) amendment to the Articles of Association;</p> <p>(V) the Company's purchase, sale of major assets or guarantee <u>provided to others</u> within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VI) equity incentive plans;</p> <p>(VII) the acquisition of the corporate shares of the Company in accordance with Articles <u>26</u>7 (I) and (II) of the Articles of Association;</p> <p>(VIII) make adjustment to the profit distribution plan;</p> <p>(IX) 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 shareholders' 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 47 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. Shareholders may vote in person or authorize a proxy through the power of attorney to vote, both have the same legal effects.</p> <p>Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders' meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders' meeting.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the shareholders' meeting. The separate counting results shall be disclosed in a timely manner and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>The aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</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 shareholders' meeting.</p> <p>If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' meeting.</p> <p>The Board, independent directors, Shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules or the provisions of the China Securities Regulatory Commission 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. Except for statutory conditions, it is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the shareholders' 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.</p>	<p>Article 47 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. Shareholders may vote in person or authorize a proxy through the power of attorney to vote, both have the same legal effects.</p> <p>Shareholders should abstain from voting should they be connected with the subject of the agenda of a shareholders' meeting and the voting shares held by them shall not be included in the total voting shares represented by shareholders present at a shareholders' meeting.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the shareholders' meeting. The separate counting results shall be disclosed in a timely manner and publicly in accordance with relevant laws, regulations and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>The aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</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 shareholders' meeting.</p> <p>If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the shareholders' meeting.</p> <p>The Board, independent directors, Shareholders holding more than 1% of the total voting shares of the Company or investor protection corporation established in accordance with laws, administrative rules or the provisions of the China Securities Regulatory Commission 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. Except for statutory conditions, it is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the shareholders' 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.</p>

Original Articles	Amended Articles
<p>Article 49 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at shareholders' meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</p> <p>The shareholders' meeting shall may 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 shareholders' meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>(I) the total number of valid 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;</p> <p>(II) 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;</p> <p>(III) 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.</p> <p>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of the Company.</p> <p>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company, or when two or more independent directors were elected at the shareholders' meeting.</p>	<p>Article 49 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at shareholders' meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directorsor supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</p> <p>The shareholders' meeting shall may 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 shareholders' meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>(I) the total number of valid 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;</p> <p>(II) every shareholder may cast all his/her votes on single candidate for director or supervisor or spread his votes on different candidates for directoror supervisor;</p> <p>(III) 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.</p> <p>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directorsor supervisors to be elected.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of the Company.</p> <p>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company, or when two or more independent directors were elected at the shareholders' meeting.</p>

Original Articles	Amended Articles
<p>Article 50 The method and procedure for nominating directors and supervisors are:</p> <p>(I) the independent candidates for directors of the Company shall be nominated by the Board, Supervisory Committee or shareholder(s) severally or jointly holding more than 1% of the total number of the voting shares of the Company. The remaining candidates for directors shall be nominated by the Board or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company.</p> <p>(II) for nomination by shareholders according to item (I) of this article, the written notice on intention for nominating candidates for directors and nominees' willingness to accept the nominations shall be sent to the Company no earlier than the issue date of the notice of the shareholders' meeting and no later than the 7th day prior to the date of the shareholders' meeting. The nominator of an independent director shall seek the consent of the nominee before the nomination. The nominator shall fully understand the occupation, educational qualifications, job title, detailed work experience, all part-time jobs and other particulars of the nominee. The nominator of an independent director shall state his opinion on the nominee's qualification and independence to act as an independent director. The nominee for independent directors shall make a public announcement that there is no relation between the Company and him which may affect his independent judgement. Before the convention of the shareholders' meeting for election of independent directors, the Board of the Company shall disclose the contents relevant to the abovementioned directors. The period granted by the Company for lodging the above notice and documents by the relevant nominators and their nominated candidates for directors shall not be less than 7 days (such period shall commence from the date after the issue of the notice of the shareholders' meetings).</p> <p>(III) The candidates for directors shall provide written undertakings that they accept the nomination, that the information announced about them is true, accurate and complete, and that they will diligently fulfil the duties as directors if elected.</p>	<p>Article 50 The method and procedure for nominating directors and supervisors are:</p> <p>(I) <u>the candidates for directors (excluding independent directors) of the Board shall be nominated by the Board or shareholder(s) severally or jointly holding more than 1% of the total number of the voting shares of the Company, and shall be elected at a shareholders' meeting of the Company.</u></p> <p><u>(II) the candidates for independent directors shall be nominated in the way and procedure as specified 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.</u></p> <p>the independent candidates for directors of the Company shall be nominated by the Board, Supervisory Committee or shareholder(s) severally or jointly holding more than 1% of the total number of the voting shares of the Company. The remaining candidates for directors shall be nominated by the Board or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company.</p> <p>(III) for nomination by shareholders according to item (I) of this article, the written notice on intention for nominating candidates for directors and nominees' willingness to accept the nominations shall be sent to the Company no earlier than the issue date of the notice of the shareholders' meeting and no later than the 7th day prior to the date of the shareholders' meeting. The nominator of an independent director shall seek the consent of the nominee before the nomination. The nominator shall fully understand the occupation, educational qualifications, job title, detailed work experience, all part-time jobs and other particulars of the nominee. The nominator of an independent director shall state his opinion on the nominee's qualification and independence to act as an independent director. The nominee for independent directors shall make a public announcement that there is no relation between the Company and him which may affect his independent judgement. Before the convention of the shareholders' meeting for election of independent directors, the Board of the Company shall disclose the contents relevant to the abovementioned directors. The period granted by the Company for lodging the above notice and documents by the relevant nominators and their nominated candidates for directors shall not be less than 7 days (such period shall commence from the date after the issue of the notice of the shareholders' meetings).</p> <p>(IIIIV) The candidates for directors shall provide written undertakings that they accept the nomination, that the information announced about them is true, accurate and complete, and that they will diligently fulfil the duties as directors if elected.</p>

Original Articles	Amended Articles
<p>(IV) The candidates for supervisors elected from the shareholders' meetings shall be nominated by the Supervisory Committee or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company. The candidates for supervisors representing the employees shall be nominated by the union of the Company, and democratically elected at a staff representative assembly or otherwise.</p> <p>(V) Where a proposal on election of directors or supervisors is passed at the shareholders' meeting, the directors elected or supervisors shall take office on the date when the resolution is passed at the shareholders' meeting, save as otherwise specified by the shareholders' meeting.</p>	<p>(IV) The candidates for supervisors elected from the shareholders' meetings shall be nominated by the Supervisory Committee or shareholder(s) severally or jointly holding more than 3% of the total number of the voting shares of the Company. The candidates for supervisors representing the employees shall be nominated by the union of the Company, and democratically elected at a staff representative assembly or otherwise.</p> <p>(V) Where a proposal on election of directors or supervisors is passed at the shareholders' meeting, the directors elected or supervisors shall take office on the date when the resolution is passed at the shareholders' meeting, save as otherwise specified by the shareholders' meeting.</p>
<p>Article 52 No amendment shall be made to a proposal when it is considered at a shareholders' meeting, otherwise, the relevant amendment shall be deemed as a new proposal and shall not be voted on at the shareholders' meeting.</p>	<p>Article 52 No amendment shall be made to a proposal when it is considered at a shareholders' meeting, otherwise, the relevant, if amendment is made, it shall be deemed as a new proposal and shall not be voted on at the shareholders' meeting.</p>
<p>Article 58 Before proposals are voted on at the shareholders' meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has connected relations in any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p> <p>At the time of deciding on proposals by voting at the shareholders' meeting, the shareholder representatives, supervisor representatives and the witnessing lawyer, shall count the votes and scrutinize the voting jointly, and announce the voting results forthwith. The voting results in connection with the resolutions shall be recorded in the minutes of the meeting.</p> <p>Shareholders of the Company or their proxies shall have right to check the results of their votes through the corresponding voting system if they vote via the Internet or by other means.</p>	<p>Article 58 Before proposals are voted on at the shareholders' meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has connected relations in any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p> <p>At the time of deciding on proposals by voting at the shareholders' meeting, the shareholder representatives; supervisor representatives and the witnessing lawyer, shall count the votes and scrutinize the voting jointly, and announce the voting results forthwith. The voting results in connection with the resolutions shall be recorded in the minutes of the meeting.</p> <p>Shareholders of the Company or their proxies shall have right to check the results of their votes through the corresponding voting system if they vote via the Internet or by other means.</p>
<p>Article 59 The conclusion time of the shareholders' meeting shall not be earlier than that of the meeting accessible online or via other methods. The chairman of the meeting shall determine whether or not a proposed resolution has been passed according to the status and results of voting in respect of each proposed resolution.</p> <p>Prior to the formal announcement of the voting results, the relevant parties including the companies, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the notary solicitors, the major shareholders, and the internet service provider in relation to voting at the shareholders' meeting, online voting or other voting methods, shall be obliged to keep the status of voting confidential.</p>	<p>Article 59 The conclusion time of the shareholders' meeting shall not be earlier than that of the meeting accessible online or via other methods. The chairman of the meeting shall determine whether or not a proposed resolution has been passed according to the status and results of voting in respect of each proposed resolution.</p> <p>Prior to the formal announcement of the voting results, the relevant parties including the companies, the persons responsible for counting votes and scrutinizing the conduct of the relevant poll, the notary solicitors, the major shareholders, and the internet service provider in relation to voting at the shareholders' meeting, online voting or other voting methods, shall be obliged to keep the status of voting confidential.</p>

Original Articles	Amended Articles
<p>Article 61 In case the registered accountants of the Company provides an illustrative explanation to the financial statements of the Company, or makes a qualified opinion or indicates its failure to provide an opinion or have a negative opinion on the auditors' report, the Board of Directors of the Company shall explain at the shareholders' meeting the details of the events which led the accountants forming such views and the impact thereof on the financial position and business situation of the Company. In case that such event(s) has direct impact on the profit of the relevant period, the Board of the Company shall based on the de minimis principle determine the profit distribution proposal or the budget for conversion of capital common reserve to capital.</p>	<p>Article 61 <u>The board of directors of the Company shall explain to the shareholders' meeting any non-standard audit opinions issued by certified public accountants on the Company's financial reports.</u>In case the registered accountants of the Company provides an illustrative explanation to the financial statements of the Company, or makes a qualified opinion or indicates its failure to provide an opinion or have a negative opinion on the auditors' report, the Board of Directors of the Company shall explain at the shareholders' meeting the details of the events which led the accountants forming such views and the impact thereof on the financial position and business situation of the Company. In case that such event(s) has direct impact on the profit of the relevant period, the Board of the Company shall based on the de minimis principle determine the profit distribution proposal or the budget for conversion of capital common reserve to capital.</p>
<p>Article 63 If the chairman of the shareholders' meeting has any doubts about the results of the resolutions submitted for voting, he/she may conduct a recount of the votes cast. If the chairman does not conduct a recount and any shareholders or proxies of shareholders present at the meeting disagree with the results announced by the chairman, they shall have the right to immediately request a recount after the announcement of the voting results. The chairman of the shareholders' meeting shall conduct the recount immediately.</p>	<p>Article 63 If the chairman of the shareholders' meeting has any doubts about the results of the resolutions submitted for voting, he/she may conduct a recount of the votes cast. If the chairman does not conduct a recount and any shareholders or proxies of shareholders present at the meeting disagree with the results announced by the chairman, they shall have the right to immediately request a recount after the announcement of the voting results. The chairman of the shareholders' meeting shall <u>organize to</u> conduct the recount immediately.</p>

Original Articles	Amended Articles
<p align="center">Chapter 7 Minutes of Shareholders' Meetings</p>	<p align="center">Chapter 7 Minutes of Shareholders' Meetings</p>
<p>Article 77 Minutes of a shareholders' meeting shall be kept by the secretary to the Board. The minutes of the meeting shall specify:</p> <p>(I) time, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors, supervisors, and senior management officers attending or present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;</p> <p>(IV) the consideration process, summaries of speeches and voting result for each proposal;</p> <p>(V) inquiries or suggestions of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) the names of the witnessing lawyer, counting officer and monitoring officer;</p> <p>(VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.</p> <p>The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, supervisors, secretary to the Board, convener or representative thereof, and presider shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or other means shall be kept for no less than 10 years.</p>	<p>Article 77 Minutes of a shareholders' meeting shall be kept by the secretary to the Board. The minutes of the meeting shall specify:</p> <p>(I) time, venue and agenda of the meeting, and the name of the convener;</p> <p>(II) the names of the presider, and the directors; supervisors; and senior management officers attending or present at the meeting;</p> <p>(III) the number of shareholders and proxies attending the meeting, the total number of voting shares they represent and the proportion of these shares to the total number of shares of the Company;</p> <p>(IV) the consideration process, summaries of speeches and voting result for each proposal;</p> <p>(V) inquiries or suggestions of the shareholders, and the corresponding responses or explanations;</p> <p>(VI) the names of the witnessing lawyer, counting officer and monitoring officer;</p> <p>(VII) other contents that shall be recorded in the minutes in accordance with the Articles of Association.</p> <p>The convener shall ensure the minutes of the meeting are true, accurate and complete. The attending directors, supervisors; secretary to the Board, convener or representative thereof, and presider shall sign the minutes of the meeting. The minutes of the meeting, the signed attendance record of those shareholders on the spot and the power of attorney for attendance by proxy, and the valid information relating to the voting over network or other means shall be kept for no less than 10 years.</p>

Original Articles		Amended Articles
<p>Article 79 Any content of a resolution approved at shareholders' meetings of the Company will be invalid if it violates the laws and administrative regulations.</p> <p>The controlling shareholders and de facto controller of the Company shall not restrict or obstruct small and medium investors from exercising their voting rights legally, and shall not damage lawful rights and interests of the Company and small and medium investors.</p> <p>The procedures for convening shareholders' meetings, the voting methods or the contents of resolutions shall comply with the laws, administrative regulations and Articles of Association; otherwise the shareholders may request the people's court to withdraw it within 60 days from the date of such resolution.</p>		<p>Article 79 Any content of a resolution approved at shareholders' meetings of the Company will be invalid if it violates the laws and administrative regulations.</p> <p>The controlling shareholders and de facto controller of the Company shall not restrict or obstruct small and medium investors from exercising their voting rights legally, and shall not damage lawful rights and interests of the Company and small and medium investors.</p> <p>The procedures for convening shareholders' meetings, the voting methods or the contents of resolutions shall comply with the laws, administrative regulations and Articles of Association; otherwise the shareholders may request the people's court to withdraw it within 60 days from the date of such resolution, <u>unless there is only a slight defect in the procedure of convening or the method of voting at the shareholders' meetings or Board meetings, which has no substantive impact on the resolution.</u></p>
Chapter 8 Supplementary Provisions		Chapter 8 Supplementary Provisions
<p>Article 80 The "above" or "within" as mentioned in the Rules shall be inclusive of the relevant figure; while "over" or "less than" shall be exclusive of the relevant figure.</p>		<p>Article 80 The "above" or "within" as mentioned in the Rules shall be inclusive of the relevant figure; while "over", or "less than" <u>or more than</u> shall be exclusive of the relevant figure.</p>
<p>Article 82 The Board shall be responsible for implementing the resolutions adopted at a shareholders' meeting, and according to the content of resolutions, the president (CEO) of the Company will organize relevant staff to take charge of specific implementation thereof; where any matter needs to be handled by the Supervisory Committee as required by the resolution of the shareholders' meeting, the Supervisory Committee shall directly organize their implementation. The Board and the Supervisory Committee shall report the implementation of the resolutions to the next shareholders' meeting.</p>		<p>Article 82 The Board shall be responsible for implementing the resolutions adopted at a shareholders' meeting, and according to the content of resolutions, the president (CEO) of the Company will organize relevant staff to take charge of specific implementation thereof; where any matter needs to be handled by the <u>Supervisory Audit Committee</u> as required by the resolution of the <u>shareholders' meeting</u>, the <u>Supervisory Audit Committee</u> shall directly organize their implementation. The Board and the Supervisory Committee shall report the implementation of the resolutions to the next shareholders' meeting.</p>
Others	The Chinese expression of "股東大會" in the Rules of Procedure for Shareholders' Meetings is uniformly changed to "股東會" and the respective English expression remains unchanged as "shareholders' meeting".	
Others	The Chinese expression of "種類" in the Rules of Procedure for Shareholders' Meetings is uniformly changed to "類別" and the respective English expression remains unchanged as "classes".	

Apart from the above amendments and the addition/removal of articles, and the subsequent reordering of articles resulting from such amendments and addition/removal of articles, other articles of the Rules of Procedure for Shareholders' Meetings remain unchanged.

The full text of the proposed amendments to the Rules of Procedure for Shareholders' Meetings were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Rules of Procedure for Board Meetings are as follows:

Original Articles	Amended Articles
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to regulate the transaction of business and decision-making procedures of the Board of Directors (the “Board”) of WuXi AppTec Co., Ltd. (the “Company”), facilitate the Directors and the Board to effectively perform their duties, and enhance the standardized operation and scientific decision-making of the Board, the Company has formulated these Rules in accordance with relevant rules including the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Guidance on Articles of Association of Listed Company, the Code of Corporate Governance for Listed Companies, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”), the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of WuXi AppTec Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 In order to regulate the transaction of business and decision-making procedures of the Board of Directors (the “Board”) of WuXi AppTec Co., Ltd. (the “Company”), facilitate the Directors and the Board to effectively perform their duties, and enhance the standardized operation and scientific decision-making of the Board, the Company has formulated these Rules in accordance with relevant rules including the Company Law of the People’s Republic of China (the “Company Law”), the Securities Law of the People’s Republic of China (the “Securities Law”), the Guidance on Articles of Association of Listed Company, the Code of Corporate Governance for Listed Companies, the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies, the Measures for the Administration of Independent Directors of Listed Companies, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”), the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and the Articles of Association of WuXi AppTec Co., Ltd. (the “Articles of Association”).</p>
Chapter 2 Composition of the Board of Directors and Its Functions and Powers	Chapter 2 Composition of the Board of Directors and Its Functions and Powers
Section 1 Composition of the Board of Directors and Its Functions and Powers	Section 1 Composition of the Board of Directors and Its Functions and Powers
<p>Article 2 The Company shall establish a board of directors, which is accountable to the shareholders’ meeting and responsible for implementing its resolutions.</p>	<p>Article 2 The Company shall establish a board of directors, which is accountable to the shareholders’ meeting and responsible for implementing its resolutions.</p>
<p>Article 3 The board of directors shall comprise 12 to 13 directors, of which independent directors shall be at least one-third of all directors.</p> <p>The Board shall have one chairman, and may have one vice chairman.</p> <p>The composition of the Board shall be in compliance with laws and regulations and have reasonable professional structure. The members of the Board shall acquire necessary knowledge, techniques and qualifications for performing the duties. The Company shall encourage diversified composition of the Board.</p>	<p>Article 32 The Company shall establish a board of directors, which The board of directors shall comprise 112 to 13 directors, of which including 5 independent directors shall be at least one-third of all directors.</p> <p>The Board shall have one chairman, and may have one vice chairman.</p> <p>The composition of the Board shall be in compliance with laws and regulations and have reasonable professional structure. The members of the Board shall acquire necessary knowledge, techniques and qualifications for performing the duties. The Company shall encourage diversified composition of the Board.</p>

Original Articles	Amended Articles
<p>Article 4 The Board shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report on their work to the general meetings;</p> <p>(II) to implement resolutions passed at the general meetings;</p> <p>(III) to resolve 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 in 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 as described in Articles 27(I) and (II) of the Articles of Association, 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, donations etc. within the authority permitted under the laws, regulations and these Articles of Association or 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 43 The Board shall exercise the following functions and powers:</p> <p>(I) to convene general meetings and report on their work to the general meetings;</p> <p>(II) to implement resolutions passed at the general meetings;</p> <p>(III) to resolve 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>(IV) to formulate the Company’s profit distribution proposals and loss recovery proposals;</p> <p>(VI) to formulate the proposals for increase or decrease in 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 as described in Articles 276(I) and (II) of the Articles of Association, 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, donations etc. within the authority permitted under the laws, regulations and these Articles of Association or 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 decide on the appointment or dismissal of the Company's manager (president and CEO), secretary to the Board and other senior management and determine their remunerations and matters related to incentives and punishment; to decide on the appointment or dismissal of the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the manager (president and CEO) and decide on their remunerations, rewards and punishments;	(IX) to decide on the appointment or dismissal of the Company's manager (president and CEO), secretary to the Board and other senior management and determine their remunerations and matters related to incentives and punishment; to decide on the appointment or dismissal of the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the manager (president and CEO) and decide on their remunerations, rewards and punishments;
(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;	(XIIIIV) to propose to the general meeting to appoint or <u>replace the accounting firm which engages in audit business for listed companies</u> audits the Company's accounts;
(XV) to listen to the work reports of the Company's manager (president and CEO) and examine the work thereof;	(XIV) to listen to the work reports of the Company's <u>manager</u> (president and CEO) and examine the work thereof;
(XVI) to formulate the equity incentive plan and employee stock ownership plan of the Company;	(XVI) to formulate the equity incentive plan and employee stock ownership plan of the Company;
(XVII) to resolve the acquisition of the shares of the Company as described in Article 27 (III), (V) and (VI) in the Articles of Association;	(XVII) to resolve the acquisition of the shares of the Company as described in Article <u>276</u> (III), (V) and (VI) in the Articles of Association;
(XVIII) to exercise other functions and powers that should be exercised by the board of directors 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.	(XVIII) to exercise other functions and powers that should be exercised by the board of directors 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 <u>or granted by the general meeting.</u>

Original Articles	Amended Articles
<p>Matters in respect of which the board of directors exercises authority beyond the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.</p> <p>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 (CEO) to exercise powers that shall be exercised by the Board in accordance with laws.</p> <p>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.</p> <p>The 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.</p>	<p>Matters in respect of which the board of directors exercises authority beyond the scope authorized by the general meeting shall be submitted to the general meeting for deliberation.</p> <p>Subject to the approval of a majority more than half 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 (CEO) to exercise powers that shall be exercised by the Board in accordance with laws.</p> <p>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.</p> <p>The 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.</p>
<p>Article 5 The Board of Directors shall establish an audit committee and a compensation and evaluation committee, and may establish other specialized committees such as strategy and nomination as needed. Each specialized committee is accountable to the Board of Directors, and its proposals shall be submitted to the board meeting for deliberation. Each specialized committee may engage intermediary institutions to provide professional advice, with the related expenses borne by the Company. The authority and composition of the Board's specialized committees shall be determined by the Board through the formulation of relevant rules.</p>	<p>Article 5 The Board of Directors shall establish an audit committee and a compensation and evaluation committee, and may establish other specialized committees such as strategy and nomination as needed. Each specialized committee is accountable to the Board of Directors, and its proposals shall be submitted to the board meeting for deliberation. Each specialized committee may engage intermediary institutions to provide professional advice, with the related expenses borne by the Company. The authority and composition of the Board's specialized committees shall be determined by the Board through the formulation of relevant rules.</p>

Original Articles	Amended Articles
<p>Article 7 Transactions (excluding connected transactions, financial assistance, provision of guarantee) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) the net assets of the transaction subject (e.g., equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p> <p>(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p> <p>(IV) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p> <p>(V) the related operating income of the transaction subject (e.g., equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p> <p>(VI) the related net profit of the transaction subject (e.g., equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.</p>	<p>Article 7.5 Transactions (excluding connected transactions, financial assistance, provision of guarantee and other transactions of the Company without involving any payment of consideration or attaching any obligations such as receiving monetary assets as gift and waiver of debts) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) the net assets of the transaction subject (e.g., equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p> <p>(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p> <p>(IV) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p> <p>(V) the related operating income of the transaction subject (e.g., equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p> <p>(VI) the related net profit of the transaction subject (e.g., equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p>

Original Articles	Amended Articles
<p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>“Transactions” as mentioned above in this article include the purchase or disposal of assets; external investment (including consigned financial management, investment in subsidiaries, etc.); lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee; the grant, acceptance, transfer, exercise, termination or waiver of rights (including the waiver of the first right of refusal and the right of first offer), etc.</p> <p>The aforesaid transactions exclude the following transactions relating to daily business operations of the Company (“Daily Transactions”): purchase of raw materials, fuels and power; receipt of services; sale of products and goods; provision of services; contracting of projects and other transactions relating to daily business operations. The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 6 of the Listing Rules of Shanghai Stock Exchange, as the case may be.</p>	<p><u>(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</u></p> <ol style="list-style-type: none"> <u>1. share transactions;</u> <u>2. disclosable transactions;</u> <u>3. major transactions;</u> <u>4. very substantial disposals;</u> <u>5. very substantial acquisitions;</u> <u>6. reverse takeovers.</u> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>“Transactions” as mentioned above in this article include the purchase or disposal of assets; external investment (including consigned financial management, investment in subsidiaries, etc.); lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee; the grant, acceptance, transfer, exercise, termination or waiver of rights (including the waiver of the first right of refusal and the right of first offer), etc.</p> <p>The aforesaid transactions exclude the following transactions relating to daily business operations of the Company (“Daily Transactions”): purchase of raw materials, fuels and power; receipt of services; sale of products and goods; provision of services; contracting of projects and other transactions relating to daily business operations. <u>However, any transactions mentioned above that are involved in asset swap shall be included. Transactions relating to daily business operations mentioned above that meet the standards of disclosable transactions under the listing rules of the place where the Company is listed shall be submitted to the Board for approval.</u></p> <p>The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in <u>Section 1 Chapter 6 of the Listing Rules of Shanghai Stock Exchange or Chapter 14 of the Hong Kong Listing Rules</u>, as the case may be.</p>

Original Articles	Amended Articles
<p>Article 10 In addition to obtaining approval from more than half of all directors, transactions of listed companies relating to financial assistance shall also be considered and approved by more than two-thirds of the directors attending the Board meeting and shall be disclosed in a timely manner. If the transaction meets the conditions as stipulated in article 58 herein, it shall be submitted to the general meeting for deliberation.</p> <p>If the target of financial assistance is a subsidiary consolidated in the Company's financial statement and other shareholders of the subsidiary do not include any controlling shareholder or de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.</p>	<p>Article 108 In addition to obtaining approval from more than half of all directors, transactions of listed companies relating to financial assistance shall also be considered and approved by more than two-thirds of the directors attending the Board meeting and shall be disclosed in a timely manner. If the transaction meets the conditions as stipulated in article 58 herein, it shall be submitted to the general meeting for deliberation <u>upon approval by the Board.</u></p> <p>If the target of financial assistance is a subsidiary consolidated in the Company's financial statement and other shareholders of the subsidiary do not include any controlling shareholder or de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.</p>
<p>Section 3 The Board Secretary and the Board Office</p>	<p>Section 3 The Board Secretary and the Board Office</p>
<p>Article 15 The Company shall have a secretary to the Board, who shall be a senior management officer of the Company nominated by the chairman, appointed by the Board and accountable to the Board, and shall report to the chairman and/or CEO.</p> <p>The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders' data, information disclosure, investor relations management and other matters of the Company, etc.</p> <p>The secretary to the Board acts as the designated contact person between the Company and Shanghai Stock Exchange.</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. The working rules of secretary to the Board shall be formulated separately by the Board.</p>	<p>Article 153 The Company shall have a secretary to the Board, who shall be a senior management officer of the Company nominated by the chairman, appointed by the Board and accountable to the Board, and shall report to the chairman and/or CEO.</p> <p>The secretary to the Board shall be responsible for the preparations for general meetings and Board meetings, keeping of documentation and shareholders' data, information disclosure, investor relations management and other matters of the Company, etc.</p> <p>The secretary to the Board acts as the designated contact person between the Company and Shanghai Stock Exchange (<u>hereinafter referred to as the "SSE"</u>).</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. The working rules of secretary to the Board shall be formulated separately by the Board.</p>

Original Articles	Amended Articles
<p>Article 16 The Company shall provide convenient conditions for the Board Secretary to perform their duties. Directors, supervisors, other senior management personnel, and relevant staff shall support and cooperate with the Board Secretary in their work.</p> <p>To perform their duties, the Board Secretary has the right to understand the Company's financial and operational status, attend meetings related to information disclosure, review all relevant documents involving information disclosure, and request relevant departments and personnel of the Company to promptly provide related materials and information.</p> <p>When the Board Secretary encounters improper obstruction or serious hindrance in the course of performing their duties, they may directly report to the Shanghai Stock Exchange SSE.</p>	<p>Article 164 The Company shall provide convenient conditions for the Board Secretary to perform their duties. Directors, supervisors, the Chief Financial Officer and other senior management personnel, and relevant staff shall support and cooperate with the Board Secretary in their work.</p> <p>To perform their duties, the Board Secretary has the right to understand the Company's financial and operational status, attend meetings related to information disclosure, review all relevant documents involving information disclosure, and request relevant departments and personnel of the Company to promptly provide related materials and information.</p> <p>When the Board Secretary encounters improper obstruction or serious hindrance in the course of performing their duties, they may directly report to the Shanghai Stock Exchange SSE.</p>
Chapter 3 Board of Directors Meetings	Chapter 3 Board of Directors Meetings
Section 1 General Provisions	Section 1 General Provisions
<p>Article 18 Board meetings are divided into regular meetings and interim meetings.</p> <p>The board of directors shall convene at least four meetings each year.</p>	<p>Article 186 Board meetings are divided into regular meetings and interim meetings.</p> <p>The board of directors shall convene at least four <u>regular</u> meetings each year.</p>
<p>Article 20 The Board shall convene an extraordinary meeting in any of the following circumstances:</p> <p>(I) When proposed by shareholders representing more than one-tenth of the voting rights;</p> <p>(II) When jointly proposed by more than one-third of the directors;</p> <p>(III) When proposed by the Supervisory Committee;</p> <p>(IV) When deemed necessary by the chairman;</p> <p>(V) When proposed by majority of independent directors;</p> <p>(VI) When required by the securities regulatory authority;</p> <p>(VII) Other situations as stipulated by the Articles of Association.</p>	<p>Article 2018 The Board shall convene an extraordinary meeting in <u>any</u> of the following circumstances:</p> <p>(I) When proposed by shareholders representing more than one-tenth of the voting rights;</p> <p>(II) When jointly proposed by more than one-third of the directors;</p> <p>(III) When proposed by the Supervisory Committee <u>Audit Committee</u>;</p> <p>(IV) When deemed necessary by the chairman;</p> <p>(V) When proposed by majority of independent directors;</p> <p>(VI) When required by the securities regulatory authority;</p> <p>(VII) Other situations as stipulated by the Articles of Association.</p>

Original Articles	Amended Articles
<p>Article 21 Procedures for Proposing an Interim Meeting</p> <p>In accordance with the provisions of the preceding article, a proposal to convene an interim board meeting shall be submitted to the board office or directly to the chairman of the board in the form of a written proposal signed (or sealed) by the proposer. The written proposal shall include the following details:</p> <p>(I) The name or title of the proposer;</p> <p>(II) The reasons for the proposal or the objective facts on which the proposal is based;</p> <p>(III) The proposed time or timeframe, location, and method for convening the meeting;</p> <p>(IV) A clear and specific motion;</p> <p>(V) The proposer’s contact information and the date of the proposal.</p> <p>The content of the motion shall fall within the scope of the board’s authority as defined in the Company’s Articles of Association, and all relevant materials related to the motion shall be submitted together.</p> <p>Upon receiving the aforementioned written proposal and relevant materials, the board office shall forward them to the chairman of the board on the same day. If the chairman deems the proposal unclear, insufficiently specific, or the supporting materials inadequate, they may request the proposer to amend or supplement the proposal within five days of receipt, with a maximum of two such requests permitted.</p> <p>If the proposer submits the written proposal and relevant materials directly to the chairman of the board, a copy shall simultaneously be sent to the board office.</p> <p>The chairman of the board shall, within ten days of receiving the final version of the proposal or a request from the securities regulatory authority, issue a notice to hold convene and preside over a board meeting.</p>	<p>Article 219 Procedures for Proposing an Interim Meeting</p> <p>In accordance with the provisions of the preceding article, a proposal to convene an interim board meeting shall be submitted to the board office or directly to the chairman of the board in the form of a written proposal signed (or sealed) by the proposer. The written proposal shall include the following details:</p> <p>(I) The name or title of the proposer;</p> <p>(II) The reasons for the proposal or the objective facts on which the proposal is based;</p> <p>(III) The proposed time or timeframe, location, and method for convening the meeting;</p> <p>(IV) A clear and specific motion;</p> <p>(V) The proposer’s contact information and the date of the proposal.</p> <p>The content of the motion shall fall within the scope of the board’s authority as defined in the Company’s Articles of Association, and all relevant materials related to the motion shall be submitted together.</p> <p>Upon receiving the aforementioned written proposal and relevant materials, the board office shall forward them to the chairman of the board on the same day. If the chairman deems the proposal unclear, insufficiently specific, or the supporting materials inadequate, they may request the proposer to amend or supplement the proposal within five days of receipt, with a maximum of two such requests permitted.</p> <p>If the proposer submits the written proposal and relevant materials directly to the chairman of the board, a copy shall simultaneously be sent to the board office.</p> <p>The chairman of the board shall, within ten days of receiving the final version of the proposal or a request from the securities regulatory authority, issue a notice to hold convene and preside over a board meeting.</p>

Original Articles	Amended Articles
Section 2 Meeting Notice	Section 2 Meeting Notice
<p>Article 23 Meeting Notices</p> <p>For convening regular and interim meetings of the Board of Directors, the Board Office shall submit written meeting notices bearing the seal of the Board Office to all directors, supervisors, the President (CEO), and the Board Secretary via direct delivery, prepaid mail, fax, or email, no later than 14 days and 5 days in advance, respectively.</p> <p>For direct delivery, the recipient shall sign (or affix a seal) on the receipt, and the date of signing shall be deemed the delivery date. For mail delivery, the fifth business day after the date of posting shall be deemed the delivery date. For fax delivery, the notice shall be deemed delivered upon transmission, with the transmission date determined by the fax machine report. For email delivery, the notice shall be deemed delivered upon entering the recipient’s designated email system.</p> <p>For non-direct delivery methods, confirmation shall also be made via telephone, and corresponding records shall be kept.</p> <p>In urgent circumstances where prompt convening of an interim Board meeting is required, meeting notices may be issued at any time via telephone or other oral means, provided that the convener shall provide an explanation at the meeting.</p>	<p>Article 231 Meeting Notices</p> <p>For convening regular and interim meetings of the Board of Directors, the Board Office shall submit written meeting notices bearing the seal of the Board Office to all directors, supervisors, the President (CEO), and the Board Secretary via direct delivery, prepaid mail, fax, or email, no later than 14 days and 5 days in advance, respectively.</p> <p>For direct delivery, the recipient shall sign (or affix a seal) on the receipt, and the date of signing shall be deemed the delivery date. For mail delivery, the fifth business day after the date of posting shall be deemed the delivery date. For fax delivery, the notice shall be deemed delivered upon transmission, with the transmission date determined by the fax machine report. For email delivery, the notice shall be deemed delivered upon entering the recipient’s designated email system.</p> <p>For non-direct delivery methods, confirmation shall also be made via telephone, and corresponding records shall be kept.</p> <p>In urgent circumstances where prompt convening of an interim Board meeting is required, meeting notices may be issued at any time via telephone or other oral means, provided that the convener shall provide an explanation at the meeting.</p>

Original Articles	Amended Articles
Section 3 Convening of the Meeting	Section 3 Convening of the Meeting
<p>Article 26 Convening of Meetings</p> <p>Unless otherwise stipulated in the Articles of Association or these rules, a board meeting shall be held only when more than half of the directors are present.</p> <p>If a director refuses or neglects to attend the meeting, resulting in the failure to meet the minimum quorum requirement for convening the meeting, the chairman of the board and the board secretary shall promptly report to the regulatory authorities.</p> <p>Board meetings may be conducted via telephone or other electronic audiovisual devices that enable all participants to hear each other continuously, and the attendance of a director or their representative through such devices shall be deemed as the personal attendance of the director or their representative.</p> <p>Supervisors may attend board meetings as non-voting participants. If the president (CEO) or board secretary does not concurrently serve as a director, they shall attend board meetings as non-voting participants. The meeting chair may notify other relevant personnel to attend board meetings as non-voting participants if deemed necessary.</p> <p>When a director, supervisor, president (CEO), or other senior executive of the Company has a direct or indirect material interest in a contract, transaction, or arrangement that the Company has entered into or plans to enter into (excluding employment contracts between the Company and its directors, supervisors, president (CEO), or other senior executives), regardless of whether the matter would normally require board approval, the nature and extent of such interest shall be disclosed to the board as soon as possible.</p>	<p>Article 26<u>4</u> Convening of Meetings</p> <p>Unless otherwise stipulated in the Articles of Association or these rules, a board meeting shall be held only when more than half of the directors are present.</p> <p>If a director refuses or neglects to attend the meeting, resulting in the failure to meet the minimum quorum requirement for convening the meeting, the chairman of the board and the board secretary shall promptly report to the regulatory authorities.</p> <p>Board meetings may be conducted via telephone or other electronic audiovisual devices that enable all participants to hear each other continuously, and the attendance of a director or their representative through such devices shall be deemed as the personal attendance of the director or their representative.</p> <p>Supervisors may attend board meetings as non-voting participants. If the president (CEO) or board secretary does not concurrently serve as a director, they shall attend board meetings as non-voting participants. The meeting chair may notify other relevant personnel to attend board meetings as non-voting participants if deemed necessary.</p> <p>When a director, supervisor, president (CEO), or other senior executive of the Company has a direct or indirect material interest in a contract, transaction, or arrangement that the Company has entered into or plans to enter into (excluding employment contracts between the Company and its directors, supervisors, president (CEO), or other senior executives), regardless of whether the matter would normally require board approval, the nature and extent of such interest shall be disclosed to the board as soon as possible.</p>
Section 4 Meeting Voting and Resolutions	Section 4 Meeting Voting and Resolutions
<p>Article 33 Tallying of Voting Results</p> <p>After the directors present have completed their voting, the relevant staff of the board office shall promptly collect the voting ballots from the directors and submit them to the board secretary for tallying under the supervision of a supervisor or independent director.</p> <p>For meetings held in person, the chairman shall announce the tally results on the spot. In other cases, the chairman shall require the board secretary to notify the directors of the voting results before the next working day following the end of the designated voting period.</p> <p>If a director votes after the chairman announces the tally results or after the designated voting period has ended, their vote shall not be counted.</p>	<p>Article 33<u>1</u> Tallying of Voting Results</p> <p>After the directors present have completed their voting, the relevant staff of the board office shall promptly collect the voting ballots from the directors and submit them to the board secretary for tallying under the supervision of a supervisor or <u>an</u> independent director.</p> <p>For meetings held in person, the chairman shall announce the tally results on the spot. In other cases, the chairman shall require the board secretary to notify the directors of the voting results before the next working day following the end of the designated voting period.</p> <p>If a director votes after the chairman announces the tally results or after the designated voting period has ended, their vote shall not be counted.</p>

Original Articles	Amended Articles
<p>Article 37 Special Provisions on Profit Distribution</p> <p>When a board meeting needs to resolve matters related to the Company’s profit distribution, the proposed distribution plan to be submitted to the board for review may first be notified to the certified public accountant, who shall be required to issue a draft audit report accordingly (provided that all other financial data unrelated to the distribution have been finalized). After the board passes a resolution on distribution, the certified public accountant shall be required to issue a formal audit report. The board shall then make resolutions on other relevant matters of the periodic report based on the formal audit report issued by the certified public accountant.</p>	<p>Article 37 Special Provisions on Profit Distribution</p> <p>When a board meeting needs to resolve matters related to the Company’s profit distribution, the proposed distribution plan to be submitted to the board for review may first be notified to the certified public accountant, who shall be required to issue a draft audit report accordingly (provided that all other financial data unrelated to the distribution have been finalized). After the board passes a resolution on distribution, the certified public accountant shall be required to issue a formal audit report. The board shall then make resolutions on other relevant matters of the periodic report based on the formal audit report issued by the certified public accountant.</p>
<p>Article 38 Handling of Rejected Proposals</p> <p>If a proposal is rejected, the board meeting should not reconsider a proposal with identical content within one month, unless there are significant changes in the relevant conditions and factors.</p>	<p>Article 385 Handling of Rejected Proposals</p> <p>If a proposal is rejected, the board meeting should not, reconsider a proposal with identical content within one month in principle, unless there are significant changes in the relevant conditions and factors.</p>
<p>Section 5 Meeting Minutes and Summaries</p>	<p>Section 5 Meeting Minutes and Summaries</p>
<p>Article 42 Minutes</p> <p>The secretary to the Board shall arrange staff of the office of the Board to take minutes of Board meetings. The minutes of the Board meetings shall be true, accurate and complete. The minutes shall specify:</p> <p>(I) The session of the meeting and the time, location, and method of convening;</p> <p>(II) The status of the meeting notice issuance;</p> <p>(III) The convener and chairman of the meeting;</p> <p>(IV) The names of attending directors and the names of directors (proxies) attending the board meeting on behalf of others;</p> <p>(V) The meeting agenda, proposals reviewed during the meeting, key points and main opinions of each director on relevant matters, voting intentions on proposals, and any concerns or objections raised by directors;</p> <p>(VI) The voting method and results for each proposal (specifying the exact number of votes for, against, and abstained).</p> <p>(VII) the opinions of independent Directors;</p> <p>(VIII) other issues that the attending directors think should be recorded.</p>	<p>Article 42 Article 4239 Minutes</p> <p>The secretary to the Board shall arrange staff of the office of the Board to take minutes of Board meetings. The minutes of the Board meetings shall be true, accurate and complete, and the directors and the board secretary present at the meeting shall sign the meeting minutes. The minutes shall specify:</p> <p>(I) The session of the meeting and the time, location, and method of convening;</p> <p>(II) The status of the meeting notice issuance;</p> <p>(III) The convener and chairman of the meeting;</p> <p>(IV) The names of attending directors and the names of directors (proxies) attending the board meeting on behalf of others;</p> <p>(V) The meeting agenda, proposals reviewed during the meeting, key points and main opinions of each director on relevant matters, voting intentions on proposals, and any concerns or objections raised by directors;</p> <p>(VI) The voting method and results for each proposal (specifying the exact number of votes for, against, and abstained).</p> <p>(VII) the opinions of independent Directors;</p> <p>(VIII) other issues that the attending directors think should be recorded.</p>

Original Articles		Amended Articles
Article 45 Director Liability Directors shall sign the board’s resolutions and be liable for the decisions made by the board. If a board resolution violates laws, administrative regulations, the Company’s articles of association, or resolutions of the general meeting, resulting in significant losses to the Company, the directors who participated in the resolution shall be liable for compensation to the Company. However, a director may be exempted from liability if it is proven that they expressed dissent during the vote and such dissent was recorded in the meeting minutes. Upon approval by the general meeting, the Company may purchase liability insurance for directors. The scope of liability insurance shall be stipulated in the contract, excluding liabilities arising from the director’s violation of laws, regulations, or the provisions of the Articles of Association.		Article 452 Director Liability Directors shall sign the board’s resolutions and be liable for the decisions made by the board. If a board resolution violates laws, administrative regulations, the Company’s articles of association, or resolutions of the general meeting, resulting in significant losses to the Company, the directors who participated in the resolution shall be liable for compensation to the Company. However, a director may be exempted from liability if it is proven that they expressed dissent during the vote and such dissent was recorded in the meeting minutes. Upon approval by the general meeting, the Company may purchase liability insurance for directors. The scope of liability insurance shall be stipulated in the contract, excluding liabilities arising from the director’s violation of laws, regulations, or the provisions of the Articles of Association of the Company.
Chapter 4 Supplementary Provisions		Chapter 4 Supplementary Provisions
Article 48 In these rules, “above” shall include the given number.		Article 485 In these rules, “above” and “within” shall include the given number, while “ <u>exceeding</u> ” and “ <u>over</u> ” do not include the given number.
Others	The Chinese expression of “股東大會” in the Rules of Procedure for Board Meetings is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders’ meeting”.	
Others	The Chinese expression of “半數以上” in the Rules of Procedure for Board Meetings is uniformly changed to “過半數” and the respective English expression remains unchanged as “more than half”.	

Apart from the above amendments and the addition/removal of articles, and the subsequent reordering of articles resulting from such amendments and addition/removal of articles, other articles of the Rules of Procedure for Board Meetings remain unchanged.

The full text of the proposed amendments to the Rules of Procedure for Board Meetings were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
OF THE INDEPENDENT DIRECTORS**

The proposed amendments to the Rules for the Work Policies of the Independent Directors are as follows:

Original Articles	Amended Articles
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 To further improve the corporate governance and board structure of Wuxi AppTec Co., Ltd. (the “Company”), while strengthening the restraint and supervision mechanism for internal directors and senior managements, protecting the interests of minority shareholders and stakeholders and facilitating the regulatory operation of the Company, these rules are formulated in accordance with the relevant requirements of Company Law of the People’s Republic of China (the “Company Law”), the Governance Guidelines for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies (the “Measures for Independent Directors”), the Governance Guidelines for Listed Companies, the Guidelines for Self-Regulation of Listed Companies of the Shanghai Stock Exchange No. 1 — Standardized Operation, the Guidelines on the Duty Performance of Independent Directors of Listed Companies, Guidelines for Independent Directors to Promote Internal Control of Listed Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 To further improve the corporate governance and board structure of Wuxi AppTec Co., Ltd. (the “Company”), while strengthening the restraint and supervision mechanism for internal directors and senior managements, protecting the interests of minority shareholders and stakeholders and facilitating the regulatory operation of the Company, these rules are formulated in accordance with the relevant requirements of Company Law of the People’s Republic of China (the “Company Law”), the Governance Guidelines for Listed Companies, the Administrative Measures for Independent Directors of Listed Companies (the “Measures for Independent Directors”), the Governance Guidelines for Listed Companies, the Guidelines for Self-Regulation of Listed Companies of the Shanghai Stock Exchange No. 1 — Standardized Operation, the Guidelines on the Duty Performance of Independent Directors of Listed Companies, Guidelines for Independent Directors to Promote Internal Control of Listed Companies, Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Hong Kong Listing Rules”) and Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>
	Chapter 2 Qualifications and Appointments and Dismissals
<p>Article 5 The nomination, election and replacement of independent directors shall be made in accordance with the laws and regulations.</p> <p>(I) The independent directors shall be nominated by the Board, the Supervisory Committee, shareholders who solely or jointly hold 1% or more of issued shares of the Company, and shall be decided on election of general meeting. A nominator shall not nominate a person in whom he/she has an interest or other close relationship that may affect the independent performance of his/her duties as a candidate for independent director.</p>	<p>Article 5 The nomination, election and replacement of independent directors shall be made in accordance with the laws and regulations.</p> <p>(I) The independent directors shall be nominated by the Board, the Supervisory Committee, and shareholders who solely or jointly hold 1% or more of issued shares of the Company, and shall be decided on election of general meeting. A nominator shall not nominate a person in whom he/she has an interest or other close relationship that may affect the independent performance of his/her duties as a candidate for independent director.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
OF THE INDEPENDENT DIRECTORS**

Original Articles	Amended Articles
<p>(II) The nominator of independent directors shall obtain the consent of nominees before nomination. The nominator shall fully understand the occupation, education, job title, the detailed working experience, all and any part-time jobs of nominees and whether there is any material breach of trust and other adverse records, and shall give opinions as to whether he/she is in compliance with the independence and other conditions as an independent director. The nominee shall make a public statement, indicating that he/she is in compliance with the independence and other conditions as an independent director.</p>	<p>(II) The nominator of independent directors shall obtain the consent of nominees before nomination. The nominator shall fully understand the occupation, education, job title, the detailed working experience, all and any part-time jobs of nominees and whether there is any material breach of trust and other adverse records, and shall give opinions as to whether he/she is in compliance with the independence and other conditions as an independent director. The nominee shall make a public statement, indicating that he/she is in compliance with the independence and other conditions as an independent director.</p>
<p>(III) The nomination committee of the Company shall examine the qualifications of the nominees for appointment and form a clear opinion on the examination.</p>	<p>(III) The nomination committee of the Company shall examine the qualifications of the nominees for appointment and form a clear opinion on the examination.</p>
<p>(IV) Before the general meeting on the election of independent directors is convened, the Board of the Company shall make an announcement on the above matters as required, and shall submit the relevant materials of the candidates for independent directors to the stock exchange in the place where the stocks of the Company are listed. Where there are any objections to the candidates for independent directors from the Board of the Company, such written opinions of the Board shall also be sent. The nominee who is disagreed by the stock exchange in the place where the stocks of the Company are listed shall not be proposed to the general meeting for election as an independent director. During the general meeting for electing the independent directors, the Board of the Company shall make a statement as to whether the stock exchange in the place where the stocks of the Company are listed, CSRC and SFC (if applicable) have any objections to the candidate for independent directors.</p>	<p>(IV) Before the general meeting on the election of independent directors is convened, the Board of the Company shall make an announcement on the above matters as required, and shall submit the relevant materials of the candidates for independent directors to the stock exchange in the place where the stocks of the Company are listed. Where there are any objections to the candidates for independent directors from the Board of the Company, such written opinions of the Board shall also be sent. The nominee who is disagreed by the stock exchange in the place where the stocks of the Company are listed shall not be proposed to the general meeting for election as an independent director. During the general meeting for electing the independent directors, the Board of the Company shall make a statement as to whether the stock exchange in the place where the stocks of the Company are listed, CSRC and SFC (if applicable) have any objections to the candidate for independent directors.</p>
<p>(V) A cumulative voting system shall be implemented for the election of two or more independent directors at the general meeting.</p>	<p>(V) A cumulative voting system shall be implemented for the election of two or more independent directors at the general meeting.</p>
<p>(VI) The length of each tenure of independent directors shall be the same as that of other directors of the Company, and subject to re-election upon the expiry of tenure, provided that the length of tenure upon re-election shall not be more than six years.</p>	<p>(VI) The length of each tenure of independent directors shall be the same as that of other directors of the Company, and subject to re-election upon the expiry of tenure, provided that the length of tenure upon re-election shall not be more than six years.</p>

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Original Articles	Amended Articles
<p>(VII) Any independent director failing to either attend the Board meetings for two consecutive times in person or entrust other independent director to attend on his/her behalf might be replaced by a general meeting as proposed by the Board. Notwithstanding the above case and other cases of being prohibited from acting as directors as specified in the Articles of Association and Company Law, no independent director shall be removed from office for no reason before the expiry of the term. For early removal, the Company shall make a special disclosure on such matter, and any independent director removed who held that the Company had improper reason for removal could make a public statement.</p> <p>(VIII) An independent director may resign before the expiry of his term of office. 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 shareholders and creditors of the Company. If the number of independent directors falls below the statutory minimum requirement as a result of the resignation of any independent director before the expiry of his term of office, the incumbent directors shall continue to perform his duties as an independent director until a new independent director is elected and appointed, except for resignation due to loss of independence or lack of qualifications as directors of listed companies and dismissal according to laws. If the proportion of independent directors in the Board or its special committees does not comply with the provisions of the Measures for Independent Directors or the Articles of Association, or there is a lack of accounting professionals among the independent directors, as a result of the resignation of any independent director due to the loss of his independence or lack of qualifications as directors of listed companies and dismissal of any independent director according to laws, the Company shall elect an independent director as soon as practicable to meet the statutory minimum requirement of the number of independent directors.</p>	<p>(VII) Any independent director failing to either attend the Board meetings for two consecutive times in person or entrust other independent director to attend on his/her behalf might be replacedremoved by a general meeting as proposed by the Board. Notwithstanding the above case and other cases of being prohibited from acting as directors as specified in the Articles of Association and Company Law, no independent director shall be removed from office for no reason before the expiry of the term. For early removal, the Company shall make a special disclosure on such matter, and any independent director removed who held that the Company had improper reason for removal could make a public statement.</p> <p>(VIII) An independent director may resign before the expiry of his term of office. 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 shareholders and creditors of the Company. If the resignation of an independent director will result in the <u>proportion of independent directors on the Company's board of directors or its special committees being inconsistent with the provisions of these rules or the Articles of Association, or there is a lack of accounting professionals among the independent directors, the independent director who intends to resign shall continue to perform his or her duties until the date when a new independent director is appointed. If the number of independent directors falls below the statutory minimum requirement as a result of the resignation of any independent director before the expiry of his term of office, the incumbent directors shall continue to perform his duties as an independent director until a new independent director is elected and appointed, except for resignation due to loss of independence or lack of qualifications as directors of listed companies and dismissal according to laws.</u> If the proportion of independent directors in the Board or its special committees does not comply with the provisions of the Measures for Independent Directors or the Articles of Association, or there is a lack of accounting professionals among the independent directors, as a result of the resignation of any independent director due to the loss of his independence or lack of qualifications as directors of listed companies and dismissal of any independent director according to laws, the Company shall elect an independent director as soon as practicable to meet the statutory minimum requirement of the number of independent directors.</p>

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Original Articles	Amended Articles
Chapter 2 Obligations of Independent Directors	Chapter 2 Obligations of Independent Directors
<p>Article 6 General obligations</p> <p>The Company’s independent directors are responsible for the general obligations of directors as stipulated in the Company Law, the Securities Law, the Governance Guidelines for Listed Companies and other laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company’s shares are listed, regulatory documents, self-regulatory rules and the Articles of Association.</p>	<p>Article 6 General obligations</p> <p>The Company’s independent directors are responsible for the general obligations of directors as stipulated in the Company Law, the Securities Law, the Governance Guidelines for Listed Companies and other laws, administrative regulations, departmental rules, listing rules of the stock exchange where the Company’s shares are listed, regulatory documents, self-regulatory rules and the Articles of Association.</p>
<p>Article 7 Obligations to maintain independence</p> <p>Independent directors shall maintain the independence of identity and performance of duties. In the process of performing their duties, they should not be affected by the controlling shareholders and de facto controllers of the Company and other units or individuals having interests in the Company; in case of any situation affecting the independence of identity, the independent directors shall timely notify the Company and eliminate the effect, and resign if failing to satisfy the independence conditions.</p> <p>The following persons may not hold the position of independent director:</p> <p>(I) persons holding positions in the Company or its subsidiaries and their spouses, parents and children as well as major social relations (major social relations refer to brothers, sisters, spouses of brothers and sisters, parents of spouses, brothers and sisters of spouses, spouses of children, parents of spouses of children etc.);</p> <p>(II) natural person shareholders directly or indirectly holding over 1% of the issued shares of the Company or ranking in the top ten shareholders of the Company, and their spouses, parents and children;</p> <p>(III) persons holding positions in the entities that directly or indirectly hold over 5% of the issued shares of the Company or that rank in the top five shareholders of the Company, and their spouses, parents and children;</p>	<p>Article 7 6 Obligations to maintain independence</p> <p>Independent directors shall maintain the independence of identity and performance of duties. In the process of performing their duties, they should not be affected by the controlling shareholders and de facto controllers of the Company and other units or individuals having interests in the Company; in case of any situation affecting the independence of identity, the independent directors shall timely notify the Company and eliminate the effect, and resign if failing to satisfy the independence conditions.</p> <p>The following persons may not hold the position of independent director:</p> <p>(I) persons holding positions in the Company or its subsidiaries and their spouses, parents and children as well as major social relations (major social relations refer to brothers, sisters, spouses of brothers and sisters, parents of spouses, brothers and sisters of spouses, spouses of children, parents of spouses of children etc.);</p> <p>(II) natural person shareholders directly or indirectly holding over 1% of the issued shares of the Company or ranking in the top ten shareholders of the Company, and their spouses, parents and children;</p> <p>(III) persons holding positions in the entities that directly or indirectly hold over 5% of the issued shares of the Company or that rank in the top five shareholders of the Company, and their spouses, parents and children;</p>

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Original Articles	Amended Articles
<p>(IV) persons serving in the subsidiaries of de facto controllers of the Company and their spouses, parents and children;</p> <p>(V) persons having material business transactions with the Company and its de facto controllers or their respective subsidiaries, or holding positions in units with which they have material business transactions and their de facto controllers;</p> <p>(VI) persons providing financial, legal, consulting, sponsorship and other services for the Company and its de facto controllers or their respective subsidiaries, including but not limited to the entire project team of the intermediary agency that provides services, reviewers at all levels, persons who sign the report, partners, directors, senior management and principals in charge;</p> <p>(VII) persons fallen into any of the circumstances above in the last twelve months;</p> <p>(VIII) any person failing to comply with the independence requirement of independent directors under Rule 3.13 of the Hong Kong Listing Rules;</p> <p>(IX) other persons who lack independence as prescribed by laws, administrative regulations, rules from the CSRC, business rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>	<p>(IV) persons serving in the subsidiaries of de facto controllers of the Company and their spouses, parents and children;</p> <p>(V) persons having material business transactions with the Company and its de facto controllers or their respective subsidiaries, or holding positions in units with which they have material business transactions and their de facto controllers;</p> <p>(VI) persons providing financial, legal, consulting, sponsorship and other services for the Company and its de facto controllers or their respective subsidiaries, including but not limited to the entire project team of the intermediary agency that provides services, reviewers at all levels, persons who sign the report, partners, directors, senior management and principals in charge;</p> <p>(VII) persons fallen into any of the circumstances above in the last twelve months;</p> <p>(VIII) any person failing to comply with the independence requirement of independent directors under Rule 3.13 of the Hong Kong Listing Rules;</p> <p>(IX) other persons who lack independence as prescribed by laws, administrative regulations, rules from the CSRC, business rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p>
<p>Article 8 Contact for daily work and minimum workday requirement</p> <p>Independent directors shall timely and fully communicate with the management of the Company, in particular the secretary to the Board, to ensure smooth duty performance.</p> <p>An independent director shall work on-site at the Company for at least 15 days 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 inspections, and communicating with small and medium shareholders.</p>	<p>Article 8 Contact for daily work and minimum workday requirement</p> <p>Independent directors shall timely and fully communicate with the management of the Company, in particular the secretary to the Board, to ensure smooth duty performance.</p> <p>An independent director shall work on-site at the Company for at least 15 days 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 inspections, and communicating with small and medium shareholders.</p>

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Original Articles	Amended Articles
<p>Article 9 Attending trainings</p> <p>In principle, the proposed independent director shall attend at least one job training organized by relevant institutions recognized by the securities regulatory authorities before being employed as an independent director of the Company for the first time. Independent directors shall continuously strengthen their study of securities laws, regulations and rules, and continuously improve the capabilities to perform their duties.</p> <p>After receiving the trainings, independent directors shall fully understand the basic principles of corporate governance, the legal framework of the Company’s operation, the duties and responsibilities of independent directors, the Company’s information disclosure and related party transaction supervision and other specific rules, and have the awareness of internal control and risk prevention and the basic ability to read and understand financial statements.</p>	<p>Article 9 Attending trainings</p> <p>In principle, the proposed independent director shall attend at least one job training organized by relevant institutions recognized by the securities regulatory authorities before being employed as an independent director of the Company for the first time. Independent directors shall continuously strengthen their study of securities laws, regulations and rules, and continuously improve the capabilities to perform their duties.</p> <p>After receiving the trainings, independent directors shall fully understand the basic principles of corporate governance, the legal framework of the Company’s operation, the duties and responsibilities of independent directors, the Company’s information disclosure and related party transaction supervision and other specific rules, and have the awareness of internal control and risk prevention and the basic ability to read and understand financial statements.</p>
<p>Article 10 Attending the Board meetings and general meetings</p> <p>Independent directors shall attend Board meetings in person. If an independent director is truly unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors of the Company to attend the meeting in writing.</p> <p>The power of attorney shall clearly state:</p> <p>(I) the names of the appointer and the proxy;</p> <p>(II) the scope of authority granted to the proxy;</p> <p>(III) the appointer’s indication of voting intention on each proposal;</p> <p>(IV) the signature and date of the appointer.</p> <p>Independent directors should not issue a blank power of attorney, nor should they grant full powers to the proxy. Authorization should be granted on a case-by-case basis.</p>	<p>Article 10 Attending the Board meetings and general meetings</p> <p>Independent directors shall attend Board meetings in person. If an independent director is truly unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors of the Company to attend the meeting in writing.</p> <p>The power of attorney shall clearly state:</p> <p>(I) the names of the appointer and the proxy;</p> <p>(II) the scope of authority granted to the proxy;</p> <p>(III) the appointer’s indication of voting intention on each proposal;</p> <p>(IV) the signature and date of the appointer.</p> <p>Independent directors should not issue a blank power of attorney, nor should they grant full powers to the proxy. Authorization should be granted on a case-by-case basis.</p>

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<p>Independent directors who are entrusted to attend Board meetings shall submit a written power of attorney to the meeting host and explain the circumstances of their entrusted attendance in the meeting attendance book. An independent director shall not accept the authorization of more than two independent directors at a Board meeting.</p> <p>If other independent directors are entrusted to sign written confirmation opinions on the Company's periodic reports, special authorization should be made in the power of attorney.</p> <p>Independent directors shall attend the Company's general meeting of shareholders in person and communicate with the Company's shareholders on site.</p>	<p>Independent directors who are entrusted to attend Board meetings shall submit a written power of attorney to the meeting host and explain the circumstances of their entrusted attendance in the meeting attendance book. An independent director shall not accept the authorization of more than two independent directors at a Board meeting.</p> <p>If other independent directors are entrusted to sign written confirmation opinions on the Company's periodic reports, special authorization should be made in the power of attorney.</p> <p>Independent directors shall attend the Company's general meeting of shareholders in person and communicate with the Company's shareholders on site.</p>
<p>Article 11 Pay attention to the matters of the Company</p> <p>Independent directors shall continue to monitor the implementation of the matters set out in Article 17 of these rules and other matters that shall be considered and approved by the audit committee, nomination committee and remuneration and evaluation committee of the Board, and shall report to the Board in a timely manner and may require the Company to make written explanations where they identify any violation of laws, administrative regulations, the provisions of the CSRC, the business rules of the stock exchange where the stocks of the Company are listed and the Articles of Association, or any violation of the resolutions of the general meeting and the Board. Where a disclosure is required, the Company shall make timely disclosures.</p> <p>Where the Company fails to make explanations or make timely disclosures in accordance with the preceding paragraph, the independent directors may report the same to the CSRC and the stock exchange where the stocks of the Company are listed.</p>	<p>Article 11 Pay attention to the matters of the Company</p> <p>Independent directors shall continue to monitor the implementation of the matters set out in Article 17 of these rules and other matters that shall be considered and approved by the audit committee, nomination committee and remuneration and evaluation committee of the Board, and shall report to the Board in a timely manner and may require the Company to make written explanations where they identify any violation of laws, administrative regulations, the provisions of the CSRC, the business rules of the stock exchange where the stocks of the Company are listed and the Articles of Association, or any violation of the resolutions of the general meeting and the Board. Where a disclosure is required, the Company shall make timely disclosures.</p> <p>Where the Company fails to make explanations or make timely disclosures in accordance with the preceding paragraph, the independent directors may report the same to the CSRC and the stock exchange where the stocks of the Company are listed.</p>
<p>Article 12 Supervise and investigate the Company and related entities</p> <p>Independent directors shall perform their due diligence obligations and, if necessary, engage an intermediary to carry out special inspections if they find that the Company or related entities:</p> <p>(I) have not submitted the significant matters to the Board or general meeting for deliberation in accordance with the relevant provisions;</p>	<p>Article 12 Supervise and investigate the Company and related entities</p> <p>Independent directors shall perform their due diligence obligations and, if necessary, engage an intermediary to carry out special inspections if they find that the Company or related entities:</p> <p>(I) have not submitted the significant matters to the Board or general meeting for deliberation in accordance with the relevant provisions;</p>

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Original Articles	Amended Articles
<p>(II) fail to timely or properly perform the obligation of information disclosure;</p> <p>(III) may release information with false records, misleading statements or major omissions;</p> <p>(IV) may violate laws, regulations or the Articles of Association in production and operation of the Company;</p> <p>(V) are otherwise suspected of violating laws and regulations or damaging the rights and interests of public shareholders or public interests.</p> <p>In the event that any of the above situations is substantiated, the independent directors shall urge the Company or related entities to make rectification and report to the local branch of CSRC and stock exchanges in the place where the shares of the Company are listed (if required).</p>	<p>(II) fail to timely or properly perform the obligation of information disclosure;</p> <p>(III) may release information with false records, misleading statements or major omissions;</p> <p>(IV) may violate laws, regulations or the Articles of Association in production and operation of the Company;</p> <p>(V) are otherwise suspected of violating laws and regulations or damaging the rights and interests of public shareholders or public interests.</p> <p>In the event that any of the above situations is substantiated, the independent directors shall urge the Company or related entities to make rectification and report to the local branch of CSRC and stock exchanges in the place where the shares of the Company are listed (if required).</p>
<p>Article 13 Preparing work records</p> <p>Independent directors shall record their performance of duties and prepare their work records, including examination of the establishment and implementation of systems for production and operation, management an internal control and execution of Board resolutions, discussion with the management, and independent opinions provided at board meetings. Information obtained by the independent directors in the course of performing their duties, minutes of relevant meetings, records of communications with staff of the Company and intermediaries, etc., shall form an integral part of the work records.</p> <p>Work records of independent directors and information provided by the Company to independent directors should be kept for at least ten years.</p>	<p>Article 13 Preparing work records</p> <p>Independent directors shall record their performance of duties and prepare their work records, including examination of the establishment and implementation of systems for production and operation, management an internal control and execution of Board resolutions, discussion with the management, and independent opinions provided at board meetings. Information obtained by the independent directors in the course of performing their duties, minutes of relevant meetings, records of communications with staff of the Company and intermediaries, etc., shall form an integral part of the work records.</p> <p>Work records of independent directors and information provided by the Company to independent directors should be kept for at least ten years.</p>
<p>Article 14 Submitting yearly work reports</p> <p>At the annual general meeting of the Company, independent directors shall submit their yearly work report and make a statement on their fulfilment of duties, which shall be disclosed no later than the date when the notice of the annual general meeting of the Company is despatched.</p> <p>Independent directors' work reports shall be based on their work records, signed and confirmed in person before submitting to the Company for preserving and archiving together with materials of the annual general meeting.</p>	<p>Article 14 Submitting yearly work reports</p> <p>At the annual general meeting of the Company, independent directors shall submit their yearly work report and make a statement on their fulfilment of duties, which shall be disclosed no later than the date when the notice of the annual general meeting of the Company is despatched.</p> <p>Independent directors' work reports shall be based on their work records, signed and confirmed in person before submitting to the Company for preserving and archiving together with materials of the annual general meeting.</p>

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Original Articles	Amended Articles
Chapter 3 Powers of Independent Directors	Chapter 3 Responsibilities and Ways of Performing Duties Powers of Independent Directors
<p>Article 15 General powers</p> <p>Independent directors of the Company shall have the general powers as stipulated by the Company Law, the Securities Law, the Measures for Independent Directors and other laws, administrative regulations, departmental rules, normative documents and self-regulatory rules and the Articles of Association.</p>	<p>Article 158 Independent directors shall perform the following duties:<u>General powers</u></p> <p>(I) to participate in the decision-making of the Board and express clear opinions on matters discussed;</p> <p>(II) to supervise potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management as set out in Articles 23, 26, 27 and 28 of the Measures for Independent Directors to ensure that the decisions of the Board are in line with the interests of the Company as a whole, and to protect the legitimate rights and interests of minority shareholders;</p> <p>(III) to provide professional and objective advice on the operation and development of the Company and facilitate the enhancement of the decision-making level of the Board;</p> <p>(IV) other duties as stipulated by laws, administrative regulations, CSRC regulations and the Articles of Association.</p> <p>Independent directors of the Company shall have the general powers as stipulated by the Company Law, the Securities Law, the Measures for Independent Directors and other laws, administrative regulations, departmental rules, normative documents and self-regulatory rules and the Articles of Association.</p>

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Original Articles	Amended Articles
<p>Article 16 Special powers of independent directors</p> <p>An independent director shall exercise the following special powers:</p> <p>(I) to engage an independent intermediary organization to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(II) to make proposals to the Board for holding an extraordinary general meeting;</p> <p>(III) to make proposals to hold Board meetings;</p> <p>(IV) to collect shareholder’s rights from Shareholders in public in accordance with the laws;</p> <p>(V) to express independent opinions on matters that may prejudice the interests of the Company or small and medium shareholders;</p> <p>(VI) other duties as stipulated by the laws, administrative regulations, CSRC regulations and the Articles of Association.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)–(III) above.</p> <p>The Company shall make timely disclosures in respect of the exercise of the aforementioned powers by independent directors. If the exercise of the aforementioned powers is impeded, the Company shall disclose the specific circumstances and reasons.</p>	<p>Article 169 Special powers of independent directors</p> <p>An independent director shall exercise the following special powers:</p> <p>(I) to engage an independent intermediary organization to conduct audits, consultations or verifications on specific matters of the Company;</p> <p>(II) to make proposals to the Board for holding an extraordinary general meeting;</p> <p>(III) to make proposals to hold Board meetings;</p> <p>(IV) to collect shareholder’s rights from Shareholders in public in accordance with the laws;</p> <p>(V) to express independent opinions on matters that may prejudice the interests of the Company or small and medium shareholders;</p> <p>(VI) other duties as stipulated by the laws, administrative regulations, CSRC regulations and the Articles of Association.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)–(III) above.</p> <p>The Company shall make timely disclosures in respect of the exercise of the aforementioned powers by independent directors. If the exercise of the aforementioned powers is impeded, the Company shall disclose the specific circumstances and reasons.</p>
	<p>Article 10 <u>Prior to the convening of a Board meeting, the independent directors may communicate with the secretary to the Board to enquire about the matters to be considered, request supplementary materials, and offer opinions and suggestions. The Board and relevant officers shall carefully study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the implementation of amendments to proposals and other matters.</u></p>
	<p>Article 11 <u>Independent directors shall attend Board meetings in person. If an independent director is truly unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors to attend the meeting in writing.</u></p>

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Original Articles	Amended Articles
	<p><u>Article 12</u> If an independent director votes against or abstains from voting on a Board meeting proposal, he or she shall explain the specific reasons and basis, the legality and compliance of the matters involved in the proposal, the possible risks, and the impact on the rights and interests of the Company and small and medium-sized shareholders. When disclosing the Board resolutions, the Company shall also disclose the dissenting opinions of the independent directors and record them in the Board resolutions and meeting minutes.</p>
	<p><u>Article 13</u> Independent directors shall continue to monitor the implementation of Board resolutions on the matters set out in Articles 23, 26, 27 and 28 of the Measures for Independent Directors, and shall report to the Board in a timely manner and may require the Company to make written explanations where they identify any violation of laws, administrative regulations, the provisions of the CSRC, the business rules of the stock exchange and the Articles of Association, or any violation of the resolutions of the general meeting and the Board meeting. Where a disclosure is required, the Company shall make timely disclosures.</p> <p>Where the Company fails to make explanations or make timely disclosures in accordance with the preceding paragraph, the independent directors may report the same to the CSRC and the stock exchange.</p>

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Original Articles	Amended Articles
<p>Article 18 Convening and participating in Special Meetings of Independent Directors</p> <p>The Company shall regularly or irregularly convene meetings to be attended only by independent directors (hereinafter referred to as the “Special Meetings of Independent Directors”) to review the matters stipulated in items (I) to (III) of the first paragraph of Article 16 as well as Article 17 of these rules, and may discuss other matters of the Company as needed. The Special Meetings of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors; when the convener fails or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.</p> <p>The convener of the Special Meetings of Independent Directors may convene the Special Meetings of Independent Directors when he/she deems necessary or when two or more independent directors convene the meeting on their own, and the notice of the meeting shall, in principle, be given to all independent directors three days prior to the meeting. In case of emergency or special events that require a meeting to be convened as soon as possible, notice of the meeting may be given to all independent directors at any time, but the convener shall make explanations at the meeting. The office of the Board of the Company shall perform the specific work of issuing the notice of meeting and arranging the affairs of the meeting for the convener, unless the convener (or the independent directors convening the meeting on their own) expressly raises an objection. A written resolution or review opinion shall be formed in accordance with the voting results of the matters discussed at the Special Meetings of Independent Directors, and the independent directors attending the meeting shall sign on the resolution or review opinion. The written resolution or review opinion of the meeting shall be kept by the secretary of the Board of the Company and shall be arranged for disclosure (if applicable).</p>	<p>Article 1815 Convening and participating in Special Meetings of Independent Directors</p> <p>The Company shall regularly or irregularly convene meetings to be attended only by independent directors (hereinafter referred to as the “Special Meetings of Independent Directors”) to review the matters stipulated in items (I) to (III) of the first paragraph of Article 16⁹ as well as Article 17¹⁴ of these rules, and may discuss other matters of the Company as needed. The Special Meetings of Independent Directors shall be convened and presided over by an independent director jointly elected by more than half of the independent directors; when the convener fails or is unable to perform his/her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.</p> <p>The convener of the Special Meetings of Independent Directors may convene the Special Meetings of Independent Directors when he/she deems necessary or when two or more independent directors convene the meeting on their own, and the notice of the meeting shall, in principle, be given to all independent directors three days prior to the meeting. In case of emergency or special events that require a meeting to be convened as soon as possible, notice of the meeting may be given to all independent directors at any time, but the convener shall make explanations at the meeting. The office of the Board of the Company shall perform the specific work of issuing the notice of meeting and arranging the affairs of the meeting for the convener, unless the convener (or the independent directors convening the meeting on their own) expressly raises an objection. A written resolution or review opinion shall be formed in accordance with the voting results of the matters discussed at the Special Meetings of Independent Directors, and the independent directors attending the meeting shall sign on the resolution or review opinion. The written resolution or review opinion of the meeting shall be kept by the secretary of the Board of the Company and shall be arranged for disclosure (if applicable).</p>
<p>Article 19 Participating in the special committees of the Board</p> <p>Independent directors shall have the right to participate in special committees such as audit, nomination, remuneration and assessment committees under the Board, and act as convener and account for more than half of the members of the committees, of which the conveners of the audit committee shall be accounting professionals among the independent directors.</p>	<p>Article 1916 Participating in the special committees of the Board</p> <p>Independent directors shall have the right to participate in special committees such as audit, nomination, remuneration and assessment committees under the Board, and act as convener and account for more than half of the members of the committees, of which the conveners of the audit committee shall be accounting professionals among the independent directors.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
OF THE INDEPENDENT DIRECTORS**

Original Articles	Amended Articles
	<p><u>Independent directors who serve as members of special committees of the Board shall personally attend the special committee meetings, and if an independent director is truly unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors to attend the meeting in writing. If an independent director, in the course of performing his/her duties, comes into view any major company matter within the scope of the special committee's responsibilities, he/she may promptly submit the matter to the special committee for discussion and deliberation in accordance with the procedures.</u></p>
	<p>Article 17 <u>In principle, independent directors shall work on-site at the Company for no less than fifteen days each year. "On-site work" includes independent directors working on-site at the Company's office, as well as other work performed outside the office to perform the duties of independent directors.</u></p>
	<p>Article 18 <u>The Company's Board and its special committees, as well as Special Meetings of Independent Directors, shall prepare meeting minutes in accordance with regulations, and the opinions of independent directors shall be recorded in the minutes. Independent directors shall sign and confirm the minutes of the meeting.</u></p> <p><u>Independent directors shall prepare work records and record in detail the performance of their duties. Information obtained by the independent directors in the course of performing their duties, minutes of relevant meetings, records of communications with staff of the Company and intermediaries, etc., shall form an integral part of the work records. For important contents in the work records, independent directors may request the Board secretary and other relevant personnel to sign and confirm, and the Company and relevant personnel shall cooperate.</u></p> <p><u>Work records of independent directors and information provided by the Company to independent directors should be kept for at least ten years.</u></p>
	<p>Article 19 <u>Independent directors shall submit an annual performance report to the Company's annual general meeting, explaining their performance of duties.</u></p>

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Original Articles	Amended Articles
<p>Article 20 The right to know company-related information</p> <p>Independent directors have the same right to know as other directors of the Company. For any matters that require review by the Board, the Company must notify the independent directors within the statutory time and provide true, accurate and complete information. If the independent directors believe that the information is insufficient, they may request additional information.</p>	<p style="text-align: center;">Chapter 4 Performance Guarantee</p> <p>Article 20 The Company shall ensure that independent directors have the same right to know as other directors. To ensure that independent directors can effectively exercise their powers, the Company shall regularly inform independent directors of the Company's operations, provide information, and organize or cooperate with independent directors to conduct on-site inspections and other work. The right to know company-related information</p> <p>Before the Board deliberates on major and complex matters, the Company may organize independent directors to participate in research and demonstration, fully listen to the opinions of independent directors, and promptly provide feedback to the independent directors on the adoption of their opinions. Independent directors shall have the same right to know as other directors. For any matters that require review by the Board, the Company must notify the independent directors within the statutory time and provide true, accurate and complete information. If the independent directors believe that the information is insufficient, they may request additional information.</p>
	<p>Article 21 The Company shall promptly issue notices of Board meetings to independent directors, provide relevant meeting materials no later than the notice period for Board meetings prescribed by laws, administrative regulations, the CSRC or the Articles of Association, and provide effective communication channels for independent directors. When a special committee of the Board holds a meeting, the Company shall, in principle, provide relevant materials and information no later than three days before the special committee meeting. The Company shall keep the above-mentioned meeting materials for at least ten years.</p> <p>If two or more independent directors believe that the meeting materials are incomplete, the arguments are insufficient or materials are not provided in a timely manner, they may propose in writing to the Board to postpone the Board meeting or postpone the deliberation of relevant matters, and the Board shall adopt the proposal.</p> <p>The meetings of the Board and its special committees shall be held on-site in principle. On the premise of ensuring that all participating directors can fully communicate and express their opinions, the meeting can be held by video, telephone or other means in accordance with the procedures when necessary.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
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<p>Article 21 Requiring the Company and relevant personnel to provide support and assistance for performing duties</p> <p>Independent directors have the right to require other directors, supervisors and senior management of the Company to actively cooperate and ensure that they exercise their powers in accordance with the law. They also have the right to require the Company’s Board secretary to be responsible for communicating, contacting and transmitting information with independent directors, and directly provide support and assistance to independent directors in performing their duties.</p> <p>Support and assistance include:</p> <p>(I) regularly report and submit timely reports on the Company’s operations, introduce market and industry developments related to the Company, provide other relevant materials and information, ensure that independent directors have the same right to know as other directors, and organize on-site inspections for independent directors when necessary;</p> <p>(II) provide independent directors with information disclosure newspapers and periodicals for the Company’s public information release or relevant electronic materials;</p> <p>(III) cooperate with independent directors in conducting investigations related to the performance of their duties;</p> <p>(IV) provide independent directors with meeting places in case they deem it necessary to convene the Special Meetings of Independent Directors;</p> <p>(V) actively cooperate with independent directors in reviewing relevant materials, and provide necessary support and convenience for independent directors to perform their duties by arranging on-site visits and organizing reports from intermediary institutions;</p>	<p>Article 2221 Requiring the Company and relevant personnel to provide support and assistance for performing duties</p> <p>Independent directors have the right to require other directors, supervisors and senior management of the Company to actively cooperate and ensure that they exercise their powers in accordance with the law. They also have the right to require the Company’s Board secretary to be responsible for communicating, contacting and transmitting information with independent directors, and directly provide support and assistance to independent directors in performing their duties.</p> <p>Support and assistance include:</p> <p>(I) regularly report and submit timely reports on the Company’s operations and provide materials and information related to the performance of duties, introduce market and industry developments related to the Company, provide other relevant materials and information, ensure that independent directors have the same right to know as other directors, and organize on-site inspections for independent directors when necessary;</p> <p>(II) provide independent directors with information disclosure newspapers and periodicals for the Company’s public information release or relevant electronic materials;</p> <p>(III) cooperate with independent directors in conducting investigations related to the performance of their duties;</p> <p>(IV) provide meeting venues and other facilities for Special Meetings of Independent Directors; provide independent directors with meeting places in case they deem it necessary to convene the Special Meetings of Independent Directors;</p> <p>(V) actively cooperate with independent directors in reviewing relevant materials, and provide necessary support and convenience for independent directors to perform their duties by arranging on-site visits and organizing reports from intermediary institutions; actively cooperate with independent directors in reviewing relevant materials, and provide necessary support and convenience for independent directors to perform their duties by arranging on-site visits and organizing reports from intermediary institutions;</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
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<p>(VI) require the Company’s relevant personnel in charge to cooperate in signing and confirming major issues involved in independent directors’ work records relating to their performance of duties;</p> <p>(VII) other duties-related conveniences and cooperation required from the Company by independent directors in the course of performing their duties;</p> <p>(VIII) bear the necessary expenses required for independent directors to hire intermediary agencies and exercise other powers.</p> <p>In case of any obstruction while exercising the power conferred by laws and regulations, independent directors may report the relevant situation to the Board of the Company and require the management or the secretary of the Board to offer cooperation, and record the fact of encountering obstructions and solutions into work records and may report to the local branches of the CSRC or the stock exchange in the place where the stock of the Company are listed.</p>	<p>(VI) require the Company’s relevant personnel in charge to cooperate in signing and confirming major issues involved in independent directors’ work records relating to their performance of duties;<u>require the Company’s relevant personnel in charge to cooperate in signing and confirming major issues involved in independent directors’ work records relating to their performance of duties;</u></p> <p>(VII) other conveniences and cooperation that independent directors need from the Company in relation to the performance of their duties.<u>other duties-related conveniences and cooperation required from the Company by independent directors in the course of performing their duties;</u></p> <p>(VIII) bear the necessary expenses required for independent directors to hire intermediary agencies and exercise other powers.</p> <p>In case of any obstruction while exercising the power conferred by laws and regulations, independent directors may report the relevant situation to the Board of the Company and require directors, senior management and other relevant personnel<u>the management or the secretary of the Board</u> to offer cooperation, and record the fact of encountering obstructions and solutions into work records and may report to the local branches of the CSRC <u>and</u> the stock exchange in the place where the stock of the Company are listed <u>if the such obstructions still cannot be eliminated.</u></p>
<p>Article 22 Requiring the Company to pay allowances and bear the performance expenses</p> <p>Independent directors shall have the right to receive appropriate allowances from the Company, except where otherwise provided by laws, regulations, and policies. In addition to the above allowances, independent directors should not obtain any additional, undisclosed benefits, including equity incentives, from the Company and its affiliated enterprises they serve, controlling shareholders or interested institutions and individuals.</p> <p>The expenses of independent directors for hiring intermediary agencies and other reasonable expenses incurred in the course of performing their duties shall be borne by the Company for which they serve. Independent directors shall have the right to borrow from the Company reasonable expenses related to the performance of their duties.</p> <p>Independent directors shall have the right to require the Company to purchase liability insurance for the performance of their independent director duties.</p>	<p>Article 2322 Requiring the Company to pay allowances and bear the performance expenses</p> <p><u>The Company shall provide independent directors with allowances that are commensurate with their responsibilities. The standards for allowances shall be formulated by the Board, reviewed and approved by the general meeting, and disclosed in the Company’s annual report.</u></p> <p><u>In addition to the above allowances, independent directors shall not obtain other benefits from the Company, its substantial shareholders, de facto controllers or interested entities and individuals.</u></p> <p>Independent directors shall have the right to receive appropriate allowances from the Company, except where otherwise provided by laws, regulations, and policies. In addition to the above allowances, independent directors should not obtain any additional, undisclosed benefits, including equity incentives, from the Company and its affiliated enterprises they serve, controlling shareholders or interested institutions and individuals.</p>

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	<p>The expenses of independent directors for hiring intermediary agencies and other reasonable expenses incurred in the course of performing their duties shall be borne by the Company for which they serve. Independent directors shall have the right to borrow from the Company reasonable expenses related to the performance of their duties.</p> <p>The Company may establish an independent director liability insurance system to reduce the risks that may be caused by the normal performance of duties by independent directors. Independent directors shall have the right to require the Company to purchase liability insurance for the performance of their independent director duties.</p>
<p>Article 23 Requiring the Company to disclose unadopted proposals</p> <p>If a proposal related to paragraph 1 of Article 16 of these rules is put forward by an independent director in accordance with the regulations but is not adopted by the Company, the independent director shall have the right to request the Company to disclose the relevant circumstances and explain the reasons for not adopting the proposal.</p> <p>Independent directors may require the Company to file the specific details of the above proposals with the CSRC branch in the Company's location or the stock exchange where the Company's shares are listed (if required). If the Company refuses to conduct such filing, the independent director may record it in the work record and may report the relevant situation to the CSRC branch in the Company's location or the stock exchange where the Company's shares are listed (if required).</p>	<p>Article 2423 Requiring the Company to disclose unadopted proposals</p> <p>For matters that are clearly required to be reviewed by the Special Meeting of Independent Directors or a special committee, the Company shall disclose whether the review has been passed and the review results in the relevant announcement in accordance with the rules. If the Board does not adopt or does not fully adopt the recommendations of the nomination committee and the remuneration and assessment committee, it shall record the opinions of the committees and the specific reasons for not adopting them in the Board resolution and disclose them. If a proposal related to paragraph 1 of Article 16 of these rules is put forward by an independent director in accordance with the regulations but is not adopted by the Company, the independent director shall have the right to request the Company to disclose the relevant circumstances and explain the reasons for not adopting the proposal.</p> <p>Independent directors may require the Company to file the specific details of the above proposals with the CSRC branch in the Company's location or the stock exchange where the Company's shares are listed (if required). If the Company refuses to conduct such filing, the independent director may record it in the work record and may report the relevant situation to the CSRC branch in the Company's location or the stock exchange where the Company's shares are listed (if required).</p>

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Original Articles	Amended Articles
<p>Article 24 Right to report and make public statements</p> <p>When the Company has any of the following circumstances that seriously hinder the independent directors from performing their duties and exercising their powers, the independent directors may report to the CSRC, the CSRC branch in the Company's location and the stock exchange where the Company's shares are listed:</p> <p>(I) being dismissed by the Company and believing that the reason for dismissal is inappropriate;</p> <p>(II) the resignation of an independent director is caused by circumstances in the Company that hinder the independent director from exercising his/her duties in accordance with the law;</p> <p>(III) insufficient materials for the Board meeting, and the written request of two or more independent directors to postpone the Board meeting or postpone the deliberation of relevant matters is not adopted;</p> <p>(IV) after the suspected illegal or irregular behavior of the Company is reported to the Board, the Board fails to take effective measures;</p> <p>(V) other circumstances that seriously hinder independent directors from exercising their powers.</p>	<p>Article 24 Article 25 Right to report and make public statements</p> <p>When the Company has any of the following circumstances that seriously hinder the independent directors from performing their duties and exercising their powers, the independent directors may report to the CSRC, the CSRC branch in the Company's location and the stock exchange where the Company's shares are listed:</p> <p>(I) being dismissed by the Company and believing that the reason for dismissal is inappropriate;</p> <p>(II) the resignation of an independent director is caused by circumstances in the Company that hinder the independent director from exercising his/her duties in accordance with the law;</p> <p>(III) insufficient materials for the Board meeting, and the written request of two or more independent directors to postpone the Board meeting or postpone the deliberation of relevant matters is not adopted;</p> <p>(IV) after the suspected illegal or irregular behavior of the Company or its directors or senior management is reported to the Board, the Board fails to take effective measures;</p> <p>(V) other circumstances that seriously hinder independent directors from exercising their powers.</p>
Chapter 4 Exercise of powers by independent directors	Chapter 4 Exercise of powers by independent directors
<p>Article 25 Carrying out work of special committees of the Board</p> <p>Special committees of the Board act as an important form for independent directors to exercise powers.</p> <p>An independent director who acts as the chairman of special committees of the Board shall organize and carry out the work of special committees in accordance with duties and powers, convene meetings of special committees in a timely manner in accordance with regulations to form committees' opinions, or provide deliberative opinions on special matters under the authorization of the Board.</p>	<p>Article 25 Carrying out work of special committees of the Board</p> <p>Special committees of the Board act as an important form for independent directors to exercise powers.</p> <p>An independent director who acts as the chairman of special committees of the Board shall organize and carry out the work of special committees in accordance with duties and powers, convene meetings of special committees in a timely manner in accordance with regulations to form committees' opinions, or provide deliberative opinions on special matters under the authorization of the Board.</p>

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<p>Independent directors who serve as members of special committees of the Board shall personally attend the special committee meetings, and if an independent director is truly unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors to attend the meeting in writing. If an independent director, in the course of performing his/her duties, comes into view any major company matter within the scope of the special committee's responsibilities, he/she may promptly submit the matter to the special committee for discussion and deliberation in accordance with the procedures.</p>	<p>Independent directors who serve as members of special committees of the Board shall personally attend the special committee meetings, and if an independent director is truly unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors to attend the meeting in writing. If an independent director, in the course of performing his/her duties, comes into view any major company matter within the scope of the special committee's responsibilities, he/she may promptly submit the matter to the special committee for discussion and deliberation in accordance with the procedures.</p>
<p>Article 26 Considering and approving connected transactions</p> <p>Independent directors shall pay attention to the transactions and financial transactions between the Company and its connected parties to determine whether there exists any misappropriation or transfer of the funds, assets and other resources of the Company by the controlling shareholder, the de facto controller or its connected parties. Any irregularities found by the independent directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the CSRC when necessary or the stock exchange in the place where the shares of the Company are listed (if required).</p> <p>All major connected transactions that should be disclosed shall be considered at the Special Meetings of Independent Directors and approved by a majority of independent directors before being submitted to the Board for consideration.</p> <p>For specific connected transaction, independent directors shall make prudent judgment on the necessity, actual intention and the impact of the connected transaction on the Company and pay special attention to the pricing policy and basis of the transaction, the fairness of valuation (if applicable) and the inter relationship between the transaction price and carrying amount or valuation of the transaction subject (if applicable).</p> <p>Where the Board considers any connected transaction, independent directors shall pay special attention to whether the transaction complies with the requirements imposed by the relevant regulatory authorities, listing rules of the stock exchange or self-regulatory rules.</p> <p>Independent directors may engage intermediaries to issue a special report as the basis of their judgment before making judgment.</p>	<p>Article 26 Considering and approving connected transactions</p> <p>Independent directors shall pay attention to the transactions and financial transactions between the Company and its connected parties to determine whether there exists any misappropriation or transfer of the funds, assets and other resources of the Company by the controlling shareholder, the de facto controller or its connected parties. Any irregularities found by the independent directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the CSRC when necessary or the stock exchange in the place where the shares of the Company are listed (if required).</p> <p>All major connected transactions that should be disclosed shall be considered at the Special Meetings of Independent Directors and approved by a majority of independent directors before being submitted to the Board for consideration.</p> <p>For specific connected transaction, independent directors shall make prudent judgment on the necessity, actual intention and the impact of the connected transaction on the Company and pay special attention to the pricing policy and basis of the transaction, the fairness of valuation (if applicable) and the inter relationship between the transaction price and carrying amount or valuation of the transaction subject (if applicable).</p> <p>Where the Board considers any connected transaction, independent directors shall pay special attention to whether the transaction complies with the requirements imposed by the relevant regulatory authorities, listing rules of the stock exchange or self-regulatory rules.</p> <p>Independent directors may engage intermediaries to issue a special report as the basis of their judgment before making judgment.</p>

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Original Articles	Amended Articles
<p>Article 27 Independent opinions issued by the independent directors</p> <p>Independent opinions offered by independent directors with regard to material matters of the Company shall include at least the followings:</p> <p>(I) basic information of the material matters;</p> <p>(II) basis for giving opinions, including the procedures performed, the documents for review, the content of the on-site inspection, etc.;</p> <p>(III) legality and compliance of the material matters;</p> <p>(IV) impacts on the rights and interests of the Company or the small and medium investors, any potential risks and whether the measures taken by the Company work;</p> <p>(V) conclusive opinions. In case of qualified opinion or dissenting opinion, or in case no opinions can be given with regard to the material matters, the independent director concerned shall clearly state the reasons and obstacles for inability to express opinions.</p> <p>Independent directors shall sign the independent opinions for confirmation and submit the same to the Board in a timely manner and disclose the same with relevant announcements of the Company.</p>	<p>Article 27 Independent opinions issued by the independent directors</p> <p>Independent opinions offered by independent directors with regard to material matters of the Company shall include at least the followings:</p> <p>(I) basic information of the material matters;</p> <p>(II) basis for giving opinions, including the procedures performed, the documents for review, the content of the on-site inspection, etc.;</p> <p>(III) legality and compliance of the material matters;</p> <p>(IV) impacts on the rights and interests of the Company or the small and medium investors, any potential risks and whether the measures taken by the Company work;</p> <p>(V) conclusive opinions. In case of qualified opinion or dissenting opinion, or in case no opinions can be given with regard to the material matters, the independent director concerned shall clearly state the reasons and obstacles for inability to express opinions.</p> <p>Independent directors shall sign the independent opinions for confirmation and submit the same to the Board in a timely manner and disclose the same with relevant announcements of the Company.</p>
Chapter 5 Duty requirements for attending Board meetings	Chapter 5 Duty requirements for attending Board meetings
<p>Article 28 Review of meeting notices</p> <p>After receiving the notice of the Board meeting, the independent director should review the legality of the procedures, form and content of the meeting notice. If any non-compliance is found, he or she may question the secretary of the Board and urge him or her to provide an explanation or make corrections.</p>	<p>Article 28 Review of meeting notices</p> <p>After receiving the notice of the Board meeting, the independent director should review the legality of the procedures, form and content of the meeting notice. If any non-compliance is found, he or she may question the secretary of the Board and urge him or her to provide an explanation or make corrections.</p>

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Original Articles	Amended Articles
<p>Article 29 Understanding of meeting materials</p> <p>Independent directors shall be fully aware of the matters to be discussed at the meeting before the meeting and understand the relevant accounting, legal and other knowledge. Independent directors shall have the right to require the Company to notify relevant matters in advance in accordance with the provisions of the Articles of Association and to provide complete finalized materials at the same time. If an independent director believes that the Company should provide other materials necessary to perform his or her duties, he or she shall have the right to urge the Company to make additional supplements. Independent directors shall have the right to request the Company’s Board secretary and other responsible personnel to provide assistance on relevant matters.</p> <p>Independent directors may obtain information needed for decision-making from the Company’s management, special committees of the Board, the Board’s office, intermediary service agencies related to the matters under consideration, and other institutions and personnel. They may also suggest to the meeting host before the meeting that representatives of relevant institutions or relevant personnel be invited to the meeting to explain the relevant situation.</p>	<p>Article 29 Understanding of meeting materials</p> <p>Independent directors shall be fully aware of the matters to be discussed at the meeting before the meeting and understand the relevant accounting, legal and other knowledge. Independent directors shall have the right to require the Company to notify relevant matters in advance in accordance with the provisions of the Articles of Association and to provide complete finalized materials at the same time. If an independent director believes that the Company should provide other materials necessary to perform his or her duties, he or she shall have the right to urge the Company to make additional supplements. Independent directors shall have the right to request the Company’s Board secretary and other responsible personnel to provide assistance on relevant matters.</p> <p>Independent directors may obtain information needed for decision-making from the Company’s management, special committees of the Board, the Board’s office, intermediary service agencies related to the matters under consideration, and other institutions and personnel. They may also suggest to the meeting host before the meeting that representatives of relevant institutions or relevant personnel be invited to the meeting to explain the relevant situation.</p>
<p>Article 30 Pre-meeting inquiries and investigations</p> <p>If an independent director believes that the content of a proposal for a Board meeting is unclear, not specific, or that the relevant materials are insufficient, he or she may request the proposer to provide additional information or make further explanations directly or through the secretary of the Board.</p> <p>Before making a judgment on matters to be discussed at the Board meeting, independent directors may understand or investigate relevant matters of the Company and require the Company to actively cooperate.</p>	<p>Article 30 Pre-meeting inquiries and investigations</p> <p>If an independent director believes that the content of a proposal for a Board meeting is unclear, not specific, or that the relevant materials are insufficient, he or she may request the proposer to provide additional information or make further explanations directly or through the secretary of the Board.</p> <p>Before making a judgment on matters to be discussed at the Board meeting, independent directors may understand or investigate relevant matters of the Company and require the Company to actively cooperate.</p>
<p>Article 31 Hiring intermediary service agencies</p> <p>Independent directors may hire accounting firms or other intermediary service agencies to verify the Company’s relevant circumstances. Any irregularities found by the independent directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the CSRC when necessary or the stock exchange in the place where the shares of the Company are listed (if required).</p>	<p>Article 31 Hiring intermediary service agencies</p> <p>Independent directors may hire accounting firms or other intermediary service agencies to verify the Company’s relevant circumstances. Any irregularities found by the independent directors shall be reported to the Board promptly for relevant measures to be taken and report to the local branches of the CSRC when necessary or the stock exchange in the place where the shares of the Company are listed (if required).</p>

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Original Articles	Amended Articles
<p>Article 32 Postponement of the meeting or consideration</p> <p>If two or more independent directors believe that the meeting materials are incomplete, the arguments are insufficient or materials are not provided in a timely manner, they may propose in writing to the Board to postpone the Board meeting or postpone the deliberation of relevant matters.</p> <p>For the Board meeting for considering and approving the annual report, if the postponement of the meeting or consideration may result in the failure to disclose the annual report as scheduled, independent directors shall require the Company to immediately report to the stock exchange where the Company’s shares are listed (if required).</p>	<p>Article 32 Postponement of the meeting or consideration</p> <p>If two or more independent directors believe that the meeting materials are incomplete, the arguments are insufficient or materials are not provided in a timely manner, they may propose in writing to the Board to postpone the Board meeting or postpone the deliberation of relevant matters.</p> <p>For the Board meeting for considering and approving the annual report, if the postponement of the meeting or consideration may result in the failure to disclose the annual report as scheduled, independent directors shall require the Company to immediately report to the stock exchange where the Company’s shares are listed (if required).</p>
<p>Article 33 Attending meetings</p> <p>Independent directors shall attend Board meetings in person.</p> <p>If an independent director is unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors of the Company to attend the meeting in writing. For relevant requirements, please refer to Article 10 of these rules.</p> <p>If an independent director does not attend the Board meeting in person and does not authorize other independent directors to attend on his or her behalf, the meeting resolutions and minutes shall still be reviewed in a timely manner after the meeting. If an independent director has doubts about the legality of the content or procedures of a meeting resolution, he or she shall raise questions to the relevant personnel; if he or she finds that a resolution of a Board meeting is illegal, he or she shall immediately request the Company to correct it; and if the Company refuses to correct it, he or she shall promptly report the local branches of the CSRC or the stock exchange where the Company’s shares are listed (if required).</p>	<p>Article 33 Attending meetings</p> <p>Independent directors shall attend Board meetings in person.</p> <p>If an independent director is unable to attend the meeting in person for some reason, he or she should review the meeting materials in advance, form clear opinions, and authorize other independent directors of the Company to attend the meeting in writing. For relevant requirements, please refer to Article 10 of these rules.</p> <p>If an independent director does not attend the Board meeting in person and does not authorize other independent directors to attend on his or her behalf, the meeting resolutions and minutes shall still be reviewed in a timely manner after the meeting. If an independent director has doubts about the legality of the content or procedures of a meeting resolution, he or she shall raise questions to the relevant personnel; if he or she finds that a resolution of a Board meeting is illegal, he or she shall immediately request the Company to correct it; and if the Company refuses to correct it, he or she shall promptly report the local branches of the CSRC or the stock exchange where the Company’s shares are listed (if required).</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
OF THE INDEPENDENT DIRECTORS**

Original Articles	Amended Articles
<p>Article 34 Supervision on proceedings of meetings</p> <p>In the course of the Board meetings, independent directors shall pay attention to the legality of the proceedings of meetings so as to prevent defects in the proceedings of meetings. Independent directors shall pay special attention to whether the following procedural rules of the Board meetings are strictly observed:</p> <p>(I) Resolutions that need to be considered in advance by the Special Meetings of Independent Directors or reviewed in advance by the special committees of the Board as required by regulations shall not be considered and approved at the Board meetings without the consideration of the Special Meetings of Independent Directors or the written review opinions submitted by the special committees to the Board meetings;</p> <p>(II) Once the specific agenda of a meeting is determined, the subject matters shall not be arbitrarily added or deleted or reordered, nor shall they be merged or split up arbitrarily;</p> <p>(III) Except with the unanimous consent of all directors present at the meeting, the Board meetings shall not vote on resolutions which are not presented in the meeting notice.</p>	<p>Article 34 Supervision on proceedings of meetings</p> <p>In the course of the Board meetings, independent directors shall pay attention to the legality of the proceedings of meetings so as to prevent defects in the proceedings of meetings. Independent directors shall pay special attention to whether the following procedural rules of the Board meetings are strictly observed:</p> <p>(I) Resolutions that need to be considered in advance by the Special Meetings of Independent Directors or reviewed in advance by the special committees of the Board as required by regulations shall not be considered and approved at the Board meetings without the consideration of the Special Meetings of Independent Directors or the written review opinions submitted by the special committees to the Board meetings;</p> <p>(II) Once the specific agenda of a meeting is determined, the subject matters shall not be arbitrarily added or deleted or reordered, nor shall they be merged or split up arbitrarily;</p> <p>(III) Except with the unanimous consent of all directors present at the meeting, the Board meetings shall not vote on resolutions which are not presented in the meeting notice.</p>
<p>Article 35 Supervision on forms of meetings</p> <p>Independent directors shall pay attention to whether the forms of Board meetings meet the following relevant requirements:</p> <p>(I) In principle, Board meetings shall be held on-site;</p> <p>(II) For any resolution which is to be considered and approved by way of a Board resolution without a real need for on-site communication and discussion among directors, relevant resolution can be made by way of telecommunications. If laws, regulations, normative documents and Articles of Association provide otherwise or regarding material resolutions that shall be approved by more than two-thirds of directors, it is not appropriate to hold meetings by way of telecommunications;</p>	<p>Article 35 Supervision on forms of meetings</p> <p>Independent directors shall pay attention to whether the forms of Board meetings meet the following relevant requirements:</p> <p>(I) In principle, Board meetings shall be held on-site;</p> <p>(II) For any resolution which is to be considered and approved by way of a Board resolution without a real need for on site communication and discussion among directors, relevant resolution can be made by way of telecommunications. If laws, regulations, normative documents and Articles of Association provide otherwise or regarding material resolutions that shall be approved by more than two-thirds of directors, it is not appropriate to hold meetings by way of telecommunications;</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
OF THE INDEPENDENT DIRECTORS**

Original Articles	Amended Articles
<p>(III) In principle, matters to be voted on by way of telecommunications shall be delivered to all directors within five days before the vote, and relevant background information on the meeting agenda and relevant information and data that will assist directors in making decisions should be provided. When holding a Board meeting by way of telecommunications, the Company shall adopt an item-by-item voting method on the basis of ensuring that directors can fully express their opinions, and shall not require directors to vote on multiple matters at once.</p>	<p>(III) In principle, matters to be voted on by way of telecommunications shall be delivered to all directors within five days before the vote, and relevant background information on the meeting agenda and relevant information and data that will assist directors in making decisions should be provided. When holding a Board meeting by way of telecommunications, the Company shall adopt an item-by-item voting method on the basis of ensuring that directors can fully express their opinions, and shall not require directors to vote on multiple matters at once.</p>
<p>Article 36 Expressing opinions as participants</p> <p>Independent directors should carefully read the relevant materials of the meeting, express their opinions independently, objectively and prudently based on a full understanding of the circumstances, and ensure that the opinions expressed or their key points are recorded in the minutes of the Board.</p> <p>Independent directors shall express one of the following opinions on the matters to be discussed at the meeting: agreement; abstention and statement of reasons; opposition and statement of reasons; and inability to express opinions and the obstacles that may hinder them.</p>	<p>Article 36 Expressing opinions as participants</p> <p>Independent directors should carefully read the relevant materials of the meeting, express their opinions independently, objectively and prudently based on a full understanding of the circumstances, and ensure that the opinions expressed or their key points are recorded in the minutes of the Board.</p> <p>Independent directors shall express one of the following opinions on the matters to be discussed at the meeting: agreement; abstention and statement of reasons; opposition and statement of reasons; and inability to express opinions and the obstacles that may hinder them.</p>
<p>Article 37 Postponement of voting</p> <p>When two or more independent directors believe that the meeting agenda is unclear or not specific, or that they are unable to make a judgment on the resolution due to insufficient meeting materials, they may propose that the meeting postpone voting on the matter.</p> <p>The independent director who proposes to postpone the vote shall make clear requirements on the conditions that must be met before the proposal can be submitted for review again.</p>	<p>Article 37 Postponement of voting</p> <p>When two or more independent directors believe that the meeting agenda is unclear or not specific, or that they are unable to make a judgment on the resolution due to insufficient meeting materials, they may propose that the meeting postpone voting on the matter.</p> <p>The independent director who proposes to postpone the vote shall make clear requirements on the conditions that must be met before the proposal can be submitted for review again.</p>
<p>Article 38 Minutes of the meetings</p> <p>Independent directors shall supervise and urge the Company to prepare minutes of Board meetings, which shall include the opinions of independent directors. Upon completion of the proceedings of the Board meetings, independent directors shall sign the minutes and resolutions of meeting for confirmation on behalf of themselves or the directors appointing them to attend the meetings. If any independent director holds dissenting opinions to the minutes of meetings or the records of resolutions, he/she may make a written note when signing his/her name.</p>	<p>Article 38 Minutes of the meetings</p> <p>Independent directors shall supervise and urge the Company to prepare minutes of Board meetings, which shall include the opinions of independent directors. Upon completion of the proceedings of the Board meetings, independent directors shall sign the minutes and resolutions of meeting for confirmation on behalf of themselves or the directors appointing them to attend the meetings. If any independent director holds dissenting opinions to the minutes of meetings or the records of resolutions, he/she may make a written note when signing his/her name.</p>

**APPENDIX IV PROPOSED AMENDMENTS TO THE WORK POLICIES
OF THE INDEPENDENT DIRECTORS**

Original Articles	Amended Articles
<p>Article 39 Materials management</p> <p>The inquiries, investigations, and discussions conducted by the independent directors on the resolutions of the meeting and related matters shall be filed, and various correspondence, faxes, e-mails and other materials with the Company shall be kept, and work-related communication with the staff of the Company shall be recorded for key points afterwards.</p> <p>If the Board meeting is held by telephone or video, independent directors may require sound recording and video recording, and shall review and save electronic copies after the meeting.</p> <p>The aforementioned materials, together with the paper and electronic materials provided by the Company to independent directors, shall be sorted out in a timely manner and properly kept by independent directors, and the Company may be required to provide corresponding assistance when necessary.</p>	<p>Article 39 Materials management</p> <p>The inquiries, investigations, and discussions conducted by the independent directors on the resolutions of the meeting and related matters shall be filed, and various correspondence, faxes, e-mails and other materials with the Company shall be kept, and work-related communication with the staff of the Company shall be recorded for key points afterwards.</p> <p>If the Board meeting is held by telephone or video, independent directors may require sound recording and video recording, and shall review and save electronic copies after the meeting.</p> <p>The aforementioned materials, together with the paper and electronic materials provided by the Company to independent directors, shall be sorted out in a timely manner and properly kept by independent directors, and the Company may be required to provide corresponding assistance when necessary.</p>
Others	The Chinese expression of “股東大會” in the Work Policies of the Independent Directors is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders’ meeting”.

Except for the above revisions and additions/deletions of provisions and the corresponding adjustment of the order of provisions as a result of the revisions and additions/deletions, the other provisions of the Work Policies of the Independent Directors remain unchanged.

The full text of the proposed amendments to the Work Policies of the Independent Directors were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Rules for the Implementation of Cumulative Voting are as follows:

Original Articles	Amended Articles
<p>Article 1 In order to further improve the corporate governance system of Wuxi AppTec Co., Ltd. (the “Company”) and safeguard the interests of minority shareholders, these rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China, the Governance Guidelines for Listed Companies, the Guidelines for the Articles of Association of Listed Companies, the Notice of the Listed Companies Department of the Shanghai Stock Exchange on the Issuance of the Draft Implementation Rules of the Cumulative Voting Mechanism in the Articles of Association, and the Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 In order to further improve the corporate governance system of Wuxi AppTec Co., Ltd. (the “Company”) and safeguard the interests of minority shareholders, these rules are formulated in accordance with the relevant provisions of the Company Law of the People’s Republic of China (the “Company Law”), the Governance Guidelines for <u>Listed Companies</u>, the <u>Guidelines for the Articles of Association of Listed Companies</u>, <u>the Notice of the Listed Companies Department of the Shanghai Stock Exchange on the Issuance of the Draft Implementation Rules of the Cumulative Voting Mechanism in the Articles of Association</u>the <u>Guidelines for Self-Regulation of Listed Companies of the Shanghai Stock Exchange No. 1 – Standardized Operation</u>, <u>the Guidelines for Self-Regulation of Listed Companies of the Shanghai Stock Exchange No. 2 – Business Processing – No. 4 – Online Voting for General Meetings</u>, and the Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>
<p>Article 2 Cumulative voting mentioned in the preceding paragraph in these rules means that when directors or supervisors are being elected at a general meeting, each share has the same voting rights as the number of director or supervisor candidates, and the shareholders’ voting rights may be used in a centralised manner. The Board shall provide the shareholders with the brief biographies and background information of the director or supervisor candidates.</p>	<p>Article 2 Cumulative voting mentioned in the preceding paragraph in these rules means that when directors or supervisors are being elected at a general meeting, each share has the same voting rights as the number of director or supervisor candidates, and the shareholders’ voting rights may be used in a centralised manner. The Board shall provide the shareholders with the brief biographies and background information of the director or supervisor candidates.</p>
<p>Article 3 The election of directors (including independent directors) and supervisors (referring to supervisors who are not employee representatives) of the Company shall be carried out by cumulative voting.</p>	<p>Article 3 The election of directors (including independent directors) and supervisors (referring to supervisors who are not employee representatives) of the Company may <u>shall</u> be carried out by cumulative voting. In the following <u>circumstances</u>, the cumulative voting system shall be implemented:</p> <p><u>(I) when the Company will elect two or more independent directors;</u></p> <p><u>(II) when a single shareholder and its persons acting in concert own 30% or more of the shares.</u></p>

Original Articles	Amended Articles
<p>Shareholders can freely distribute their voting rights among candidates for directors and supervisors. They can either disperse their votes among multiple candidates or concentrate their votes on one candidate. The candidates with the most votes will be elected in the order of the number of votes they receive, from the first to the last, based on the number of directors and supervisors to be elected.</p>	<p>Shareholders can freely distribute their voting rights among candidates for directors and supervisors. They can either disperse their votes among multiple candidates or concentrate their votes on one candidate. The candidates with the most votes will be elected in the order of the number of votes they receive, from the first to the last, based on the number of directors and supervisors to be elected. Each share held by a shareholder is entitled to the same number of votes as the number of directors to be elected under each proposal group. Shareholders can use their votes to cast for one candidate or for several candidates. According to the number of directors to be elected, the elected directors will be determined in descending order based on the number of votes obtained.</p> <p><u>The Company may elect independent directors through a differential election depending on the circumstances.</u></p>
<p>Article 4 After the Company issues a notice of the general meeting for the election of directors and supervisors, shareholders who hold or collectively hold more than 3% of the Company’s voting shares may propose candidates for directors and supervisors before the general meeting is held. The Board shall review in accordance with the procedures for temporary proposals of the general meeting and then submit to the general meeting for deliberation.</p>	<p>Article 4 After the Company issues a notice of the general meeting for the election of directors and supervisors, shareholders who hold or collectively hold more than 3% 31% of the Company’s voting shares may propose candidates for directors and supervisors pursuant to the Articles of Association before the general meeting is held. The Board shall review in accordance with the procedures for temporary proposals of the general meeting and then submit to the general meeting for deliberation.</p>
<p>Article 6 The voting method for the cumulative voting mechanism is as follows:</p> <p>(I) when electing independent directors, each shareholder is entitled to a number of votes equal to the number of shares held by him/her multiplied by the number of independent directors he/she is entitled to elect. Such votes may only be cast for independent director candidates; and when electing non-independent directors, each shareholder is entitled to a number of votes equal to the number of shares held by him/her multiplied by the number of non-independent directors he/she is entitled to elect. Such votes may only be cast for non-independent director candidates;</p>	<p>Article 6 The voting method for the cumulative voting mechanism is as follows:</p> <p>(I) when electing independent directors, each shareholder is entitled to a number of votes equal to the number of shares held by him/her multiplied by the number of independent directors he/she is entitled to elect. Such votes may only be cast for independent director candidates;</p>

Original Articles	Amended Articles
<p>(II) when electing supervisors, each shareholder is entitled to a number of votes equal to the number of shares he/she holds multiplied by the number of supervisors to be elected. Such votes may only be cast for supervisor candidates.</p>	<p>(II) when electing non-independent directors, each shareholder is entitled to a number of votes equal to the number of shares held by him/her multiplied by the number of non-independent directors he/she is entitled to elect. Such votes may only be cast for non-independent director candidates;</p> <p>(II) when electing supervisors, each shareholder is entitled to a number of votes equal to the number of shares he/she holds multiplied by the number of supervisors to be elected. Such votes may only be cast for supervisor candidates.</p>
<p>Article 7 The number of votes in the cumulative voting mechanism shall be determined in the following manner:</p> <p>(I) the cumulative votes of each shareholder are calculated by multiplying the number of voting shares held by each shareholder by the number of directors or supervisors to be elected at the general meeting (for example, if a shareholder owns 100 shares and the Company plans to elect 9 directors, the cumulative number of votes such shareholder has is $100 \times 9 = 900$);</p> <p>(II) when the general meeting conducts multiple rounds of elections, the cumulative voting votes of shareholders shall be recalculated based on the number of directors or supervisors to be elected in each round of elections;</p> <p>(III) the Company’s Board secretary shall announce the shareholders’ cumulative voting votes before each round of cumulative voting. If any shareholder, independent director, supervisor, scrutineer of the general meeting or witnessing lawyer has any objection to the announced results, it shall be checked immediately.</p>	<p>Article 7 The number of votes in the cumulative voting mechanism shall be determined in the following manner:</p> <p>(I) the cumulative votes of each shareholder under each proposal group are calculated by multiplying the number of voting shares held by each shareholder by the number of directors or supervisors to be elected under each proposal group at the general meeting (for example, if a shareholder owns 100 shares and the Company plans to elect 9 directors (including 6 non-independent directors), the cumulative number of votes such shareholder has under the non-independent directors proposal group is $100 \times 6 = 600$; and the cumulative number of votes such shareholder has under the independent directors proposal group is $100 \times 3 = 300$);</p> <p>(II) when the general meeting conducts multiple rounds of elections, the cumulative voting votes of shareholders shall be recalculated based on the number of directors or supervisors to be elected in each round of elections;</p> <p>(III) the Company’s Board secretary shall announce the shareholders’ cumulative voting votes before each round of cumulative voting so that shareholders can determine the cumulative number of votes they hold. If any shareholder, independent director, supervisor, scrutineer of the general meeting or witnessing lawyer has any objection to the announced results, it shall be checked immediately.</p>

Original Articles	Amended Articles
<p>Article 8 The cumulative voting mechanism shall be used to elect directors and supervisors according to the following mechanism:</p> <p>(I) when voting, shareholders can concentrate their cumulative voting rights on one candidate, or distribute them among several or all candidates. As long as the total number of voting rights does not exceed their total number, the number of distributed voting rights does not need to be an integer multiple of the number of shares they hold (for example, if the shareholder in the example in Article 7(1) casts his cumulative voting rights among three candidates, giving 305 votes to one and 208 votes to another, the last candidate can only receive $900-305-208=387$ votes);</p> <p>(II) after the voting is completed, all candidates will be ranked in descending order based on the number of votes they have received and limited to the number of directors or supervisors to be elected. The director or supervisor who receives votes exceeding 1/2 of the total valid votes held by the shareholders who participate in the voting will be elected;</p> <p>(III) if the number of director or supervisor candidates who receive more than 1/2 of the total valid votes held by the shareholders participating in the vote exceeds the number of candidates to be elected and the number of votes received by the last two or more candidates is the same, the other candidates ranked before them will be elected. For candidates who have the same number of votes, a cumulative voting mechanism will be applied to re-vote, and the candidates ranked from highest to lowest will be elected;</p>	<p>Article 8 The cumulative voting mechanism shall be used to elect directors and supervisors according to the following mechanism:</p> <p>(I) when voting, shareholders can concentrate their cumulative voting rights on one candidate, or distribute them among several or all candidates. As long as the total number of voting rights does not exceed their total number under each proposal group, the number of distributed voting rights does not need to be an integer multiple of the number of shares they hold (for example, if the shareholder in the example in Article 7(1) casts his cumulative voting rights among three non-independent director candidates, giving 305 votes to one and 208 votes to another, the last candidate can only receive $9600-305-208=387$ votes);</p> <p>(II) after the voting is completed, all candidates will be ranked in descending order based on the number of votes they have received and limited to the number of directors or supervisors to be elected under each proposal group. The director or supervisor who receives votes exceeding 1/2 of the total valid votes held by the shareholders who participate in the voting (based on the number of shares not yet accumulated) (the “Proposed Elect”) ranking within the number of directors to be elected will be elected;</p> <p>(III) if two or more Proposed Elects have the same total number of votes, and that total number of votes is the least among the Proposed Elects, and if all of them are elected, the number of elected candidates will exceed the number of candidates to be elected, then the other candidates who are ranked before them and within the number of candidates to be elected will be elected if the number of director or supervisor candidates who receive more than 1/2 of the total valid votes held by the shareholders participating in the vote exceeds the number of candidates to be elected and the number of votes received by the last two or more candidates is the same, the other candidates ranked before them will be elected. For candidates who have the same number of votes, a cumulative voting mechanism will be applied to re-vote, and the candidates ranked from highest to lowest will be elected;</p>

Original Articles	Amended Articles
<p>(IV) when the number of director or supervisor candidates who receive more than 1/2 of the total valid votes held by shareholders participating in the voting in the first round of voting is less than the number to be elected, the unelected candidates will be re-voted in accordance with the cumulative voting mechanism, and will be ranked from high to low based on the number of votes received, and the candidates with higher rankings will be selected to fill the number to be elected. If the number of votes is the same and the elected candidate cannot be determined, a new vote shall be held in accordance with the provisions of the preceding paragraph;</p> <p>(V) if the number of directors and supervisors specified in these Articles of Association cannot be elected after three rounds of voting at the general meeting, the incumbent directors and supervisors cannot leave their positions. The Board shall hold an extraordinary meeting within 15 days to determine the time for convening another general meeting to elect the vacant directors and supervisors, and shall report the relevant situation in writing to the local branches of the China Securities Regulatory Commission and the stock exchange. The directors and supervisors elected at the general meeting remain valid, but their term of office will be postponed until the number of newly elected directors and supervisors reaches the number specified in these Articles of Association.</p>	<p>(IV) if the number of Proposed Elects is less than the number of candidates to be elected for the proposal group, all of Proposed Elects shall be elected when the number of director or supervisor candidates who receive more than 1/2 of the total valid votes held by shareholders participating in the voting in the first round of voting is less than the number to be elected, the unelected candidates will be re-voted in accordance with the cumulative voting mechanism, and will be ranked from high to low based on the number of votes received, and the candidates with higher rankings will be selected to fill the number to be elected. If the number of votes is the same and the elected candidate cannot be determined, a new vote shall be held in accordance with the provisions of the preceding paragraph;</p> <p>(V) if the number of directors and supervisors specified in these Articles of Association cannot be elected after three rounds of voting at the general meeting, if, after the votes of the general meeting are calculated in accordance with the aforementioned rules, the number of directors elected at that time is less than the number of directors specified in the Articles of Association, the terms of the directors elected at that election shall take effect immediately, and the vacancies shall be filled by election at the next general meeting of the Company, provided that such directors have met the following conditions:</p> <ol style="list-style-type: none"> 1. the number of all elected directors of the Company exceeds the statutory minimum number prescribed by the Company Law; 2. the number of elected directors has reached two-thirds or more of the number prescribed by the Articles of Association; 3. the proportion of independent directors in the Board complies with the requirements of applicable laws and regulations and the Articles of Association; and 4. there are already accounting professionals among the independent directors. <p>If the elected directors of the Company fail to meet any of the above conditions, the incumbent directors and supervisors cannot leave their positions. The Board shall hold an extraordinary meeting within 15 days promptly to determine the time for convening another general meeting to elect the vacant directors and supervisors within the time limit stipulated by the rules of the Company's stock listing place, and shall report the relevant situation in writing to the local branches of the China Securities Regulatory Commission and the stock exchange (if applicable). The directors and supervisors elected at the general meeting remain valid, but their term of office will be postponed until the number of newly elected directors and supervisors reaches the number specified in the these Articles of Association.</p>

Original Articles	Amended Articles
Article 9 Before applying the cumulative voting mechanism to elect directors and supervisors, the Company should issue written instructions to shareholders on the explanation and specific operation of the cumulative voting mechanism. If necessary, it should arrange staff to guide them in voting on site.	Article 9 Before applying the cumulative voting mechanism to elect directors and supervisors , the Company should issue written instructions to shareholders on the explanation and specific operation of the cumulative voting mechanism. If necessary, it should arrange staff to guide them in voting on site.
Article 10 If the total number of voting rights used by a shareholder on the ballot exceeds the total number of voting rights he or she legally owns, the ballot will be invalid; and if the total number of voting rights used by the shareholder on the ballot does not exceed the total number of voting rights he or she legally owns, the ballot will be valid and the difference will be deemed as a waiver of voting rights.	Article 10 If the total number of voting rights used by a shareholder on the ballot exceeds the total number of voting rights he or she legally owns, or if the number of votes cast in a differential election exceeds the number of persons to be elected, the ballot will be invalid; and if the total number of voting rights used by the shareholder on the ballot does not exceed the total number of voting rights he or she legally owns, the ballot will be valid and the difference will be deemed as a waiver of voting rights.
Article 11 Matters not covered by these implementation rules shall be implemented in accordance with relevant national laws, regulations, normative documents and the Articles of Association. If these implementation rules conflicts with laws, regulations, normative documents or the Articles of Association that have been amended through legal procedures, it shall be implemented in accordance with the relevant laws, regulations, normative documents and the Articles of Association, and shall be revised immediately and submitted to the Board and the general meeting for deliberation and approval.	Article 11 Matters not covered by these implementation rules shall be implemented in accordance with relevant national laws, regulations, normative documents and the Articles of Association. If these implementation rules conflicts with laws, regulations, normative documents or the Articles of Association that have been amended through legal procedures, it shall be implemented in accordance with the relevant laws, regulations, normative documents and the Articles of Association, and shall be revised immediately and submitted to the Board and the general meeting for deliberation and approval.
Article 12 These implementation rules shall come into effect on the date of approval by the Company's general meeting and shall be implemented from the date of the Company's initial public offering of RMB-ordinary-shares (A shares) and its listing on the Shanghai Stock Exchange.	Article 12 These implementation rules shall come into effect from the date of approval by the Company's general meeting on the date of approval by the Company's general meeting and shall be implemented from the date of the Company's initial public offering of RMB-ordinary-shares (A shares) and its listing on the Shanghai Stock Exchange.
Article 13 The Company's Board is responsible for interpreting and revising these implementation rules.	Article 13 The Company's Board is responsible for interpreting and revising these implementation rules.
Others	The Chinese expression of “股東大會” in the Rules for the Implementation of Cumulative Voting is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders' meeting”.

Except for the above revisions and additions/deletions of provisions and the corresponding adjustment of the order of provisions as a result of the revisions and additions/deletions, the other provisions of the Rules for the Implementation of Cumulative Voting remain unchanged.

The full text of the proposed amendments to the Rules for the Implementation of Cumulative Voting were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Management Measures on Raised Funds are as follows:

Original Articles	Amended Articles
Chapter 1 General Provisions	Chapter 1 General Provisions
<p>Article 1 In order to regulate the management and use of proceeds of WuXi AppTec Co., Ltd. (hereinafter referred to as “the Company”) and protect the rights and interests of investors, these measures are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Administrative Measures for the Registration of Initial Public Offerings of Stocks, the Administrative Measures for the Registration of Securities Issuance by Listed Companies, the Regulatory Guidelines for Listed Companies No. 2 — Regulatory Requirements for Management and Use of Funds Raised by Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as “Listing Rules of the SSE”), the Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 — Standardised Operations and the Articles of Association of WuXi AppTec Co., Ltd. (hereinafter referred to as “the Articles of Association”).</p>	<p>Article 1 In order to regulate the management and use of proceeds of WuXi AppTec Co., Ltd. (hereinafter referred to as “the Company”) and protect the rights and interests of investors, these measures are formulated in accordance with the Company Law of the People’s Republic of China, the Securities Law of the People’s Republic of China, the Administrative Measures for the Registration of Initial Public Offerings of Stocks, the Administrative Measures for the Registration of Securities Issuance by Listed Companies, the <u>Rules on the Supervision of Funds Raised by Listed Companies</u> (hereinafter referred to as the “Rules on the Supervision of Funds Raised”) the Regulatory Guidelines for Listed Companies No. 2 — Regulatory Requirements for Management and Use of Funds Raised by Listed Companies, the Rules Governing the Listing of Stocks on Shanghai Stock Exchange (hereinafter referred to as “Listing Rules of the SSE”), the Shanghai Stock Exchange Self-Regulatory Guidelines for Listed Companies No. 1 — Standardised Operations and the Articles of Association of WuXi AppTec Co., Ltd. (hereinafter referred to as “the Articles of Association”).</p>
<p>Article 2 The proceeds herein refer to the proceeds raised by the Company from investors for special purposes through issuance of stocks and their derivatives.</p>	<p>Article 2 The proceeds herein refer to the proceeds raised by the Company from investors for special purposes through issuance of stocks or other securities with an equity nature, excluding any <u>proceeds raised by the Company through equity incentive plans</u> and their derivatives.</p>
<p>Article 3 The Board of Directors shall fully demonstrate the feasibility of the proceeds for investment projects, make sure that the investment project has a good market prospect and profitability, effectively prevent investment risks and improve the efficiency in the use of the proceeds.</p>	<p>Article 3 The Board of Directors shall constantly pay attention to the deposit, management and use of the proceeds fully demonstrate the feasibility of the proceeds for investment projects, make sure that the investment project has a good market prospect and profitability, effectively prevent investment risks and improve the efficiency in the use of the proceeds.</p>
<p>Article 4 The directors, supervisors and senior management of the Company shall be diligent and responsible, urge the Company to regulate the use of the proceeds, consciously safeguard the safety of the proceeds of the Company, and shall not participate in, assist or connive the Company in changing the use of the proceeds without authorization or in disguised form.</p>	<p>Article 4 The directors, supervisors and senior management of the Company shall be diligent and responsible, urge the Company to regulate the use of the proceeds, consciously safeguard the safety of the proceeds of the Company, and shall not manipulate participate in, assist or connive the Company <u>the Company</u> in changing the use of the proceeds without authorization or in disguised form.</p>
<p>Article 5 The controlling shareholders, de facto controllers of the Company shall not, directly or indirectly, use or appropriate the proceeds of the Company, nor use the proceeds of the Company and the investment projects in which the proceeds are invested (the “Investment Projects”) to obtain improper benefits.</p>	<p>Article 5 The controlling shareholders, de facto controllers and other related parties of the Company shall not, directly or indirectly, use or appropriate the proceeds of the Company, nor use the proceeds of the Company and the investment projects in which the proceeds are invested (the “Investment Projects”) to obtain improper benefits.</p>

Original Articles	Amended Articles
Chapter 2 Deposit of Raised Funds	Chapter 2 Deposit of Raised Funds
<p>Article 6 The proceeds raised by the Company shall be deposited in a special account approved by the Board of Directors (hereinafter referred to as the “Special Account for Proceeds”) for centralized management. The Special Account for Proceeds shall not be used to deposit other funds or for other purposes.</p> <p>If the Company undergoes financing more than twice, separate Special Accounts for Proceeds shall be established for each instance. Excess Proceeds raised shall also be managed under the Special Accounts for Proceeds.</p>	<p>Article 6 The proceeds raised by the Company shall be deposited in a special account approved by the Board of Directors (hereinafter referred to as the “Special Account for Proceeds”) for centralized management. The Special Account for Proceeds shall not be used to deposit other funds or for other purposes.</p> <p>If the Company undergoes financing more than twice, separate Special Accounts for Proceeds shall be established for each instance. Excess Proceeds raised shall also be managed under the Special Accounts for Proceeds.</p> <p><u>If proceeds are invested in overseas projects, it shall meet the provisions of these measures. The Company and sponsors or independent financial advisor shall take effective measures to ensure the security and standardized use of proceeds invested in overseas projects, and disclose the relevant specific measures and actual results in the Special Report on the Deposit, Management and Actual Use of Proceeds of the Company (hereinafter referred to as the “Special Report of Proceeds”).</u></p>
<p>Article 7 The Company shall enter into an agreement on tripartite supervision of proceeds with the sponsor and the commercial bank where the proceeds are deposited (hereinafter referred to as the “Commercial Bank”) within one month after the proceeds are received and issue an announcement in a timely manner. The agreement shall contain content required by applicable laws and regulations, and relevant rules of the Shanghai Stock Exchange (hereinafter referred to as the “SSE”).</p> <p>If the said agreement is terminated prematurely before the expiry date due to the change of sponsor or the Commercial Bank, the Company shall enter into a new agreement with the relevant parties within two weeks from the expiry date of the agreement, and issue an announcement in a timely manner.</p>	<p>Article 7 The Company shall enter into an agreement on tripartite supervision of proceeds with the sponsor and the commercial bank where the proceeds are deposited (hereinafter referred to as the “Commercial Bank”) within one month after the proceeds are received and issue an announcement in a timely manner. After the relevant agreement is signed, the Company can use the proceeds. The agreement shall contain content required by applicable laws and regulations, and relevant rules of the Shanghai Stock Exchange (hereinafter referred to as the “SSE”).</p> <p>If the said agreement is terminated prematurely before the expiry date due to the change of sponsor or the Commercial Bank, the Company shall enter into a new agreement with the relevant parties within two weeks from the expiry date of the agreement, and issue an announcement in a timely manner.</p>

Original Articles	Amended Articles
Chapter 3 Use of Raised Funds	Chapter 3 Use of Raised Funds
<p>Article 8 The Company shall comply with the following requirements in utilizing proceeds:</p> <p>(I) the Company shall set out clear provisions on the application, hierarchical approval authorization, decision-making procedures, risk control measures and information disclosure procedures for the use of proceeds;</p> <p>(II) the Company shall use the proceeds in accordance with the plan of utilizing proceeds as committed in the offering document;</p> <p>(III) in the event of any circumstances severely affecting the normal implementation of the plan for the use of the proceeds, the Company shall issue an announcement in a timely manner;</p> <p>(IV) where any of the following circumstances occur to an investment project, the Company shall re-evaluate the feasibility and expected revenue of the project and decide whether to proceed with the implementation of the project. The latest periodic report shall also disclose the project progress, reasons for abnormality and the adjusted investment project (if any):</p> <ol style="list-style-type: none"> 1. where the market environment for the project has undergone material changes; 2. where the investment project has been standing idle for over one year; 3. where the deadline of the investment plan of the proceeds has expired and the amount invested by the proceeds fails to reach 50% of the amount as set out by the relevant plan; 4. where other abnormal situations occur in the investment projects. 	<p>Article 8 The Company shall comply with the following requirements in utilizing proceeds:</p> <p>(I) the Company shall set out clear provisions on the application, hierarchical approval authorization, decision-making procedures, risk control measures and information disclosure procedures for the use of proceeds;</p> <p>(II) the Company shall use the proceeds in accordance with the plan of utilizing proceeds as committed in the offering document;</p> <p>(III) in the event of any circumstances severely affecting the normal implementation of the plan for the use of the proceeds, the Company shall issue an announcement in a timely manner;</p> <p>(IV) where any of the following circumstances occur to an investment project, the Company shall re-evaluate the feasibility and expected revenue of the project and decide whether to proceed with the implementation of the project, and shall disclose it in a timely manner. If adjustments are required, the adjusted investment plan of proceeds shall also be disclosed. If any change is involved, the relevant deliberation procedures for changing the use of proceeds shall apply. The Company shall disclose in its annual and interim reports the specific circumstances of the re-examination of investment project during the reporting period. The latest periodic report shall also disclose the project progress, reasons for abnormality and the adjusted investment project (if any):</p> <ol style="list-style-type: none"> 1. where the market environment for the project has undergone material changes; 2. where the investment project has been standing idle for over one year <u>after the proceeds are received</u>; 3. where the deadline of the investment plan of the proceeds has expired and the amount invested by the proceeds fails to reach 50% of the amount as set out by the relevant plan; 4. where other abnormal situations occur in the investment projects.

Original Articles	Amended Articles
<p>Article 9 In principle, the proceeds raised by the Company shall be used for its principal business. The Company shall not conduct the following acts with the proceeds:</p> <p>(I) to participate in investment project that make financial investments through holding of transactional financial assets and available-for-sale financial assets, lending to others and entrusted assets management, and direct or indirect investment in companies that principally engage in the trading of marketable securities;</p> <p>(II) to essentially change the use of proceeds through pledges, entrusted loans or other means;</p> <p>(III) to provide the proceeds directly or indirectly to related parties such as the controlling shareholders, de facto controllers for providing convenience for them to obtain improper gains through the investment project;</p> <p>(IV) other acts in violation of the provisions on the management of proceeds.</p>	<p>Article 9 In principle, the proceeds raised by the Company shall be used for its principal business. <u>Except for financial enterprises, the proceeds may not be used to hold financial investments, and may not be invested directly or indirectly in companies which principally engage in the trading of marketable securities.</u> The Company shall not conduct the following acts with <u>use of the proceeds</u>:</p> <p>(I) to participate in investment project that make financial investments through holding of transactional financial assets and available-for-sale financial assets, lending to others and entrusted assets management, and direct or indirect investment in companies that principally engage in the trading of marketable securities;</p> <p>(II) to essentially change the use of proceeds through pledges, entrusted loans or other means;</p> <p>(III) to provide the proceeds directly or indirectly to other related parties such as the controlling shareholders, de facto controllers for providing convenience for them to obtain improper gains through the investment project;</p> <p>(IV) other acts in violation of the provisions on the management of proceeds.</p>
	<p>Article 10 <u>If an investment project funded by the proceeds is expected to be impossible to be completed within the original timeframe, and the Company intends to extend the implementation period, it shall be promptly reviewed and approved by the Board of Directors, and the sponsor or independent financial advisor shall provide explicit opinions, and shall disclose in a timely manner in accordance with the applicable rules.</u></p>
<p>Article 10 The review and approval of the Board of Directors and the explicit consent of the Supervisory Committee and the sponsor or the independent financial advisor shall be required for the Company to:</p> <p>(I) replace the self-raised funds previously invested into the investment project with the proceeds;</p> <p>(II) use the temporarily idle proceeds for cash management;</p> <p>(III) use the temporarily idle proceeds to replenish the working capital provisionally;</p>	<p>Article 10-11 The review and approval of the Board of Directors and the timely disclosure after explicit consent opinions of <u>are issued by the Supervisory Committee and the sponsor or the independent financial advisor shall be required for the Company to:</u></p> <p>(I) replace the self-raised funds previously invested into the investment project with the proceeds;</p> <p>(II) use the temporarily idle proceeds for cash management;</p> <p>(III) use the temporarily idle proceeds to replenish the working capital provisionally;</p>

Original Articles	Amended Articles
<p>(IV) change the use of proceeds;</p> <p>(V) use the Excess Proceeds for projects under construction and new projects.</p> <p>The change in the use of proceeds by the Company shall also be subject to the consideration and approval of the general meeting.</p> <p>Where any connected transaction, asset acquisition or external investment is involved, the review procedure and disclosure obligation shall be performed in accordance with the SSE Listing Rules and other relevant requirements.</p>	<p>(IV) change the use of proceeds;</p> <p>(V) use the Excess Proceeds for projects under construction and new projects, as well as for the repurchase and lawful cancellation of the Company's shares.</p> <p>In the event of the circumstances stipulated in items (IV) and (V) of the preceding paragraph, such subjects The change in the use of proceeds by the Company shall also be subject to the consideration and approval of the general meeting.</p> <p>Where any connected transaction, asset acquisition or external investment is involved, the review procedure and disclosure obligation shall be performed in accordance with the SSE Listing Rules and other relevant requirements.</p>
<p>Article 11 If the Company pre-invests in the investment project with self-owned capital, it may, within six months after the receipt of the proceeds, use such proceeds for replacing the self-owned capital applied in such investment project, with an assurance report issued by an accounting firm.</p>	<p>Article 112 If the Company pre-invests in the investment project with self-owned capital, it may, within six months after the receipt of the proceeds, and use such proceeds for replacing the self-owned capital applied in such investment project after the receipt of the proceeds, <u>it shall be implemented within six months after proceeds have been transferred to a special account with an assurance report issued by an accounting firm.</u></p> <p><u>During the implementation of investment project using proceeds, funds shall in principle be paid directly from proceeds. Where direct payment from proceeds is indeed difficult for matters such as payment of staff salaries or purchase of overseas products and equipment, replacement with proceeds may be implemented within six months after the self-owned funds are used for payment.</u></p>
<p>Article 12 The Company's temporarily idle funds may be subject to cash management, and the maturity of the investment products shall not exceed the duration authorized by the internal resolution and shall not be longer than 12 months. The products in which they are invested shall meet the following conditions:</p> <p>(I) high degree of security, such as structured deposit and large-denomination certificates of deposit and other highly-secured principal-guaranteed products;</p>	<p>Article 123 The Company's temporarily idle funds may be subject to cash management, <u>and the cash management shall be implemented through a special account for proceeds or a publicly disclosed product-specific settlement account. If cash management is implemented through a product-specific settlement account, the account shall not be used to deposit non-issuance proceeds or for other purposes. The implementation of cash management shall not affect the normal implementation of the investment plan of the proceeds. Cash management products must meet the following conditions:</u> and the maturity of the investment products shall not exceed the duration authorized by the internal resolution and shall not be longer than 12 months. The products in which they are invested shall meet the following conditions:</p> <p><u>(I) products with high security, such as structured deposits and certificates of deposit, cannot be non-principal-guaranteed products;</u></p>

Original Articles	Amended Articles
<p>(II) high liquidity, without affecting the normal implementation of the investment projects.</p> <p>The investment products shall not be pledged, and the product-specific settlement account (if applicable) shall not be used to deposit other funds or for other purposes. In case of opening or cancellation of a product-specific settlement account, the Company shall issue an announcement in a timely manner.</p>	<p>high degree of security, such as structured deposit and large denomination certificates of deposit and other highly secured principal-guaranteed products;</p> <p>(II) high liquidity, <u>with the product maturity not exceeding twelve months;</u> without affecting the normal implementation of the investment projects.</p> <p><u>(III) cash management products may not be pledged.</u></p> <p><u>Only after the due raised funds of the cash management products specified in the first paragraph of this article are recovered on schedule and make an announcement, can the Company carry out cash management again within the authorized period and amount.</u></p> <p>The investment products shall not be pledged, and the product-specific settlement account (if applicable) shall not be used to deposit other funds or for other purposes. In case of opening or cancellation of an investment product-specific settlement account, the Company shall issue an announcement in a timely manner.</p>
<p>Article 13 Utilization of idle proceeds in investment products shall be subject to the consideration and approval of the Board of Directors of the Company, upon which the Company shall issue an announcement of the followings in a timely manner:</p> <p>(I) the basic information of the proceeds, including the time and amount of proceeds raised, net amount of proceeds and the investment plan;</p> <p>(II) the use of proceeds;</p> <p>(III) the amount and maturity of investment products with idle proceeds, whether there are disguised acts of changing the use of proceeds and measures to ensure that the normal implementation of the investment projects will not be affected;</p> <p>(IV) the income distribution method, investment scope and security level of the investment products;</p> <p>(V) opinions of the Supervisory Committee, the sponsor or the independent financial advisor.</p>	<p>Article 13-14 Utilization of temporarily idle proceeds for cash management in investment products shall be <u>disclosed in a timely manner in accordance with the applicable rules</u> subject to <u>after</u> the consideration and approval of the Board of Directors of the Company, upon which the Company shall issue an announcement of the followings in a timely manner:</p> <p>(I) the basic information of the proceeds, including the time and amount of proceeds raised, net amount of proceeds and the investment plan;</p> <p>(II) the use of proceeds;</p> <p>(III) the amount and maturity of investment products with idle proceeds, whether there are disguised acts of changing the use of proceeds and measures to ensure that the normal implementation of the investment projects will not be affected;</p> <p>(IV) the income distribution method, investment scope and security level of the investment products;</p> <p>(V) opinions of the Supervisory Committee, the sponsor or the independent financial advisor.</p>

Original Articles	Amended Articles
<p>In the event of any deterioration in the financial position of the issuer of the products, loss suffered from the invested products and other material risks, the Company shall promptly disclose the risk warning announcement and explain on the risk control measures adopted by the Company to ensure the safety of its funds.</p>	<p>In the event of any deterioration in the financial position of the issuer of the products, loss suffered from the invested products and other circumstances that may harm the interests of the Company and investors material risks, the Company shall promptly disclose the risk warning announcement and explain on the risk control measures adopted by the Company to ensure the safety of its funds.</p>
<p>Article 14 Where the Company uses idle proceeds to temporarily replenish its working capital, it shall comply with the following requirements:</p> <p>(I) the Company shall not change the use of the proceeds in disguise and shall not affect the normal implementation of the investment plan;</p> <p>(II) proceeds shall be limited only to the use for production and operation relating to the main business of the Company, and shall not be used, directly or indirectly, for transactions such as the placement or subscription for new shares, or the trading of shares and their derivatives and convertible bonds;</p> <p>(III) the duration of a single replenishment of working capital shall not exceed 12 months;</p> <p>(IV) repaid and mature proceeds previously used as temporary replenishment of working capital (if applicable).</p> <p>Prior to the maturity date of replenishing the working capital, the Company shall return such proportion of the capital to the Special Account for Proceeds, and issue an announcement in a timely manner after all the funds have been repaid.</p>	<p>Article 14–15 Where the Company uses temporarily idle proceeds to temporarily replenish its working capital, it shall be carried out through the Special Account for Proceeds and comply with the following requirements:</p> <p>(I) the Company shall not change the use of the proceeds in disguise and shall not affect the normal implementation of the investment plan;</p> <p>(II) proceeds shall be limited only to the use for production and operation relating to the main business of the Company, and shall not be used, directly or indirectly, for transactions such as the placement or subscription for new shares, or the trading of shares and their derivatives and convertible bonds;</p> <p>(III) the duration of a single <u>temporary</u> replenishment of working capital shall not exceed 12 months;</p> <p>(IV) repaid and mature proceeds previously used as temporary replenishment of working capital (if applicable).</p> <p>Prior to the maturity date of replenishing the working capital, the Company shall return such proportion of the capital to the Special Account for Proceeds, and issue an announcement in a timely manner after <u>for recovery</u> of all the <u>raised funds</u> have been repaid.</p>

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<p>Article 15 The part of the actual net proceeds of the Company in excess of the planned amount of proceeds (hereinafter referred to as the “Excess Proceeds”) may be used for permanent replenishment of working capital or repayment of bank loans, provided that the cumulative amount used within each 12-month period shall not exceed 30% of the total Excess Proceeds and the Company shall undertake not to make high-risk investments or provide financial assistance to companies other than its subsidiaries within 12 months after the replenishment.</p>	<p>Article 15-16 <u>The use plan of the part of the actual net proceeds of the Company in excess of the planned amount of proceeds (hereinafter referred to as the “Excess Proceeds”) may shall be properly arranged based on the Company’s development plan and actual production and operation needs used for permanent replenishment of working capital or repayment of bank loans, provided that the cumulative amount used within each 12-month period shall not exceed 30% of the total Excess Proceeds and the Company shall undertake not to make high-risk investments or provide financial assistance to companies other than its subsidiaries within 12 months after the replenishment. The Excess Proceeds should be used for ongoing projects and new projects, repurchase and lawful cancellation of the Company’s shares. The Company shall clarify the specific use plan of the Excess Proceeds at the latest when the same batch of investment projects are completed as a whole, and shall allocate and utilize the fund according to the plan.</u></p>
<p>Article 16 Utilization of the Excess Proceeds for permanent replenishment of working capital or repayment of bank loans shall be subject to the approval of the Board of Directors and the general meeting of the Company with the provision of online voting methods for shareholders, with the explicit consent of the Supervisory Committee, the sponsor, or the independent financial advisor. The Company shall issue an announcement containing the following details in a timely manner upon the consideration and approval of the Board of Directors:</p> <p>(I) the basic information of the proceeds, including the time and amount of proceeds raised, net amount of proceeds, the amount of the Excess Proceeds and the investment plan;</p>	<p>Article 16-17 <u>The use of Excess Proceeds shall be resolved by the Board of Directors in accordance with the law, the sponsors or independent financial advisor shall express explicit opinions and submit it to the shareholders’ meeting for deliberation, and the Company shall promptly and fully disclose relevant information such as the necessity and rationality of using Excess Proceeds. If the Company uses the Excess Proceeds for ongoing projects and new projects, it should also fully disclose information of relevant projects in accordance with the applicable rulers.</u></p> <p><u>If it is really necessary to use temporarily idle Excess Proceeds for cash management or temporary replenishment of working capital, the necessity and rationality should be explained. If the Company uses temporarily idle Excess Proceeds for cash management or to temporarily replenish working capital, matters such as the approved quota and duration shall be reviewed and approved by the Board of Directors, the sponsors shall express explicit opinions, and the Company shall disclose relevant information in a timely manner. Utilization of the Excess Proceeds for permanent replenishment of working capital or repayment of bank loans shall be subject to the approval of the Board of Directors and the general meeting of the Company with the provision of online voting methods for shareholders, with the explicit consent of the Supervisory Committee, the sponsor, or the independent financial advisor. The Company shall issue an announcement containing the following details in a timely manner upon the consideration and approval of the Board of Directors:</u></p> <p><u>(I) the basic information of the proceeds, including the time and amount of proceeds raised, net amount of proceeds, the amount of the Excess Proceeds and the investment plan;</u></p>

Original Articles	Amended Articles
<p>(II) the use of proceeds;</p> <p>(III) the rationality and detailed plan of using the Excess Proceeds for permanent replenishment of working capital or repayment of bank loans;</p> <p>(IV) an undertaking of not to make high-risk investments or provide financial assistance to others within 12 months after the replenishment;</p> <p>(V) impact on the Company due to the use of the Excess Proceeds for permanent replenishment of working capital or repayment of bank loans;</p> <p>(VI) opinions of the Supervisory Committee, the sponsor or the independent financial advisor.</p>	<p>(II) the use of proceeds;</p> <p>(III) the rationality and detailed plan of using the Excess Proceeds for permanent replenishment of working capital or repayment of bank loans;</p> <p>(IV) an undertaking of not to make high risk investments or provide financial assistance to others within 12 months after the replenishment;</p> <p>(V) impact on the Company due to the use of the Excess Proceeds for permanent replenishment of working capital or repayment of bank loans;</p> <p>(VI) opinions of the Supervisory Committee, the sponsor or the independent financial advisor.</p>
<p>Article 17 Where the Company applies the Excess Proceeds in projects under construction and new projects (including asset acquisition), such projects shall fall within the Company's principal businesses, and the Company shall scientifically and prudently make feasibility analysis on the investment projects, and perform its and information disclosure obligations in a timely manner, in accordance with the relevant requirements herein regarding the change in the use of proceeds.</p>	<p>Article 17 Where the Company applies the Excess Proceeds in projects under construction and new projects (including asset acquisition), such projects shall fall within the Company's principal businesses, and the Company shall scientifically and prudently make feasibility analysis on the investment projects, and perform its and information disclosure obligations in a timely manner, in accordance with the relevant requirements herein regarding the change in the use of proceeds.</p>
<p>Article 18 After the completion of a single investment project, the Company's utilization of the remaining proceeds of that project (including interest income) in other investment projects shall be subject to the consideration and approval of the Board of the Directors, with the explicit consent of the sponsor and the Supervisory Committee. The Company shall issue an announcement in a timely manner upon the consideration and approval of the Board of Directors.</p> <p>Remaining proceeds (including interest income) of less than RMB1 million or below 5% of the committed investment of the project may be exempt from the procedures in the preceding clause. The utilization of such proceeds shall be disclosed in the annual report.</p> <p>When utilizing remaining proceeds (including interest income) from a single investment project for projects other than the investment project (including the replenishment of working capital), the Company shall implement the relevant procedures and fulfill the obligation of disclosure with reference to the requirements for the change of investment projects.</p>	<p>Article 18 After the completion of a single investment project, the Company's utilization of the remaining proceeds of that project (including interest income) in other investment projects shall be subject to the consideration and approval of the Board of the Directors, with the explicit consent of the sponsor and the Supervisory Committee. The Company shall issue an announcement in a timely manner upon the consideration and approval of the Board of Directors.</p> <p>Remaining proceeds (including interest income) of less than RMB1 million or below 5% of the committed investment of the project may be exempt from the procedures in the preceding clause. The utilization of such proceeds shall be disclosed in the annual report.</p> <p>When utilizing remaining proceeds (including interest income) from a single investment project for projects other than the investment project (including the replenishment of working capital), the Company shall implement the relevant procedures and fulfill the obligation of disclosure with reference to the requirements for the <u>change of the use of proceeds</u>change of investment projects.</p>

Original Articles	Amended Articles
<p>Article 19 After the completion of all investment projects, the use of remaining proceeds of the Company (including interest income) shall be subject to the consideration and approval of the Board of Directors, with the explicit consent of the sponsor and the Supervisory Committee. The Company shall issue an announcement in a timely manner upon the consideration and approval of the Board of Directors. The use of the remaining proceeds (including interest income) of more than 10% of the net proceeds shall be subject to the consideration and approval of the general meeting.</p> <p>Remaining proceeds (including interest income) of less than RMB5 million or below 5% of the net proceeds may be exempt from the procedures in the preceding clause. The utilization of such proceeds shall be disclosed in the latest periodic report.</p>	<p>Article 19 After the completion of all investment projects, the use of remaining proceeds of the Company (including interest income) shall be subject to the consideration and approval of the Board of Directors, with the explicit consent opinions of the sponsor and the Supervisory Committee or independent financial advisor. The Company shall issue an announcement in a timely manner upon the consideration and approval of the Board of Directors. The use of the remaining proceeds (including interest income) of more than 10% of the net proceeds shall be subject to the consideration and approval of the general meeting.</p> <p>Remaining proceeds (including interest income) of less than RMB5 million or below 5% of the net proceeds may be exempt from the procedures in the preceding clause. The utilization of such proceeds shall be disclosed in the latest periodic report.</p>
Chapter 4 Change in the Use of Proceeds	Chapter 4 Change in the Use of Proceeds
<p>Article 20 The proceeds of the Company shall be used for the purposes specified the prospectus or other offering documents. Changes of the use of proceeds by the Company inconsistent with the purposes specified in the prospectus or other offering documents shall be resolved by the general meeting.</p> <p>Any of the following events shall be deemed as the change in the use of proceeds by the Company, and shall be announced in a timely manner upon the consideration and approval of the Board of Directors and subject to the procedures of the general meeting:</p> <p>(I) cancellation or termination of the existing investment project and the implementation of a new project;</p> <p>(II) change of the implementing entity of the investment project;</p> <p>(III) change of the implementation methods of the investment project;</p> <p>(IV) other circumstances deemed by the SSE as a change in the use of proceeds.</p>	<p>Article 20 The proceeds of the Company shall be used for the purposes specified the prospectus or other offering documents. Changes of the use of proceeds by the Company inconsistent with the purposes specified in the prospectus or other offering documents shall be resolved by the general meeting.</p> <p>Any of the following events shall be deemed as the change in the use of proceeds by the Company, which shall be resolved by and shall be announced in a timely manner upon the consideration and approval of the Board of Directors in accordance with laws, with the explicit opinions of the sponsor or independent financial advisor, and submitted to the shareholders' meeting for consideration and approval, and the Company shall promptly disclose the relevant information <u>and subject to the procedures of the general meeting:</u></p> <p>(I) cancellation or termination of the existing investment project and the implementation of a new project <u>or permanently replenish working capital;</u></p> <p>(II) change of the implementing entity of the investment project;</p> <p>(III) change of the implementation methods of the investment project;</p> <p>(IV) other circumstances deemed by <u>the China Securities Regulatory Commission and the Shanghai Stock Exchange (hereinafter referred to as the "SSE")</u> as a change in the use of proceeds.</p>

Original Articles	Amended Articles
<p>If the change of the implementing entity occurs between the Company and its wholly-owned subsidiaries or the Company only changes the project venue, it shall not be deemed as the change in the use of proceeds and may be exempt from the procedures of the general meeting but shall remain subject to the consideration and approval of the Board of Directors. The Company shall issue an announcement regarding the reasons for the change of implementing entity or venue and opinions of the sponsor in a timely manner.</p>	<p>If the Company’s use of proceeds under Article 13, Article 15, or the Item II of Article 17 of these measures exceeds the amount or timeframe approved by the Board of Directors, and such breach is material, it shall be deemed an unauthorized change of the use of proceeds.</p> <p>If the change of the implementing entity occurs between the Company and its wholly-owned subsidiaries or the Company only <u>involves a changes</u> of the project venue, it shall not be deemed as the <u>change in the use of proceeds, which shall be resolved by the Board of Directors without requiring approval by the shareholders’ meeting, but the sponsor or independent financial advisor shall issue an explicit opinion, and the Company shall promptly disclose the relevant information.</u> and may be exempt from the procedures of the general meeting but shall remain subject to the consideration and approval of the Board of Directors. The Company shall issue an announcement regarding the reasons for the change of implementing entity or venue and opinions of the sponsor in a timely manner.</p>
<p>Article 21 The use of proceeds after change shall be invested in the Company’s principal business. The Company shall scientifically and prudently make feasibility analysis on the new investment projects, ensure that the investment project demonstrates good market prospects and profitability, effectively prevent investment risks and improve the utilization efficiency of proceeds.</p>	<p>Article 21 The use of proceeds after change shall be invested in the Company’s principal business. The Company shall scientifically and prudently make feasibility analysis on the new investment projects, ensure that the investment project <u>helps enhance its competitiveness and innovation capabilities</u> demonstrates good market prospects and profitability, effectively prevent investment risks and improve the utilization efficiency of proceeds.</p>
<p>Article 22 Where the Company proposes to change the investment projects, it shall issue an announcement on the followings in a timely manner after the proposal is submitted to the Board of Directors for consideration and approval:</p> <p>(I) basic information of the existing investment projects and the reason for the change;</p> <p>(II) basic information, feasibility analysis and risk exposures of the new investment projects;</p> <p>(III) investment plan of the new investment projects;</p> <p>(IV) a statement that the new project has been approved by or is subject to the approval of competent authorities (if applicable);</p>	<p>Article 22 Where the Company proposes to change the investment projects, it shall issue an announcement on the followings in a timely manner in accordance with the applicable <u>rulers</u> after the proposal is submitted to the Board of Directors for consideration and approval.:</p> <p>(I) basic information of the existing investment projects and the reason for the change;</p> <p>(II) basic information, feasibility analysis and risk exposures of the new investment projects;</p> <p>(III) investment plan of the new investment projects;</p> <p>(IV) a statement that the new project has been approved by or is subject to the approval of competent authorities (if applicable);</p>

Original Articles	Amended Articles
<p>(V) opinions of the Supervisory Committee, the sponsor or the independent financial advisor on the change of investment projects;</p> <p>(VI) a statement that the new project is subject to the consideration and approval of the general meeting;</p> <p>(VII) other information required by the SSE.</p> <p>If the new investment projects involves connected transactions, asset acquisition or external investments, the Company shall make disclosure according to the relevant rules.</p>	<p>(V) opinions of the Supervisory Committee, the sponsor or the independent financial advisor on the change of investment projects;</p> <p>(VI) a statement that the new project is subject to the consideration and approval of the general meeting;</p> <p>(VII) other information required by the SSE.</p> <p>If the new investment projects involves connected transactions, asset acquisition or external investments, the review procedure and disclosure obligation shall be performed in accordance with the SSE Listing Rule <u>the Company shall make disclosure according to the relevant rules.</u></p>
<p>Article 24 If the Company intends to transfer or replace the investment projects (excluding those fully transferred or replaced during the material assets restructuring of the Company), it shall issue an announcement on the followings in a timely manner upon the consideration and approval of the Board of Directors:</p> <p>(I) reasons for the transfer or replacement of the investment projects;</p> <p>(II) amount of proceeds invested in such projects;</p> <p>(III) progress of such projects and benefits realized;</p> <p>(IV) basic information, feasibility analysis and risk exposure of the new projects (if applicable);</p> <p>(V) pricing basis of the transfer or replacement and relevant benefits;</p>	<p>Article 24 If the Company intends to transfer or replace the investment projects (excluding those fully transferred or replaced during the material assets restructuring of the Company), it shall issue an announcement on the followings in a timely manner <u>in accordance with the applicable rulers</u> upon the consideration and approval of the Board of Directors.:</p> <p>(I) reasons for the transfer or replacement of the investment projects;</p> <p>(II) amount of proceeds invested in such projects;</p> <p>(III) progress of such projects and benefits realized;</p> <p>(IV) basic information, feasibility analysis and risk exposure of the new projects (if applicable);</p> <p>(V) pricing basis of the transfer or replacement and relevant benefits;</p>

Original Articles	Amended Articles
<p>(VI) opinions of the Supervisory Committee and the sponsor or the independent financial advisor on the transfer or replacement of investment projects;</p> <p>(VII) a statement that the transfer or replacement of investment projects is subject to the consideration and approval of the general meeting;</p> <p>(VIII) other information required by the SSE.</p>	<p>(VI) opinions of the Supervisory Committee and the sponsor or the independent financial advisor on the transfer or replacement of investment projects;</p> <p>(VII) a statement that the transfer or replacement of investment projects is subject to the consideration and approval of the general meeting;</p> <p>(VIII) other information required by the SSE.</p>
Chapter 5 Management and Supervision of the Use of the Proceeds	Chapter 5 Management and Supervision of the Use of the Proceeds and Accountability
<p>Article 26 The Board of Director shall constantly pay attention to the actual management and use of the proceeds, thoroughly examine the progress of the investment projects every six months, and issue the Special Report on Deposit and Actual Use of Proceeds of the Company (hereinafter referred to as the “Special Report on Proceeds”) in connection with the deposit and use of the proceeds.</p> <p>In case of any difference between actual progress and investment plan of investment project, the Company shall explain the specific reasons in the Special Report on Proceeds. If the idle proceeds are invested in projects in the current period, the Company shall disclose in the Special Report on Proceeds the income in current report period, and the share of investment, signatory, product name, maturity and other information as at the end of period.</p> <p>The Special Report on Proceeds shall be considered and approved by the Board of Directors and the Supervisory Committee. An announcement shall be issued in a timely manner upon consideration and approval of the Board of Directors.</p>	<p>Article 26 The Board of Director shall constantly pay attention to the actual management and use of the proceeds and Excess Proceeds (if any), thoroughly examine the progress of the investment projects every six months, and prepare, review and disclose the Special Report on Deposit and Actual Use of Proceeds of the Company (hereinafter referred to as the “Special Report on Proceeds”) in connection with the deposit and use of the proceeds.</p> <p><u>Relevant special report shall include the basic information of proceeds and Excess Proceeds and the deposit, management and use of proceeds as stipulated in these measures.</u> In case of any difference between actual progress and investment plan of investment project, the Company shall explain the specific reasons in the Special Report on Proceeds. If the idle proceeds are invested in projects in the current period, the Company shall disclose in the Special Report on Proceeds the income in current report period, and the share of investment, signatory, product name, maturity and other information as at the end of period.</p> <p>The Special Report on Proceeds shall be considered and approved by the Board of Directors and the Supervisory Committee. An announcement shall be issued in a timely manner upon consideration and approval of the Board of Directors.</p>

Original Articles		Amended Articles
During the annual audit, the Company shall appoint an accounting firm to issue an assurance report on the deposit and use of the proceeds, which shall be disclosed on the website of the SSE at the time of disclosure of the annual report.		During the annual audit, the Company shall appoint an accounting firm to issue an assurance report on the deposit, management and use of the proceeds, which shall be disclosed on the website of the SSE at the time of disclosure of the annual report.
		<u>Article 28</u> If the Company and its controlling shareholders, de facto controllers, directors and senior management use the proceeds in violation of national laws and regulations, the securities regulatory rules of the place where the Company's shares are listed, and the Articles of Association, they shall bear legal responsibilities in accordance with the provisions of laws and regulations.
Chapter 6 Supplementary Provisions		Chapter 6 Supplementary Provisions
Article 29 The term “no less than” as mentioned in these measures includes the underlying number, while “less than” does not include the underlying number.		Article 29-30 The terms “no less than”, “reach” and “within” as mentioned in these measures includes the underlying number, while “more than” and “less than” does not include the underlying number.
Others	The Chinese expression of “股東大會” in the Management Measures on Raised Funds is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders’ meeting”.	

Apart from the above amendments and the addition/removal of articles, and the subsequent reordering of articles resulting from such amendments and addition/removal of articles, other articles of the Management Measures on Raised Funds remain unchanged.

The full text of the proposed amendments to the Management Measures on Raised Funds were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the Connected Transactions Management Policy are as follows:

Original Articles	Amended Articles
Chapter 2 Connected Persons and Connected Transactions	Chapter 2 Connected Persons and Connected Transactions
<p>Article 7 Any of the following natural persons shall be regarded as connected natural persons of the Company:</p> <p>(I) natural persons who directly or indirectly hold more than 5% of the shares in the Company;</p> <p>(II) the Directors, supervisors and senior management of the Company;</p> <p>(III) the Directors, supervisors and senior management of the legal persons or entities that directly or indirectly control the Company;</p> <p>(IV) family members who have close relations with the persons as specified in sub-paragraphs (I) and (II) of this Article;</p> <p>(V) other natural persons in whose favour the Company may act due to their special relations with the Company, as identified by the CSRC, the SSE or the Company based on substance rather than form.</p>	<p>Article 7 Any of the following natural persons shall be regarded as connected natural persons of the Company:</p> <p>(I) natural persons who directly or indirectly hold more than 5% of the shares in the Company;</p> <p>(II) the Directors, supervisors and senior management of the Company;</p> <p>(III) the Directors, supervisors and senior management of the legal persons or entities that directly or indirectly control the Company;</p> <p>(IV) family members who have close relations with the persons as specified in sub-paragraphs (I) and (II) of this Article;</p> <p>(V) other natural persons in whose favour the Company may act due to their special relations with the Company, as identified by the CSRC, the SSE or the Company based on substance rather than form.</p>
<p>Article 11 The directors, supervisors, senior management, shareholders holding 5% or more of shares (and their parties in concert) and de facto controllers of the Company shall inform the Company of their connected relationships with the Company and the list of connected persons in a timely manner, and the Company shall duly complete the registration procedures.</p>	<p>Article 11 The directors, supervisors, senior management, shareholders holding 5% or more of shares (and their parties in concert) and de facto controllers of the Company shall inform the Company of their connected relationships with the Company and the list of connected persons in a timely manner, and the Company shall duly complete the registration procedures.</p>

Original Articles	Amended Articles
Chapter 3 Decision-Making Procedures For Connected transactions	Chapter 3 Decision-Making Procedures For Connected transactions
<p>Article 19 Connected transactions subject to approval of the Board</p> <p>The following connected transactions shall be submitted to the Board for consideration and shall be disclosed in a timely manner:</p> <ol style="list-style-type: none"> 1. Pursuant to the SSE Listing Rules, any connected transaction (excluding the provision of guarantee by the Company) between the Company and a connected natural person with a transaction amount exceeding RMB300,000; 2. Pursuant to the SSE Listing Rules, any connected transaction (excluding the provision of guarantee by the Company) between the Company and a connected legal person with a transaction amount exceeding RMB3 million and accounts for more than 0.5% of the latest audited net assets of the Company; 3. Any partially exempt or non-exempt connected transaction as prescribed under the Hong Kong Listing Rules. <p>The Company shall not, whether directly or indirectly, provide loans to directors, supervisors or senior management.</p>	<p>Article 19 Connected transactions subject to approval of the Board</p> <p>The following connected transactions shall, upon approval of a majority of all independent directors, be submitted to the Board for consideration and shall be disclosed in a timely manner:</p> <ol style="list-style-type: none"> 1. Pursuant to the SSE Listing Rules, any connected transaction (excluding the provision of guarantee by the Company) between the Company and a connected natural person with a transaction amount exceeding RMB300,000; 2. Pursuant to the SSE Listing Rules, any connected transaction (excluding the provision of guarantee by the Company) between the Company and a connected legal person with a transaction amount exceeding RMB3 million and accounts for more than 0.5% of the latest audited net assets of the Company; 3. Any partially exempt or non-exempt connected transaction as prescribed under the Hong Kong Listing Rules. <p>The Company shall not, whether directly or indirectly, provide loans to directors, supervisors or senior management.</p>

Original Articles	Amended Articles
<p>Article 26 When the Board considers a connected transaction, connected directors shall abstain from voting, nor shall they vote on behalf of other directors. Connected directors shall not be counted as part of the quorum. Board meeting may be convened if more than one half of the non-connected directors attend the meeting. Proposals at the Board meeting shall be approved by more than one half of the non-connected directors. For proposals which shall be passed by more than two-thirds of the directors, they shall be approved by more than two-thirds of non-connected directors. Where there are less than three non-connected directors present at the Board meeting, the Company shall submit the transaction to the general meeting for approval.</p> <p>The connected directors referred to in the above paragraph include the following director or a director under one of the following circumstances:</p> <p>(I) a counterparty to the transactions;</p> <p>(II) having direct or indirect control over the counterparty to the transactions;</p> <p>(III) a person who is employed by a counterparty to the transactions or by a legal person or other entities with direct or indirect control over the counterparty to the transactions or by a legal person or other entities under direct or indirect control of the counterparty to the transactions;</p> <p>(IV) a close family member of a counterparty to the transactions or of a person who has direct or indirect control over the counterparty to the transactions;</p> <p>(V) a close family member of any director, supervisor or senior management of a counterparty to the transactions or of a person who has direct or indirect control over the counterparty to the transactions;</p> <p>(VI) a director whose independent business judgment may be affected as determined by the CSRC, the SSE or the Company based on the principle of substance over form;</p> <p>(VII) a person deemed to have material interests under the SSE Listing Rules or Hong Kong Listing Rules or its connected person.</p>	<p>Article 26 When the Board considers a connected transaction, connected directors shall abstain from voting, nor shall they vote on behalf of other directors. Connected directors shall not be counted as part of the quorum and his/her voting rights shall not be counted. Board meeting may be convened if more than one half of the non-connected directors attend the meeting. Proposals at the Board meeting shall be approved by more than one half of the non-connected directors. For proposals which shall be passed by more than two-thirds of the directors, they shall be approved by more than two-thirds of non-connected directors. Where there are less than three non-connected directors present at the Board meeting, the Company shall submit the transaction to the general meeting for approval.</p> <p>The connected directors referred to in the above paragraph include the following director or a director under one of the following circumstances:</p> <p>(I) a counterparty to the transactions;</p> <p>(II) having direct or indirect control over the counterparty to the transactions;</p> <p>(III) a person who is employed by a counterparty to the transactions or by a legal person or other entities with direct or indirect control over the counterparty to the transactions or by a legal person or other entities under direct or indirect control of the counterparty to the transactions;</p> <p>(IV) a close family member of a counterparty to the transactions or of a person who has direct or indirect control over the counterparty to the transactions;</p> <p>(V) a close family member of any director, supervisor or senior management of a counterparty to the transactions or of a person who has direct or indirect control over the counterparty to the transactions;</p> <p>(VI) a director whose independent business judgment may be affected as determined by the CSRC, the SSE or the Company based on the principle of substance over form;</p> <p>(VII) a person deemed to have material interests under the SSE Listing Rules or Hong Kong Listing Rules or its connected person.</p>

Original Articles	Amended Articles
<p>Article 28 The Supervisory Committee of the Company shall monitor the consideration, voting, disclosure and execution of connected transactions.</p>	<p>Article 28 The Supervisory Committee of the Company shall monitor the consideration, voting, disclosure and execution of connected transactions. The Audit Committee of the Board shall, in accordance with applicable laws and regulations as well as the securities regulatory rules of the stock exchange(s) on which the Company's shares are listed, oversee the Company's internal audit department in conducting periodic reviews of the implementation of connected transactions. Where any violations of laws or regulations, or irregularities in operation, are identified in the course of such reviews, the Audit Committee shall promptly report the matter to the relevant stock exchange(s) where the Company's shares are listed (where applicable).</p>
<p>Chapter 5 Disclosure of Connected transactions</p>	<p>Chapter 5 Disclosure of Connected transactions</p>
<p>Section I Requirements of the Shanghai Stock Exchange</p>	<p>Section I Requirements of the Shanghai Stock Exchange</p>
<p>Article 33 Pursuant to the relevant business rules of the SSE, connected transactions (excluding the provision of guarantee by the Company) between the Company and connected natural persons with a transaction amount exceeding RMB300,000, shall be disclosed in a timely manner. Connected transactions (excluding the provision of guarantee by the Company) between the Company and connected legal persons with a transaction amount exceeding RMB3 million and accounts for more than 0.5% of the latest audited net assets of the Company, shall be disclosed in a timely manner.</p>	<p>Article 33 Pursuant to the relevant business rules of the SSE, connected transactions (excluding the provision of guarantee by the Company) between the Company and connected natural persons with a transaction amount exceeding RMB300,000, shall, upon approval of a majority of all independent directors, be submitted to the Board for consideration and shall be disclosed in a timely manner. Connected transactions (excluding the provision of guarantee by the Company) between the Company and connected legal persons with a transaction amount exceeding RMB3 million and accounts for more than 0.5% of the latest audited net assets of the Company, shall, upon approval of a majority of all independent directors, be submitted to the Board for consideration and shall be disclosed in a timely manner.</p>
<p>Chapter 8 Exemption of Disclosure and Decision Making Procedures on Connected Transactions</p>	<p>Chapter 8 Exemption of Disclosure and Decision Making Procedures on Connected Transactions</p>
<p>Section I Requirements of the Shanghai Stock Exchange</p>	<p>Section I Requirements of the Shanghai Stock Exchange</p>
<p>Article 48 In accordance with relevant rules of the SSE, approval and disclosure requirements for connected transactions may be waived for the following connected transactions entered into between the Company and the connected person:</p> <p>(I) transactions in which the Company unilaterally obtains benefits without any consideration or obligation, including receiving cash assets as gifts, obtaining debt relief, accepting guarantees and financial assistance without consideration;</p> <p>(II) provision of unsecured funds by a connected party to the Company at an interest rate not exceeding the loan interest rate set by the People's Bank of China;</p>	<p>Article 48 In accordance with relevant rules of the SSE, approval and disclosure requirements for connected transactions may be waived for the following connected transactions entered into between the Company and the connected person:</p> <p>(I) transactions in which the Company unilaterally obtains benefits without any consideration or obligation, including receiving cash assets as gifts, obtaining debt relief, accepting guarantees and financial assistance without consideration;</p> <p>(II) provision of unsecured funds by a connected party to the Company at an interest rate not exceeding the loan interest rate set by the People's Bank of China;</p>

Original Articles	Amended Articles
<p>(III) transaction in which either party subscribes for the publicly issued shares, company bonds or corporate bonds, convertible company bonds or other types of derivatives of another party in cash;</p> <p>(IV) transaction in which either party, as a member of the underwriters, underwrites the publicly issued shares, company bonds or corporate bonds, convertible bonds or other types of derivatives issued by another party;</p> <p>(V) transaction in which either party receives dividend, bonus or reward in accordance with the resolutions passed at the general meeting of another party;</p> <p>(VI) transaction in which either party participates in the public tender or auction of the other party, except where the tender or auction is unlikely to establish a fair price;</p> <p>(VII) transaction in which the Company provides products and services to connected natural persons as defined in items (II) to (IV) of Article 7 herein on the same trading conditions as non-connected persons;</p> <p>(VIII) connected transaction in which the price is fixed by the state;</p> <p>(IX) other transactions as identified by the stock exchanges where the stocks of the Company are listed.</p>	<p>(III) transaction in which either party subscribes for the publicly issued shares, company bonds or corporate bonds, convertible company bonds or other types of derivatives of another party and corporate bonds (including enterprise bonds) available for public issue by the other party to <u>unspecified parties</u> in cash;</p> <p>(IV) transaction in which either party, as a member of the underwriters, underwrites the publicly issued shares, company bonds or corporate bonds, convertible bonds or other types of derivatives and corporate bonds (including enterprise bonds) available for public issue issued by another party <u>to unspecified parties</u>;</p> <p>(V) transaction in which either party receives dividend, bonus or reward in accordance with the resolutions passed at the general meeting of another party;</p> <p>(VI) transaction in which either party participates in the public tender or auction of the other party, except where the tender or auction is unlikely to establish a fair price;</p> <p>(VII) transaction in which the Company provides products and services to connected natural persons as defined in items (II) to (IV) of Article 7 herein on the same trading conditions as non-connected persons;</p> <p>(VIII) connected transaction in which the price is fixed by the state;</p> <p>(IX) other transactions as identified by the stock exchanges where the stocks of the Company are listed.</p>
Others	The Chinese expression of “股東大會” in the Connected Transactions Management Policy is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders’ meeting”.

Apart from the above amendments and the addition/removal of articles, and the subsequent reordering of articles resulting from such amendments and addition/removal of articles, other articles of the Connected Transactions Management Policy remain unchanged.

The full text of the proposed amendments to the Connected Transactions Management Policy were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

APPENDIX VIII PROPOSED AMENDMENTS TO THE EXTERNAL GUARANTEES AND PROVISION OF FINANCIAL ASSISTANCE MANAGEMENT POLICY

The proposed amendments to the External Guarantees and Provision of Financial Assistance Management Policy are as follows:

Original Articles	Amended Articles
Chapter 3 Risk Management	Chapter 3 Risk Management
Section 1 Risk Management for External Guarantees	Section 1 Risk Management for External Guarantees
<p>Article 18 The Company shall strengthen management of guarantee contracts. When providing guarantees for others, a written contract shall be entered into. Guarantee contracts shall be properly maintained by the finance department in accordance with the Company's internal management regulations, and the board of supervisors, the secretary to the Board, company secretary and legal affairs department shall be notified in a timely manner.</p>	<p>Article 18 The Company shall strengthen management of guarantee contracts. When providing guarantees for others, a written contract shall be entered into. Guarantee contracts shall be properly maintained by the finance department in accordance with the Company's internal management regulations, and the board of supervisors, the secretary to the Board, company secretary and legal affairs department shall be notified in a timely manner.</p>
<p>Article 20 For project loans to guaranteed enterprises, the Company should require the opening of a joint account with the guaranteed enterprise to ensure that the funds are used for their intended purpose.</p>	<p>Article 20 For project loans to guaranteed enterprises, the Company should <u>may</u>, based on actual circumstances, require the opening of a joint account with the guaranteed enterprise to ensure that the funds are used for their intended purpose.</p>
Chapter 4 Information Disclosure	Chapter 4 Information Disclosure
Section 1 Information Disclosure for External Guarantee	Section 1 Information Disclosure for External Guarantee
<p>Article 26 The Company shall conscientiously fulfill its obligation to disclose information on external guarantees in compliance with the listing rules of the stock exchanges of the places where the shares of the Company are listed, the Articles of Association, the Information Disclosure Management Measures and other relevant provisions, and shall truthfully provide the certified public accountant with all the external guarantee matters in accordance with the provisions.</p>	<p>Article 26 The Company shall conscientiously fulfill its obligation to disclose information on external guarantees in compliance with the listing rules of the stock exchanges of the places where the shares of the Company are listed, the Articles of Association, the <u>Company's</u> Information Disclosure Management Measures and other relevant provisions, and shall truthfully provide the certified public accountant with all the external guarantee matters in accordance with the provisions.</p>
<p>Article 31 Where a subsidiary of the Company engages in external guarantees as specified in Clause 1 of Article 11 of these rules, the Company shall promptly arrange information disclosure after the relevant resolution is made by the Board or general meetings of the Company.</p>	<p>Article 31 Where a subsidiary of the Company engages in external guarantees as specified in Clause 1 of Article 11 of these rules, the Company shall promptly arrange information disclosure after the relevant resolution is made by the Board <u>board of directors</u> or general meetings of the Company <u>subsidiary</u>.</p>
Chapter 5 Miscellaneous	Chapter 5 Miscellaneous
<p>Article 34 If the Company or a director, supervisor, president (or chief executive officer) and other senior management officer of the Company violates the provisions of these rules and provide a guarantee, the CSRC shall order for remedy and impose punishment in accordance with laws. Where a crime is suspected, the party concerned shall be transferred to the judiciary authorities.</p>	<p>Article 34 If the Company or a director, supervisor, president (or chief executive officer) and other senior management officer of the Company violates the provisions of these rules and provide a guarantee, the CSRC shall order for remedy and impose punishment in accordance with laws. Where a crime is suspected, the party concerned shall be transferred to the judiciary authorities.</p>

APPENDIX VIII PROPOSED AMENDMENTS TO THE EXTERNAL GUARANTEES AND PROVISION OF FINANCIAL ASSISTANCE MANAGEMENT POLICY

Original Articles		Amended Articles	
<p>Article 39 The development of and amendment to these rules shall take effect upon approval by general meetings. Commencing from the effective date of these rules, the original External Guarantee Management Policy of Wuxi AppTec Co., Ltd. shall automatically become invalid.</p>		<p>Article 39 The development of and amendment to these rules shall take effect upon approval by general meetings. Commencing from the effective date of these rules, the original External Guarantee and Provision of Financial Assistance Management Policy of Wuxi AppTec Co., Ltd. shall automatically become invalid.</p>	
Others	<p>The Chinese expression of “股東大會” in the External Guarantees and Provision of Financial Assistance Management Policy is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders’ meeting”.</p>		

Apart from the above amendments and the addition/removal of articles, and the subsequent reordering of articles resulting from such amendments and addition/removal of articles, other articles of the External Guarantees and Provision of Financial Assistance Management Policy remain unchanged.

The full text of the proposed amendments to the External Guarantees and Provision of Financial Assistance Management Policy were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

The proposed amendments to the External Investment Management Policy are as follows:

Original Articles	Amended Articles
Chapter 2 Approval Authority for External Investment	Chapter 2 Approval Authority for External Investment
<p>Article 7 The approval of an external investment by the Company shall be subject to the approval procedures in strict accordance with the authority stipulated by the Company Law and other relevant laws, regulations, normative documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed, and the Articles of Association as well as the Rules of Procedure for General Meetings of WuXi AppTec Co., Ltd., the Rules of Procedures for Board Meetings of WuXi AppTec Co., Ltd. and the Working Rules of the President.</p>	<p>Article 7 The approval of an external investment carried out by the Company shall be subject to the approval relevant procedures in strict accordance with the authority stipulated by the Company Law and other relevant laws, regulations, normative documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed, and the Articles of Association as well as the Rules of Procedure for General Meetings of WuXi AppTec Co., Ltd. (hereinafter referred to as the “Rules of Procedure for General Meetings”), the Rules of Procedures for Board Meetings of WuXi AppTec Co., Ltd. (hereinafter referred to as the “Rules of Procedures for Board Meetings”) and the Working Rules of the Office of the President of WuXi AppTec Co., Ltd. (hereinafter referred to as the “Working Rules of the Office of the President”).</p>

Original Articles	Amended Articles
<p>Article 8 An external investment of the Company meeting one of the following standards shall be considered and approved by the Board of Directors of the Company and disclosed in compliance with the listing rules of the stock exchange where the shares of the Company are listed:</p> <p>(I) the total amount of the assets involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 10% or above of the latest audited total assets of the Company;</p> <p>(II) the net amount of the transaction subject (e.g. equity interest) involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 10% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB10,000,000;</p> <p>(III) the transaction amount (including debts and expenses borne) accounts for 10% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB10,000,000;</p> <p>(IV) the profit from the transaction accounts for 10% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB1,000,000;</p> <p>(V) the related operating income of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 10% or above of the audited operating income of the Company in the latest accounting year, and its absolute amount exceeds RMB10,000,000;</p> <p>(VI) the related net profit of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 10% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB1,000,000;</p>	<p>Article 8 An external investment of the Company meeting one of the following standards shall be considered and approved by the Board of Directors of the Company and disclosed in compliance with the listing rules of the stock exchange where the shares of the Company are listed: <u>General meeting is the ultimate decision-making body in respect of the Company's external investment, and the Board of Directors and the president (or chief executive officer) and relevant functional departments shall make decision on the Company's external investment and manage such external investment, respectively, within the scope of authority determined by the Articles of Association and the Rules of Procedure for General Meetings, the Rules of Procedures for Board Meetings and the Working Rules of the Office of the President.</u></p> <p>For matters not stipulated in the above internal systems and rules of the Company or conflicted with the listing rules of the stock exchange where the shares of the Company are listed, the listing rules of the stock exchange where the shares of the Company are listed shall prevail.</p> <p>(I) the total amount of the assets involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 10% or above of the latest audited total assets of the Company;</p> <p>(II) the net amount of the transaction subject (e.g. equity interest) involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 10% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB10,000,000;</p> <p>(III) the transaction amount (including debts and expenses borne) accounts for 10% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB10,000,000;</p> <p>(IV) the profit from the transaction accounts for 10% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB1,000,000;</p> <p>(V) the related operating income of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 10% or above of the audited operating income of the Company in the latest accounting year, and its absolute amount exceeds RMB10,000,000;</p> <p>(VI) the related net profit of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 10% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB1,000,000;</p>

Original Articles	Amended Articles
<p>(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</p> <ol style="list-style-type: none"> 1. share transactions; 2. discloseable transactions; 3. major transactions; 4. very substantial disposals; 5. very substantial acquisitions; 6. reverse takeovers. <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>	<p>(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</p> <ol style="list-style-type: none"> 1. share transactions; ; 2. discloseable transactions; 3. major transactions; 4. very substantial disposals; 5. very substantial acquisitions; 6. reverse takeovers. <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken. Where the Company's external investment constitutes a related party transaction, it shall be handled in accordance with the approval procedures for related party transactions.</p>
<p>Article 9 An external investment of the Company meeting one of the following standards shall also be submitted to the general meeting for consideration and approval upon consideration and approval by the Board of Directors, except that it is exempted from submitting to the general meeting for approval under the listing rules of the place where the shares of the Company are listed:</p> <p>(I) the total amount of the assets involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 50% or above of the latest audited total assets of the Company;</p> <p>(II) the net amount of the assets (e.g. equity interest) involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 50% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB50,000,000;</p> <p>(III) the transaction amount (including debts and expenses borne) accounts for 50% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB50,000,000;</p>	<p>Article 9 An external investment of the Company meeting one of the following standards shall also be submitted to the general meeting for consideration and approval upon consideration and approval by the Board of Directors, except that it is exempted from submitting to the general meeting for approval under the listing rules of the place where the shares of the Company are listed:</p> <p>(I) the total amount of the assets involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 50% or above of the latest audited total assets of the Company;</p> <p>(II) the net amount of the assets (e.g. equity interest) involved in transaction (the higher of the book value and assessed value as the case may be) accounts for 50% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB50,000,000;</p> <p>(III) the transaction amount (including debts and expenses borne) accounts for 50% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB50,000,000;</p>

Original Articles	Amended Articles
<p>(IV) the profit from the transaction accounts for 50% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB5,000,000;</p> <p>(V) the related operating income of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 50% or above of the audited operating income of the Company in the latest accounting year, and its absolute amount exceeds RMB50,000,000;</p> <p>(VI) the related net profit of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 50% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB5,000,000;</p> <p>(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</p> <ol style="list-style-type: none"> 1. major transactions; 2. very substantial disposals 3. very substantial acquisitions; 4. reverse takeovers. <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>	<p>(IV) the profit from the transaction accounts for 50% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB5,000,000;</p> <p>(V) the related operating income of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 50% or above of the audited operating income of the Company in the latest accounting year, and its absolute amount exceeds RMB50,000,000;</p> <p>(VI) the related net profit of the transaction subject (e.g. equity interest) in the latest accounting year accounts for 50% or above of the audited net profit of the Company in the latest accounting year, and its absolute amount exceeds RMB5,000,000;</p> <p>(VII) transactions meeting the following criteria according to the definitions and relevant calculation methods under the Hong Kong Listing Rules:</p> <ol style="list-style-type: none"> 1. major transactions; 2. very substantial disposals 3. very substantial acquisitions; 4. reverse takeovers. <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>
<p>Article 10 If the amount of the Company's external investment fails to reach the standards stipulated in the preceding two articles, the Board shall authorize the president (or chief executive officer) to review and approve. Where the amount of investment made by subsidiary of the Company fails to reach the standards stipulated in the preceding two articles, the subsidiary shall perform their own internal decision-making procedures in accordance with their articles of association and submit to the president (or chief executive officer) of the Company for approval.</p>	<p>Article 109 If the amount of the Company's external investment fails to reach the standards which are required to be submitted to the Board for consideration as stipulated in the preceding two articles <u>Articles of Association, the Rules of Procedure for General Meetings, the Rules of Procedures for Board Meetings and the listing rules of the stock exchange where the shares of the Company are listed, the Board shall authorize the president (or chief executive officer) to review and approve. Where the amount of investment made by subsidiary of the Company fails to reach the standards stipulated in the preceding two articles, the subsidiary shall perform their own internal decision-making procedures in accordance with their articles of association and submit to the president (or chief executive officer) of the Company for approval.</u></p>

Original Articles	Amended Articles
<p>Article 11 Unless otherwise required and specified by the policy, the amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in the sections regarding “Material Transactions” under the SSE Listing Rules or Chapter 14 of the Hong Kong Listing Rules, as applicable.</p>	<p>Article 11 Unless otherwise required and specified by the policy, the amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in the sections regarding “Material Transactions” under the SSE Listing Rules or Chapter 14 of the Hong Kong Listing Rules, as applicable.</p>
<p>Article 12 Where the Company’s external investment constitutes a related party transaction, it shall be handled in accordance with the approval procedures for related party transactions.</p>	<p>Article 12 Where the Company’s external investment constitutes a related party transaction, it shall be handled in accordance with the approval procedures for related party transactions.</p>
<p>Article 13 Implementation of securities investments, entrusted wealth management or derivative product investments of the Company shall be subject to consideration and approval as stipulated under this article. If consideration procedures and disclosure obligations for each investment transaction are made impossible due to transaction frequency and schedule and other requirements, the Company shall report its reasonable estimate of the investment scope, amount and duration, and the expected proportion of the net assets based on the estimated credit facilities of entrusted wealth management, so as to obtain approval at each level in accordance with the policy.</p> <p>If the Company conducts an entrusted wealth management, it shall choose a qualified professional wealth management institution with good credit status and financial status, no poor credit record and with strong profitability as the trustee, and enter into a written contract with the trustee to specify the amount, duration, investment types, rights and obligations as well as legal responsibilities of both parties of the entrusted wealth management.</p> <p>The financial department of the Company shall track the progress and safety of the funds of the entrusted wealth management, and shall promptly report to the Board of Directors if irregularities are identified in order to enable the Board of Directors to take immediate measures to effectively collect funds, avoid or reduce losses and make disclosure in accordance to the listing rules of the place where the shares of the Company are listed (if necessary).</p> <p>The investment of idle proceeds in wealth management products shall be subject to the Administrative Measures of Proceeds of WuXi AppTec Co., Ltd.</p>	<p>Article 1310 Implementation of securities investments, entrusted wealth management or derivative product investments of the Company shall be subject to consideration and approval as stipulated under this article. If consideration procedures and disclosure obligations for each investment transaction are made impossible due to transaction frequency and schedule and other requirements, the Company shall report its make reasonable estimates of on the investment scope, amount and duration, and the expected proportion of the net assets based on the estimated credit facilities of entrusted wealth management, so as to obtain approval at each level <u>seek approval for authority</u> in accordance with the policy.</p> <p>If the Company conducts an entrusted wealth management, it shall choose a qualified professional wealth management institution with good credit status and financial status, no poor credit record and with strong profitability as the trustee, and enter into a written contract with the trustee to specify the amount, duration, investment types, rights and obligations as well as legal responsibilities of both parties of the entrusted wealth management.</p> <p>The financial department of the Company shall track the progress and safety of the funds of the entrusted wealth management, and shall promptly report to the Board of Directors if irregularities are identified in order to enable the Board of Directors to take immediate measures to effectively collect funds, avoid or reduce losses and make disclosure in accordance to the listing rules of the place where the shares of the Company are listed (if necessary).</p> <p>The investment of idle proceeds in wealth management products shall be subject to the Administrative Measures of Proceeds of WuXi AppTec Co., Ltd.</p>

Original Articles	Amended Articles
Chapter 3 Organizational Bodies for External Investments	Chapter 3 Organizational Bodies for External Investments
Article 14 The general meeting, the Board and the president (or chief executive officer) of the Company shall be the decision-making bodies of the Company for external investment, and shall make decision on external investments of the Company within the scope of their respective authority. No other departments or individuals shall have the power to make decision on external investment.	Article 1411 The general meeting, the Board and the president (or chief executive officer) of the Company shall be the decision-making bodies of the Company for external investment, and shall make decision on external investments of the Company within the scope of their respective authority. No other departments or individuals shall have the power to make decision on external investment.
Article 15 The chief global investment officer of the Company is the person in charge of transactions. His/her responsibilities shall include evaluation of equity investment projects, and putting forward investment proposals. He/she shall also report the investment progress to the president (or chief executive officer) in a timely manner. The chief financial officer is the person in charge of non-equity transactions. His/her responsibilities shall include evaluation of investment projects of non-equity transactions and putting forward investment proposals. He/she shall also report the investment progress to the president (or chief executive officer) in a timely manner.	Article 1512 The chief global investment officer chief financial officer of The Company is the person in charge of external investment. His/her <u>main</u> responsibilities shall include evaluation of equity investment projects, and putting forward investment proposals. He/she shall also report the investment progress to the president (or chief executive officer) in a timely manner. The chief financial officer is the person in charge of non-equity transactions. His/her responsibilities shall include evaluation of investment projects of non-equity transactions and putting forward investment proposals. He/she shall also report the investment progress to the president (or chief executive officer) in a timely manner.
Article 16 The strategic investment department shall be the executive department of equity investment projects. The financial department of the Company shall be the executive department of non-equity investment projects. These executive departments shall be responsible for information collection, feasibility assessment and approval, leading the implementation, tracking and coordination, participation in the audit, termination settlement and handover and post-evaluation and conclusion of the investment projects.	Article 1613 The strategic investment department shall be the executive department of equity investment projects. The financial department of the Company shall be the executive department of non-equity investment projects. The external investment projects shall be executed by the relevant departments of the Company as authorized by the president (or chief executive officer). These executive departments shall be responsible for information collection, feasibility assessment and approval, leading the implementation, tracking and coordination, participation in the audit, termination settlement and handover and post-evaluation and conclusion of the investment projects.
Article 20 The internal audit department of the Company shall supervise the entire process of investment projects in accordance with its duties, and shall be responsible for pre-investment benefit audits and periodic audits of investment projects.	Article 2017 The internal audit <u>department body</u> of the Company shall <u>conduct semi-annual reviews</u> supervise the entire process of significant investment projects in accordance with its duties, and shall be responsible for pre-investment benefit audits and issue review reports to the Audit Committee of investment projects.
Article 21 The president (or chief executive officer) shall review and evaluate project plans or analysis reports and decide whether to organize and implement or submit the same to the Board or the general meeting for approval and implementation.	Article 2118 The president (or chief executive officer) shall review and evaluate project plans or analysis reports and decide whether to organize and implement or submit the same to the Board or the general meeting for approval <u>(if necessary)</u> and implementation.
Chapter 4 The External Investment Management	Chapter 4 The External Investment Management
Article 23 The financial department shall collect invoices related to the investments at the end of each month and shall be responsible for registration and recording of the external investments in terms of type, quantity, unit price, accrued interests and date of purchase of in a timely manner, and conduct relevant accounting treatment.	Article 2320 The financial department shall collect invoices related to the investments at the end of each month and shall be responsible for registration and recording of the external investments in terms of type, quantity, unit price, accrued interests and date of purchase of in a timely manner, and conduct relevant accounting treatment.

Original Articles	Amended Articles
<p>Article 24 The Company shall establish stringent securities investment management procedures. The financial department shall be responsible for the opening of securities investment accounts and the transfer of funds, and the strategic investment department shall be responsible for the decision-making and implementation of securities investment. The securities investment operators shall be independent from the fund and financial management personnel, and shall be mutually restricted. No one shall have access to the investment assets alone.</p>	<p>Article 2421 The Company shall establish stringent securities investment management procedures. The financial department shall be responsible for the opening of securities investment accounts and the transfer of funds, and the <u>strategic investment relevant department authorized by the president (or chief executive officer)</u> shall be responsible for the decision-making and implementation of securities investment. The securities investment operators shall be independent from the fund and financial management personnel, and shall be mutually restricted. No one shall have access to the investment assets alone.</p>
<p>Article 25 Short-term marketable securities purchased by the Company must be recorded under the Company's name on the date of purchase.</p>	<p>Article 2522 Short-term marketable securities purchased by the Company must be recorded under the Company's name <u>on the date of purchase in a timely manner and reflected in the correct accounting period.</u></p>
<p>Article 28 Equity investment procedures of the Company are as follows:</p> <p>(I) The strategic investment department of the Company shall determine the purpose of investment and inspect the investment environment;</p> <p>(II) The strategic investment department of the Company shall prepare a letter of intent for investment (project proposal) based on thorough investigation and research;</p> <p>(III) The strategic investment department of the Company shall prepare the feasibility study report (report on decision making) on the investment project and submit it to the investment decision committee of the Company;</p> <p>(IV) Filing requirements shall be fulfilled in accordance with the procedures set forth in the policy;</p> <p>(V) The strategic investment department of the Company shall be responsible for the operation, post-investment management and divestment of projects.</p>	<p>Article 2825 Equity investment procedures of the Company are as follows:</p> <p>(I) <u>The strategic investment department of the Company executive department authorized by the president (or chief executive officer)</u> shall determine the purpose of investment and inspect the investment environment;</p> <p>(II) <u>The strategic investment department of the Company executive department authorized by the president (or chief executive officer)</u> shall prepare a letter of intent for investment (project proposal) based on thorough investigation and research;</p> <p>(III) <u>The strategic investment department of the Company executive department authorized by the president (or chief executive officer)</u> shall prepare the feasibility study report (report on decision making) on the investment project and submit it to the <u>investment decision committee president (or chief executive officer) of the Company or the internal decision institution authorized by him/her;</u></p> <p>(IV) Filing requirements shall be fulfilled in accordance with the procedures set forth in the policy;</p> <p>(V) <u>The strategic investment department of the Company executive department authorized by the president (or chief executive officer)</u> shall be responsible for the operation, post-investment management and divestment of projects.</p>
<p>Article 30 The financial department and strategic investment department of the Company shall be responsible for the coordination of authorized departments and personnel to contribute cash, tangible goods or intangible assets pursuant to the investment contracts or agreements; where contribution is made in tangible goods, it shall go through the handover procedures and obtain the consent from the departments which use and manage the tangible goods.</p>	<p>Article 3027 The financial department and <u>strategic investment department of the Company executive department authorized by the president (or chief executive officer)</u> shall be responsible for the coordination of authorized departments and personnel to contribute cash, tangible goods or intangible assets pursuant to the investment contracts or agreements; where contribution is made in tangible goods, it shall go through the handover procedures and obtain the consent from the departments which use and manage the tangible goods.</p>

Original Articles	Amended Articles
<p>Article 32 For an investment project that is required by Article 9 to be submitted to the general meeting for consideration, if the subject of the transaction is equity, the Company shall employ an accounting firm to audit the financial and accounting reports of the subject of the transaction for the most recent year, and the closing date for audit shall not be more than six months from the date of the general meeting. If the subject of the transaction is an asset other than equity, the Company shall employ an asset appraisal institution to conduct an appraisal, and the benchmark date for appraisal shall not be more than one year from the date of holding the general meeting. If the transaction meets the requirements for the preparation of an accountant's report under the Hong Kong Listing Rules, an accountant report shall be prepared as stipulated.</p>	<p>Article 3229 For an investment project that is required by Article 9 to be submitted to the general meeting for consideration, if the subject of the transaction is equity, the Company shall employ an accounting firm to audit the financial and accounting reports of the subject of the transaction for the most recent year, and the closing date for audit shall not be more than six months from the date of the general meeting. If the subject of the transaction is an asset other than equity, the Company shall employ an asset appraisal institution to conduct an appraisal, and the benchmark date for appraisal shall not be more than one year from the date of holding the general meeting required to employ an accounting firm to conduct the audit or an asset appraisal institution to conduct an appraisal in accordance with the SSE Listing Rules, the finance department shall organize relevant audit and evaluation in accordance with the SSE Listing Rules before submitting for approval level by level. If the transaction meets the requirements for the preparation of an accountant's report under the Hong Kong Listing Rules, an accountant report shall be prepared as stipulated.</p>
<p>Article 33 The supervisory committee of the Company shall, in accordance with their respective responsibilities, supervise the investment projects, promptly provide corrective opinions for any violations, and submit special reports on major issues for discussion and handling by the investment approval authority.</p>	<p>Article 3330 The supervisory committee of the Company audit committee of the Board shall, in accordance with their respective responsibilities, supervise the investment projects, promptly provide corrective opinions for any violations, and submit special reports on major issues for discussion and handling by the investment approval authority <u>superintend the internal audit institution of the Company to regularly inspect the implementation of the Company's external investments in accordance with the laws, regulations and the securities regulatory rules of the place where the shares of the Company are listed. The audit committee shall timely report any non-compliance or non-standard operation as it identified to the stock exchange where the shares of the Company are listed (if applicable).</u></p>
<p>Chapter 5 Transfer and Recovery of External Investments</p>	<p>Chapter 5 Transfer and Recovery of External Investments</p>
<p>Article 38 The procedures and authority for approving the disposal of external investments shall be the same as those for approving the implementation of external investments.</p>	<p>Article 3835 The procedures and authority for approving the disposal of external investments shall be the same as those for approving the implementation of external investments.</p>
<p>Article 39 The finance department of the Company shall be responsible for conducting asset valuation for the recovery and transfer of investments, so as to prevent any loss of the Company's assets.</p>	<p>Article 3936 The finance department of the Company shall be responsible For conducting asset valuation for the recovery and transfer of investments, <u>so as to prevent any loss of the Company's assets promptly reporting to the management of the Company for the decision-making and handling accounts properly.</u></p>

Original Articles	Amended Articles
Chapter 6 Personnel Management of External Investment	Chapter 6 Personnel Management of External Investment
<p>Article 40 Upon the implementation of external investment project of the Company, representatives of stakeholders, such as shareholders representatives, directors and supervisors, financial officer or other senior management, who have been elected through statutory procedures or engaged by the investee shall be dispatched to the investee when necessary to participate in, and supervise, the operation decision of the newly established companies, in order to monitor and manage the investment project and keep abreast of the financial position and operation condition of the investee. In case of irregularities, the representatives of stakeholders shall promptly report to the global chief investment officer and the investment decision committee and take relevant measures.</p>	<p>Article 4037 Upon the implementation of external investment project of the Company, representatives of stakeholders, such as shareholders representatives, directors and supervisors, financial officer or other senior management, who have been elected through statutory procedures or engaged by the investee shall be dispatched to the investee when necessary to participate in, and supervise, the operation decision of the newly established companies, in order to monitor and manage the investment project and keep abreast of the financial position and operation condition of the investee. In case of irregularities, the representatives of stakeholders shall promptly report to the <u>global chief investment financial officer or the decision institution authorized by the president (or chief executive officer)</u> and the investment decision committee and take relevant measures.</p>
Chapter 7 Financial Management and Audit of External Investments	Chapter 7 Financial Management and Audit of External Investments
<p>Article 43 The finance department of the Company shall maintain comprehensive and complete financial records of the Company's external investment activities, carry out detailed accounting, establish separate subsidiary ledgers for each investment project, and record relevant information in detail. The accounting policies, accounting estimates, and changes adopted in accounting and financial management shall comply with the enterprise financial accounting system and its relevant regulations.</p>	<p>Article 4340 The finance department of the Company shall maintain comprehensive and complete financial records of the Company's external investment activities, carry out detailed accounting, establish separate subsidiary ledgers for each investment project, and record relevant information in detail. The accounting policies, accounting estimates, and changes adopted in accounting and financial management shall comply with the enterprise financial accounting system and its relevant regulations.</p>
<p>Article 44 The financial management of long-term external investments shall be the responsibility of the finance department of the Company. The finance department shall, based on the need for analysis and management, obtain financial reports from the investee entities in order to analyze their financial conditions, safeguard the Company's rights and interests, and ensure that the Company's interests are not harmed.</p>	<p>Article 4441 The financial management of For long-term external investments shall be the responsibility of the finance department of the Company. The the finance department shall, based on the need for analysis and management, obtain financial reports from the investee entities in order to analyze their financial conditions, safeguard the Company's rights and interests, and ensure that the Company's interests are not harmed.</p>
Chapter 8 Reporting of Significant Matters and Information Disclosure	Chapter 8 Reporting of Significant Matters and Information Disclosure
<p>Article 46 Subsidiaries shall promptly report the following material matters to the global chief financial officer and the global chief investment officer of the Company:</p> <p>(i) acquisition and sale of assets;</p> <p>(ii) material litigations and arbitrations;</p> <p>(iii) conclusion, change and termination of important contracts (borrowing, entrusting and entrustment of operation, entrustment of financial management, gifting, contracting and leasing, etc.);</p> <p>(iv) large dishonored bank payments;</p>	<p>Article 46 Subsidiaries shall promptly report the following material matters to the global chief financial officer and the global chief investment officer of the Company:</p> <p>(i) acquisition and sale of assets;</p> <p>(ii) material litigations and arbitrations;</p> <p>(iii) conclusion, change and termination of important contracts (borrowing, entrusting and entrustment of operation, entrustment of financial management, gifting, contracting and leasing, etc.);</p> <p>(iv) large dishonored bank payments;</p>

Original Articles	Amended Articles
(v) significant operating or non-operating losses; (vi) significant losses; (vii) significant administrative penalties; (viii) other matters as stipulated in the laws, regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association.	(v) significant operating or non-operating losses; (vi) significant losses; (vii) significant administrative penalties; (viii) other matters as stipulated in the laws, regulations, the listing rules of the stock exchange where the shares of the Company are listed and the Articles of Association.
Article 47 Subsidiaries shall report material matters to the person in charge and competent departments and shall be responsible for the communication between the subsidiaries and the global chief financial officer, the global chief investment officer and the office of the Board of Directors of the Company.	Article 4743 Subsidiaries shall report material matters to the person in charge and competent departments and shall be responsible for the communication between the subsidiaries and the global chief financial officer, the global chief investment officer and the office of the Board of Directors of the Company.
Article 48 The subsidiaries are required to fulfill basic obligations of information disclosure in accordance with relevant provisions of the Information Disclosure Management System, the Rules of Internal Reporting of Material Information and Administration Measures for Subsidiaries of the Company, and the information provided by the subsidiaries shall be true, accurate, complete and reported to the Board of the Company in the first instance to enable timely external disclosure by the secretary to the Board and the company secretary.	Article 4844 The subsidiaries are required to fulfill basic obligations of information disclosure in accordance with relevant provisions of the Information Disclosure Management System, the Rules of Internal Reporting of Material Information and Administration Measures for Subsidiaries of the Company, and the information provided by the subsidiaries shall be true, accurate, complete and reported to the Board of the Company in the first instance in accordance with above-mentioned requirements to enable timely performance of necessary consideration procedure or external disclosure by the secretary to the Board and the company secretary.
Chapter 9 Supplementary Provisions	Chapter 9 Supplementary Provisions
Article 52 The policy shall be prepared by the Board and amendments to it shall be proposed by the Board for consideration and approval at a general meeting.	Article 52 The policy shall be prepared by the Board and amendments to it shall be proposed by the Board for consideration and approval at a general meeting.
Article 54 Upon consideration and approval at the general meeting of the Company, the policy shall come into effect. From the effective date of the policy, the former Management Policy of External Investment of WuXi AppTec Co., Ltd. shall automatically go out of effect.	Article 5449 Upon consideration and approval at the general meeting of the Company, the policy shall come into effect. <u>The subsequent amendments to the policy shall be subject to consideration and decision-making by the Board.</u> From the effective date of the policy, the former Management Policy of External Investment of WuXi AppTec Co., Ltd. shall automatically go out of effect.
Others	The Chinese expression of “股東大會” in the External Investment Management Policy is uniformly changed to “股東會” and the respective English expression remains unchanged as “shareholders’ meeting”.

Apart from the above amendments and the addition/removal of articles, and the subsequent reordering of articles resulting from such amendments and addition/removal of articles, other articles of the External Investment Management Policy remain unchanged.

The full text of the proposed amendments to the External Investment Management Policy were prepared in the Chinese language. In the event of any discrepancy between the English translation and the Chinese version, the Chinese version shall prevail.

NOTICE OF THE EGM



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 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the extraordinary general meeting (the “EGM”) 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 Renaissance Shanghai Pudong Hotel, 719 Yingchun Road, Pudong New Area, Shanghai, China on Tuesday, September 23, 2025 at 2:30 p.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalized terms and used herein shall have the same meanings as defined in the Company’s circular dated September 3, 2025 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. To consider and approve the proposed amendments to the Work Policies of the Independent Directors.
2. To consider and approve the proposed amendments to the Rules for the Implementation of Cumulative Voting.
3. To consider and approve the proposed amendments to the Management Measures on Raised Funds.
4. To consider and approve the proposed amendments to the Connected Transactions Management Policy.
5. To consider and approve the proposed amendments to the External Guarantees and Provision of Financial Assistance Management Policy.
6. To consider and approve the proposed amendments to the External Investment Management Policy.
7. To consider and approve the proposed authorization to the Investment Department of the Company to dispose trading shares of listed companies held by the Company.

NOTICE OF THE EGM

SPECIAL RESOLUTIONS

8. To consider and approve the proposed cancellation of Supervisory Committee, proposed change of registered capital of the Company and the Proposed Amendments to the Articles of Association.
9. To consider and approve the proposed amendments to the Rules of Procedure for Shareholders' Meetings.
10. To consider and approve the proposed amendments to the Rules of Procedure for Board Meetings.

Details of the above resolutions proposed at the EGM 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).

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

Hong Kong, September 3, 2025

As of the date of this notice, the Board comprises Dr. Ge Li, Dr. Minzhang Chen, Dr. Steve Qing Yang and Mr. Zhaohui Zhang as executive Directors, Mr. Xiaomeng Tong and Dr. Yibing Wu as non-executive Directors and Ms. Christine Shaohua Lu-Wong, Dr. Wei Yu, Dr. Xin Zhang, Ms. Zhiling Zhan and Mr. Xuesong Leng as independent non-executive Directors.

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.

NOTICE OF THE EGM

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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 2:30 p.m. on Monday, September 22, 2025 (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 Thursday, September 18, 2025 to Tuesday, September 23, 2025, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, September 17, 2025. In order to be eligible to attend and vote at the meeting, the Bondholders have been notified separately in advance that they shall exercise the conversion rights attaching to the Bonds no later than 11:30 a.m. (Beijing time) on Thursday, August 21, 2025. H Shareholders whose names appear on the register of members of the Company on Thursday, September 18, 2025 will be entitled to attend and vote at the EGM.
5. References to time and dates in this notice are to Hong Kong time and dates.
6. In addition, the Company encourages the Shareholders to exercise their right to vote at the EGM by appointing the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the meeting in person, by completing and returning the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.

* *For identification purpose only*