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

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

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WUXI APPTEC CO., LTD.* 無錫藥明康德新藥開發股份有限公司

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

(Stock Code: 2359)

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021;
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021;
- (3) FINANCIAL REPORT FOR THE YEAR 2021;
- (4) PROPOSED 2021 PROFIT DISTRIBUTION PLAN;
- (5) PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES;
- (6) PROPOSED ELECTION OF EXECUTIVE DIRECTOR;
- (7) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022;
- (8) PROPOSED GRANTING OF GENERAL MANDATE TO
ISSUE A SHARES AND/OR H SHARES;
- (9) PROPOSED GRANTING OF REPURCHASE MANDATE TO
REPURCHASE A SHARES AND/OR H SHARES;
- (10) PROPOSED INCREASE OF REGISTERED CAPITAL;
- (11) PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION;
- (12) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS' MEETINGS;
- (13) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR BOARD MEETINGS;
- (14) PROPOSED AMENDMENTS TO THE EXTERNAL
INVESTMENT MANAGEMENT POLICY ;
- (15) PROPOSED AMENDMENTS TO THE CONNECTED
TRANSACTIONS MANAGEMENT POLICY;
- (16) PROPOSED AMENDMENTS TO THE EXTERNAL GUARANTEES POLICY;
- (17) PROPOSED CHANGE IN USE OF PROCEEDS FROM THE A SHARE LISTING FOR
AN INVESTMENT PROJECT;
- (18) PROPOSED USE OF SURPLUS NET PROCEEDS FROM THE A SHARE LISTING AND
THE NON-PUBLIC ISSUANCE OF A SHARES TO PERMANENTLY REPLENISH WORKING
CAPITAL OF THE COMPANY SUBSEQUENT TO COMPLETION OF PART OF
THE INVESTMENT PROJECTS;
- (19) PROPOSED FOREIGN EXCHANGE HEDGING LIMIT;
- (20) PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND
OFFSHORE DEBT FINANCING INSTRUMENTS; AND
- (21) NOTICE OF 2021 AGM AND 2022 FIRST H SHARE CLASS MEETING

The notice convening the 2021 AGM and the notice convening the H Share Class Meeting to be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, May 6, 2022 at 2:00 p.m. are set out in this circular.

Whether or not you are able to attend the 2021 AGM and/or the H Share Class Meeting, please complete and sign the enclosed form of proxy for use at the 2021 AGM and/or the H Share Class Meeting in accordance with the instructions printed thereon and return it to the H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the 2021 AGM and/or the H Share Class Meeting (i.e. not later than 2:00 p.m. on Thursday, May 5, 2022 (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 2021 AGM and/or the H Share Class Meeting if they so wish.

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

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

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PRECAUTIONARY MEASURES FOR THE 2021 AGM AND THE H SHARE CLASS MEETING

The health of the Shareholders, staff and stakeholders of the Company is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the 2021 AGM and the H Share Class Meeting:

- (a) Attendees who choose to attend physically should, in advance, pay attention to and observe the regulations and requirements of Shanghai during the pandemic control period in relation to, among other things, health conditions declaration, isolation and observation. Attendees should also ensure their body temperatures are normal and they have no symptoms such as respiratory tract discomfort.
- (b) Compulsory body temperature checks will be conducted for every attendee.
- (c) Every attendee must wear a surgical face mask and observe other self-protection measures throughout the 2021 AGM and the H Share Class Meeting.
- (d) Examine the Travel Code and COVID-19 RT-PCR test report of the attendees if needed.
- (e) Attendees who cannot fulfill the then applicable regulations and requirements in relation to pandemic control will not be able to access the venue of the 2021 AGM and the H Share Class Meeting. They can exercise their right to vote at the 2021 AGM and the H Share Class Meeting by proxy.

In addition, the Company would like to remind all attending Shareholders that physical attendance in person at the 2021 AGM and the H Share Class Meeting is not necessary for the purpose of exercising voting rights. The Company encourages the Shareholders to exercise their right to vote at the 2021 AGM and the H Share Class Meeting by appointing the chairman of the 2021 AGM and the H Share Class Meeting as their proxy to vote on the relevant resolutions at the 2021 AGM and the H Share Class Meeting instead of attending the meeting in person, by completing and returning the enclosed form of proxy for use at the 2021 AGM and/or the H Share Class Meeting in accordance with the instructions printed thereon.

Subject to the development of COVID-19 and with reference to the pandemic control measures as applicable from time to time, the Company may implement further changes to the arrangement of the 2021 AGM and the H Share Class Meeting (including but not limited to conducting the 2021 AGM and the H Share Class Meeting via electronic means), and may issue further announcement(s) in this regard as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the 2021 Profit Distribution, which is subject to Shareholders' approval of the 2021 Profit Distribution Plan at the 2021 AGM, as set forth below is indicative only and has been prepared on the assumption that all conditions of the 2021 Profit Distribution will be fulfilled. Any consequential changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

Last day of dealings in H Shares on a cum-entitlement basis Friday, May 27, 2022

Latest time for the Bondholders to exercise the conversion rights
attaching to the Bonds for entitlement to the 2021 Profit
Distribution 5:30 p.m., Friday,
May 27, 2022

First day of dealings in H Shares on an ex-entitlement basis Monday, May 30, 2022

Latest time for lodging transfer documents of H Shares for
entitlement to the 2021 Profit Distribution 4:30 p.m., Tuesday,
May 31, 2022

Book closure period for determining H Shareholders' entitlement
to the 2021 Profit Distribution^(Note 2) Wednesday, June 1, 2022 to
Wednesday, June 8, 2022^(Note 3)

Record date for determining H Shareholders' entitlement
to the 2021 Profit Distribution Wednesday, June 8, 2022

Register of H Shareholders of the Company reopens Thursday, June 9, 2022

Notes:

1. If there is a tropical cyclone warning signal number 8 or above, or a black rainstorm warning:
 - (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon, the latest time for lodging transfer documents will remain at 4:30 p.m. on the same Business Day;
 - (b) in force in Hong Kong at any local time between 12:00 noon and 4:30 p.m., the latest time for lodging transfer documents will be rescheduled to 4:30 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.
2. Both days inclusive.

DEFINITIONS

“2018 A Share Incentive Plan”	the share incentive scheme adopted by the Company on August 22, 2018, the principal terms of which are summarized in the Prospectus in “Appendix VI — Statutory and General Information — 2. Further Information about our Business — B. Share Incentive Schemes — (A) 2018 WuXi AppTec A Share Incentive Scheme”
“2019 A Share Incentive Plan”	2019 Restricted A Shares and Stock Option Incentive Plan of the Company adopted on September 22, 2019, the details of which are disclosed in the circular of the Company dated August 5, 2019
“2019 AGM”	the annual general meeting of the Company held on Friday, May 15, 2020, at which the Shareholders approved, among others, the payment of the 2019 Profit Distribution and the 2019 Capitalization of Reserve
“2019 Capitalization of Reserve”	the issuance of 4 2019 Capitalization Shares for every 10 Shares by way of capitalization of reserve under the 2019 Profit Distribution Plan
“2019 Capitalization Shares”	the new Shares to be allotted and issued under the 2019 Capitalization of Reserve by the Company
“2019 Profit Distribution”	the proposed distribution of cash dividend of RMB3.37 for every 10 Shares (inclusive of tax) under the 2019 Profit Distribution Plan
“2019 Profit Distribution Plan”	the profit distribution plan of the Company for the year ended December 31, 2019 including which includes the 2019 Capitalization of Reserve and the 2019 Profit Distribution
“2020 AGM”	the annual general meeting of the Company held on Thursday, May 13, 2021, at which the Shareholders approved, among others, the payment of the 2020 Profit Distribution and the 2020 Capitalization of Reserve

DEFINITIONS

“2020 Capitalization of Reserve”	the issuance of 2 2020 Capitalization Shares for every 10 Shares by way of capitalization of reserve under the 2020 Profit Distribution Plan
“2020 Capitalization Shares”	the new Shares to be allotted and issued under the 2020 Capitalization of Reserve by the Company
“2020 Profit Distribution”	the proposed distribution of cash dividend of RMB3.63 for every 10 Shares (inclusive of tax) under the 2020 Profit Distribution Plan
“2020 Profit Distribution Plan”	the profit distribution plan of the Company for the year ended December 31, 2020 which includes the 2020 Capitalization of Reserve and the 2020 Profit Distribution
“2021 AGM”	the annual general meeting of the Company to be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, May 6, 2022 at 2:00 p.m., to consider and, if appropriate, approve the resolutions contained in the notice of the meeting which are set out on pages AGM-1 to AGM-9 of this circular, or any adjournment thereof
“2021 Profit Distribution”	the proposed distribution of cash dividend of RMB5.1740 for every 10 Shares (inclusive of tax) under the 2021 Profit Distribution Plan
“2021 Profit Distribution Plan”	the profit distribution plan of the Company for the year ended December 31, 2021 which includes the 2021 Profit Distribution
“A Shareholder(s)”	the holder(s) of A Shares
“A Share(s)”	ordinary share(s) of the Company with nominal value of RMB1.00 each listed on the Shanghai Stock Exchange
“A Share Class Meeting”	the first A Share class meeting of the Company in 2022

DEFINITIONS

“A Share Listing”	the initial public offering of the A Shares on the Shanghai Stock Exchange on May 8, 2018
“A Share Prospectus”	the prospectus issued by the Company under the A Share Listing
“Articles of Association”	the articles of association of the Company currently in force
“Board” or “Board of Directors”	the board of Directors of the Company
“Bondholder(s)”	holder(s) of the Bonds
“Bonds”	the US\$300 million zero coupon convertible bonds due 2024 convertible at the option of the holder thereof into fully paid ordinary H Shares of the Company of par value RMB1.00 each at the adjusted Conversion Price of HK\$66.17 per H Share and which are listed on the Stock Exchange (Bond name: WXAT B2409; Bond Stock Code: 6015)
“CCASS”	Central Clearing and Settlement System
“Class Meetings”	the A Share Class Meeting and H Share Class Meeting
“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 Transactions Management Policy”	the connected transactions management policy of the Company
“Conversion Price”	the price per Conversion Share (subject to adjustments) at which the Bonds may be converted into H Shares
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company

DEFINITIONS

“External Guarantees Policy”	the external guarantees policy of the Company
“External investment management policy”	the external investment management policy of the Company
“Founding Individuals”	Dr. Ge Li, Mr. Xiaozhong Liu, Mr. Zhaohui Zhang and Dr. Ning Zhao
“General Mandate”	an unconditional and general mandate proposed to be granted to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the total number of issued A Shares and/or H Shares as at the date of passing of the proposed special resolution contained in item 18 of the notice of the 2021 AGM
“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 Class Meeting”	the first H Share class meeting of the Company of 2022 to be held on Friday, May 6, 2022 after the conclusion of the AGM and the A Share Class Meeting to consider and, if appropriate, approve the resolution contained in the notice of meeting which are set out on pages HCM-1 to HCM-5 of this circular, or any adjournment thereof
“H Share Registrar”	Tricor Investor Services Limited, the H Share registrar of the Company
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$” or “Hong Kong Dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	Friday, March 25, 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Non-public Issuance of A Shares”	the non-public issuance of 62,690,290 A Shares by the Company to specific subscribers
“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
“Prospectus”	the prospectus of the Company dated December 3, 2018
“Rules of Procedure for Board Meetings”	the rules of procedure for Board meetings of the Company
“Rules of Procedure for Shareholders’ Meetings”	the rules of procedure for Shareholders’ meetings of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors as set out in item 19 of the notice of the 2021 AGM and item 1 of the notice of the H Share Class Meeting
“Restricted A Share(s)”	the restricted A Shares granted by the Company under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan
“RMB”	Renminbi, the lawful currency of the PRC

DEFINITIONS

“Shanghai Listing Rules”	the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange
“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)
“Shareholder(s)”	holder(s) of Share(s)
“Supervisor(s)”	member(s) of the Supervisory Committee
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission as amended from time to time
“Terms and Conditions”	the terms and conditions of the Bonds
“Trustee”	The Hongkong and Shanghai Banking Corporation Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“WuXi STA”	Shanghai SynTheAll Pharmaceutical Co., Ltd.* (上海合全藥業股份有限公司), a limited liability company incorporated under the laws of the PRC

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.

LETTER FROM THE BOARD



WUXI APPTEC CO., LTD.* 無錫藥明康德新藥開發股份有限公司

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

(Stock Code: 2359)

Executive Directors:

Dr. Ge Li (Chairman)
Mr. Edward Hu
Dr. Steve Qing Yang
Mr. Zhaohui Zhang
Dr. Ning Zhao

Non-executive Directors:

Mr. Xiaomeng Tong
Dr. Yibing Wu

Independent Non-executive Directors:

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

Registered Office:

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

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

288 Fute Zhong Road
Waigaoqiao Free Trade Zone
Shanghai
PRC

*Principal Place of Business
in Hong Kong:*

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

March 31, 2022

To the Shareholders

Dear Sir/Madam,

- (1) WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021;
- (2) WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021;
- (3) FINANCIAL REPORT FOR THE YEAR 2021;
- (4) PROPOSED 2021 PROFIT DISTRIBUTION PLAN;
- (5) PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES;
- (6) PROPOSED ELECTION OF EXECUTIVE DIRECTOR;
- (7) PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022;
- (8) PROPOSED GRANTING OF GENERAL MANDATE TO
ISSUE A SHARES AND/OR H SHARES;
- (9) PROPOSED GRANTING OF REPURCHASE MANDATE TO
REPURCHASE A SHARES AND/OR H SHARES;
- (10) PROPOSED INCREASE OF REGISTERED CAPITAL;
- (11) PROPOSED AMENDMENTS OF THE ARTICLES OF ASSOCIATION;
- (12) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR SHAREHOLDERS' MEETINGS;
- (13) PROPOSED AMENDMENTS TO THE RULES OF
PROCEDURE FOR BOARD MEETINGS;
- (14) PROPOSED AMENDMENTS TO THE EXTERNAL
INVESTMENT MANAGEMENT POLICY;

LETTER FROM THE BOARD

- (15) PROPOSED AMENDMENTS TO THE CONNECTED
TRANSACTIONS MANAGEMENT POLICY;
(16) PROPOSED AMENDMENTS TO THE EXTERNAL GUARANTEES POLICY;
(17) PROPOSED CHANGE IN USE OF PROCEEDS FROM THE A SHARE LISTING FOR
AN INVESTMENT PROJECT;
(18) PROPOSED USE OF SURPLUS NET PROCEEDS FROM THE A SHARE LISTING AND
THE NON-PUBLIC ISSUANCE OF A SHARES TO PERMANENTLY REPLENISH WORKING
CAPITAL OF THE COMPANY SUBSEQUENT TO COMPLETION OF PART OF
THE INVESTMENT PROJECTS;
(19) PROPOSED FOREIGN EXCHANGE HEDGING LIMIT;
(20) PROPOSED AUTHORIZATION FOR ISSUANCE OF ONSHORE AND
OFFSHORE DEBT FINANCING INSTRUMENTS; AND
(21) NOTICE OF 2021 AGM AND 2022 FIRST H SHARE CLASS MEETING

1. INTRODUCTION

The purpose of this circular is to provide the H Shareholders with information in respect of certain resolutions to be proposed at the 2021 AGM and the H Share Class Meeting to be held on Friday, May 6, 2022, and to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the 2021 AGM and the H Share Class Meeting. For the details of the proposed resolutions at the 2021 AGM and the H Share Class Meeting, please also refer to the notices of the 2021 AGM and the H Share Class Meeting enclosed with this circular.

2. WORK REPORT OF THE BOARD OF DIRECTORS FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the work report of the Board for the year 2021, the text of which is set out in Appendix I to this circular.

3. WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the work report of the Supervisory Committee for the year 2021, the text of which is set out in Appendix II to this circular.

4. FINANCIAL REPORT FOR THE YEAR 2021

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the Company's audited financial report for the year 2021 (the "Financial Report 2021"), the text of which is set out in Appendix III to this circular.

LETTER FROM THE BOARD

5. PROPOSED 2021 PROFIT DISTRIBUTION PLAN

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the proposed 2021 Profit Distribution Plan. The Board proposes to make a cash dividend of RMB5.1740 (inclusive of tax) for every 10 Shares (representing an aggregate amount of RMB1,529,309,116.25 (inclusive of tax) based on the total issued Shares of the Company as of the Latest Practicable Date). The cash dividend will also be paid on a pro-rated basis for Shareholders who hold Shares in odd lot (i.e. RMB0.5174 per ordinary Share). The exchange rate to be used to convert the cash dividend from RMB to HK\$ will be the average of the medium rate of RMB to HK\$ announced by the People's Bank of China for five working days (the “**Medium Rate**”) prior to and including May 6, 2022, the date on which the 2021 Profit Distribution is to be declared at the 2021 AGM and Class Meetings. For illustration purpose, the Medium Rate on the Latest Practicable Date is RMB0.81472 to HK\$1. Hence, H Shareholders will receive HK\$6.3506 for every 10 H Shares held by them. The 2021 Profit Distribution Plan is subject to the following condition:

- (i) approval of the Shareholders by way of ordinary resolution at the 2021 AGM to be held on May 6, 2022.

In the event of change in the total issued share capital of the Company before the record date for determining Shareholders' entitlement to the 2021 Profit Distribution, dividends will be distributed according to the original dividend amount per share and the total dividend amount to be distributed to all Shareholders will be adjusted accordingly.

Subsequent to the completion of the 2021 Profit Distribution, it is expected that no adjustment to the Conversion Price will be necessitated pursuant to the applicable terms and conditions of the Bonds, and all the terms of the Bonds are expected to remain unchanged.

Subject to the arrangements under the Northbound Trading or Southbound Trading (defined below) as disclosed in details below, the 2021 Profit Distribution will be declared according to the Articles of Association. Dividend on A Shares will be paid in Renminbi and dividend on H Shares will be paid in Hong Kong dollars.

Overseas H Shareholders

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

LETTER FROM THE BOARD

Upon the proposed 2021 Profit Distribution Plan becoming unconditional, the Company will consider if there are any overseas H Shareholders located in other jurisdictions, and if there are such overseas H Shareholders, then the Company will make enquiry regarding the legal restrictions (if any) under the laws of the relevant places and the requirements of the relevant regulatory bodies for the relevant overseas H Shareholders to be eligible to take part in the 2021 Profit Distribution pursuant to the Hong Kong Listing Rules.

Effect to the Shareholding upon completion of the 2021 Profit Distribution Plan

As the 2021 Profit Distribution does not involve any allotment and issuance of new Shares by the Company, the completion of the 2021 Profit Distribution Plan will not have any effect on the shareholding structure of the Company.

Tax Arrangements in respect of the 2021 Profit Distribution

In accordance with the Regulation on the Implementation of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法實施條例》) which came into effect on January 1, 2008 and last amend on April 23, 2019 and the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) which was last amended and came into effect on December 29, 2018, and the “Notice on Issues in Relation to the Withholding of Enterprise Income Tax on Dividends Paid by PRC Enterprises to Overseas Non-resident Enterprise Holders of H Shares” (Guo Shui Han [2008] No. 897) (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》(國稅函[2008]897號)) promulgated on November 6, 2008, the Company is obliged to withhold and pay PRC enterprise income tax on behalf of non-resident enterprise Shareholders at a tax rate of 10%, when the Company distributes annual dividend to non-resident enterprise Shareholders whose names appear on the H Shares register of members. As such, any H Shares registered in the name of non-individual Shareholder, including shares registered in the name of HKSCC Nominees Limited, and other nominees, trustees, or other organizations and groups, shall be deemed to be H Shares held by non-resident enterprise Shareholder(s), and the PRC enterprise income tax shall be withheld from any dividends payable thereon. Non-resident enterprise Shareholders may wish to apply for a tax refund (if any) in accordance with the relevant requirements, such as tax agreements (arrangements), upon receipt of any dividends.

In accordance with the “Notice on Certain Issues Concerning the Policies of Individual Income Tax” (Cai Shui Zi [1994] No. 020) (《關於個人所得稅若干政策問題的通知》(財稅字[1994]020號)) promulgated by the PRC Ministry of Finance and the State Administration of Taxation on May 13, 1994, overseas individuals are, as an interim measure, exempted from the PRC individual income tax for dividends or bonuses received from foreign-invested enterprises.

LETTER FROM THE BOARD

Therefore, the Company will not be required to withhold and pay any individual income tax on behalf of overseas individual Shareholders when the Company distributes the dividend to overseas individual Shareholders whose names appear on the H Share register of members.

Profit Distribution to Investors of Northbound Trading

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

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

Profit Distribution to Investors of Southbound Trading

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

Shanghai-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Caishui [2014] No. 81) 《(關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014]81號))》), for dividends received by domestic individual investors from investing in H Shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock

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Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

Shenzhen-Hong Kong Stock Connect: Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shenzhen-Hong Kong Stock Connect (Caishui [2016] No. 127) 《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016]127號)》), for dividends received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on behalf of the investors. For dividends received by domestic securities investment funds from investing in shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax of dividends for domestic enterprise investors and those domestic enterprise investors shall report and pay the relevant tax themselves.

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

Closure of Register of Members

In order to determine the list of H Shareholders who are entitled to the 2021 Profit Distribution, the Company's register of H Shareholders will be closed from Wednesday, June 1, 2022 to Wednesday, June 8, 2022, both days inclusive, during which period no transfer of H Shares will be effected. H Shareholders whose names appear on the Company's register of H Shareholders on Wednesday, June 8, 2022 are entitled to receive the 2021 Profit Distribution. In order to receive the 2021 Profit Distribution, H Shareholders whose transfers have not been registered shall deposit the transfer documents together with the relevant share certificates at the H Share Registrar, Tricor Investor Services Limited, at or before 4:30 p.m. on Tuesday, May 31, 2022 at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong.

Warning of Risks of Dealing in the H Shares

H Shareholders should note that the existing H Shares are expected to be dealt in on an ex-entitlement basis for entitlement to the 2021 Profit Distribution from Monday, May 30, 2022. If the condition of the 2021 Profit Distribution (as set out above under the section headed "5. Proposed 2021 Profit Distribution Plan") is not fulfilled, the 2021 Profit Distribution will not proceed. If in doubt, investors are recommended to consult their professional advisers.

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Reasons for the 2021 Profit Distribution

Based on the positive expectations on the future development of the Company, and with reference to the operating results and the overall financial status of the Company, the Board proposed the 2021 Profit Distribution so as to share the fruitful result of the Company's business performance with the Shareholders.

Further Issue of Securities

As at the Latest Practicable Date, the Company does not anticipate there is any public or private issue or placing of securities of the Company other than (i) any A Shares or options which may be issued pursuant to the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan; (ii) any A Shares which may be issued pursuant to any employee share incentive scheme of the Company; and (iii) any H Shares which may be issued pursuant to the conversion of the Bonds.

6. PROPOSED PROVISION OF EXTERNAL GUARANTEES FOR SUBSIDIARIES

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the maximum amount of financial guarantees to be provided by the Company for certain subsidiaries of the Company, details of which are set out in Appendix IV to this circular.

7. PROPOSED ELECTION OF EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated March 23, 2022 in relation to the proposed election of an executive Director. With a view to further enhance the capability and standard of the Board in terms of decision-making, as well as to optimize the corporate governance of the Company, the Company proposed to increase the number of Board members from 12 to 13. The Board has resolved to, subject to the passing at the 2021 AGM by the Shareholders of the special resolution in connection with the proposed amendments to the Articles of Association regarding the abovementioned increase in the number of Board members to 13, nominate Dr. Minzhang Chen (陳民章博士) (“**Dr. Chen**”) as an executive Director of the second session of the Board for a term commencing on the date on which his election is approved by the Shareholders (being the date of the 2021 AGM) and ending on the expiry of the term of the second session of the Board (the “**Term**”), and he may seek re-election upon expiry of the Term. The biographical details of Dr. Chen, who is currently a co-chief executive officer of the Company, are set out as follows:

Dr. Minzhang Chen (陳民章), aged 52, joined the Group in 2008 and has served in senior managerial roles in various important departments of the Group. He is currently a co-chief executive officer of the Company, and has established WuXi Chemistry, the chemistry business

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segment of the Company, through leading and integrating subsidiaries and business units including WuXi STA and the Chemistry Service Unit. Dr. Chen has had over 20 years of experience in the research and development and production management of new drugs, and he has demonstrated important impact on the process of multiple global new drug research and development and commercialization. Prior to joining the Company, Dr. Chen served as the chief researcher of the chemistry department of Schering-Plough Research Institute (先靈葆雅研究所) and the head of the technical operation department of Vertex Pharmaceuticals Inc.

Dr. Chen obtained a bachelor's degree in chemistry from Peking University (北京大學) in the PRC in 1991. He also obtained a Ph. D. degree in Organic Chemistry from University of Minnesota in the U.S. in 1996.

As at the Latest Practicable Date, Dr. Chen has an interest in (i) 131,644 H Shares pursuant to awards granted to him under the H share award and trust schemes adopted by the Company as well as (ii) 146,180 A Shares which comprise Restricted A Shares granted to him under the 2019 Share Incentive Plan. For further details, please refer to (i) the announcements of the Company dated July 21, 2020, December 16, 2020, August 3, 2021 and December 15, 2021; (ii) the circulars of the Company dated August 12, 2020 and August 10, 2021; and (iii) the poll results announcements of the Company dated August 31, 2020 and August 30, 2021.

Subject to the approval by the Shareholders at the 2021 AGM, the Company will enter into a service contract with Dr. Chen in respect of his election as an executive Director for the Term. In addition, the remuneration of Dr. Chen as an executive Director shall be in line with the remuneration policy for the Directors for the second session of the Board as approved by the Shareholders at the 2019 AGM pursuant to which the remuneration of executive Directors who hold positions in the Company shall be determined by his or her existing remuneration package with the Company.

Save as disclosed above, there are no other matters in relation to the proposed election of Dr. Chen which would require disclosure under Rule 13.51(2) of the Hong Kong Listing Rules or matters which ought to be brought to the attention of the shareholders of the Company.

In this regard, subject to the passing at the 2021 AGM by the Shareholders of the special resolution in connection with the proposed amendments to the Articles of Association, an ordinary resolution will be proposed at the 2021 AGM to consider and approve the proposed election of Dr. Chen as an executive Director. In compliance with Rule 13.51 of the Hong Kong Listing Rules, the Company will make a further announcement upon approval of the proposed election of the executive Director by the Shareholders at the 2021 AGM as soon as possible.

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8. PROPOSED RE-APPOINTMENT OF AUDITORS FOR THE YEAR 2022

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) as PRC financial report and internal control report auditors of the Company for the year 2022. Another ordinary resolution will be proposed at the 2021 AGM to consider and approve the appointment of Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行) as offshore financial report auditors of the Company for the year 2022. The remuneration for the PRC and offshore auditors for the year 2022 shall be determined based on the actual work conducted.

The remuneration paid to Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)) for providing domestic financial report and internal control auditing services for the Company and subsidiaries within the scope of the consolidated financial statements for the year 2021 amounted to RMB6,214,100.00 (exclusive of tax), and the remuneration paid to Deloitte Touche Tohmatsu (德勤 • 關黃陳方會計師行) for providing international financial report auditing services for the Company and subsidiaries within the scope of the consolidated financial statements for the year 2021 amounted to RMB2,004,400.00 (exclusive of tax).

It will also be proposed at the 2021 AGM that the Board be authorized to determine the remuneration of the PRC and offshore auditors for the year 2022 based on the actual work conducted.

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

In order to give the Company the flexibility to issue Shares if and when appropriate, a special resolution will be proposed at the 2021 AGM to approve the granting of the General Mandate to the Directors to allot, issue or deal with additional A Shares and/or H Shares of not exceeding 20% of the respective total number of issued A Shares and/or H Shares of the Company as at the date of passing of the proposed special resolution.

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

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

In order to give the Company the flexibility to repurchase Shares if and when appropriate, a special resolution will be proposed at the 2021 AGM, the A Share Class Meeting and the H Share Class Meeting to approve the granting of the Repurchase Mandate to the Directors to repurchase A Shares and/or H Shares on the Shanghai Stock Exchange and the Hong Kong Stock Exchange of not exceeding 10% of the total number of issued A Shares or H Shares of the Company as at the date of passing of the proposed special resolution.

The Directors wish to state that they have no immediate plan to repurchase any A Shares or H Shares pursuant to the Repurchase Mandate save for potential repurchase of Restricted A Shares issued under the Company's employee incentive schemes from time to time. Pursuant to Rule 10.06(5) of the Hong Kong Listing Rules, the listing of all H Shares which are repurchased by the Company (whether on exchange or otherwise) shall be automatically cancelled upon repurchase. The Company will ensure that the documents of title of the repurchased H Shares are cancelled and destroyed as soon as practicable following settlement of any such repurchase.

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

11. PROPOSED INCREASE OF REGISTERED CAPITAL

Reference is made to the relevant announcement of the Company dated March 23, 2022 in relation to, among other things, the proposed increase of registered capital of the Company.

Mr. Edward Hu approved and agreed in writing the conversion of certain of the Bonds into an aggregate of 3,283,594 H Shares by the relevant Bondholders on August 16, 2021, September 1, 2021, September 7, 2021, September 28, 2021, October 8, 2021, October 19, 2021, November 2, 2021, December 16, 2021 and January 18, 2022, respectively.

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

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

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

As a result of the abovementioned conversion of the Bonds, the exercise of share options and the repurchase and cancellation of Restricted A Shares, the Board proposes to change the Company's registered capital from RMB2,952,726,521 divided into 2,952,726,521 Shares to RMB2,955,752,122 divided into 2,955,752,122 Shares. A special resolution will be proposed at the 2021 AGM to consider and approve such proposed increase of registered capital of the Company.

12. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the relevant announcement of the Company dated March 23, 2022 in relation to, among other things, the proposed amendments to the Articles of Association. In light of (i) the abovementioned proposed change in the registered capital of the Company, (ii) the amendments to Appendix 3 of the Hong Kong Listing Rules which took effect on January 1, 2022, (iii) the amendments to certain regulations and guidelines promulgated by the CSRC and the Shanghai Stock Exchange, including the Guidelines for the Articles of Association of Listed Companies (Revised in 2022) (《上市公司章程指引(2022年修訂)》), the Rules for the General Meeting of Shareholders of Listed Companies (Revised in 2022) (《上市公司股東大會規則(2022年修訂)》), the Rules for Independent Directors of Listed Companies (《上市公司獨立董事規則》), the Guidelines for the Supervision of Listed Companies No. 8 — Regulatory Requirements for Fund Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號 — 上市公司資金往來、對外擔保的監管要求》), the Shanghai Stock Exchange Listing Rules (Revised in January 2022) (《上海證券交易所股票上市規則(2022年1月修訂)》), the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation (《上海證券交易所上市公司自律監管指引第1號 — 規範運作》) and the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 7 — Repurchase of Shares (《上海證券交易所上市公司自律監管指引第7號 — 回購股份》), and (iv) the proposed increase in the number of Board members from 12 to 13, and in order to further enhance the corporate governance of the Company with reference to its actual conditions, the Board proposed to make relevant amendments to the Articles of Association.

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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 with competent authorities in relation to the proposed amendments to the Articles of Association.

A special resolution will be proposed at the 2021 AGM to consider and approve the proposed amendments to the Articles of Association and the relevant authorization as aforementioned, details of which are set out in Appendix VIII to this circular. 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.

13. PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE FOR SHAREHOLDERS' MEETINGS

In light of the amendments to certain regulations and guidelines promulgated by the CSRC and the Shanghai Stock Exchange, including the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Rules for the General Meeting of Shareholders of Listed Companies (《上市公司股東大會規則》) and the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation (《上海證券交易所上市公司自律監管指引第1號 — 規範運作》) and in order to further enhance the corporate governance of the Company with reference to its actual conditions, a special resolution will be proposed at the 2021 AGM to consider and approve the proposed amendments to the Rules of Procedure for Shareholders' Meetings, details of which are set out in Appendix IX to this circular. 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.

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

In light of the amendments to the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) and the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation (《上海證券交易所上市公司自律監管指引第1號 — 規範運作》) promulgated by the CSRC and the Shanghai Stock Exchange, respectively, and in order to further enhance the corporate governance of the Company with reference to its actual conditions, a special resolution will be proposed at the 2021 AGM to consider and approve the proposed amendments to the Rules of Procedure for Board Meetings, details of which are set out in Appendix X to this circular. The full text of the proposed

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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.

15. PROPOSED AMENDMENTS TO THE EXTERNAL INVESTMENT MANAGEMENT POLICY

In light of the amendments to the Shanghai Stock Exchange Listing Rules (《上海證券交易所股票上市規則》) promulgated by the Shanghai Stock Exchange, an ordinary resolution will be proposed at the 2021 AGM to consider and approve the proposed amendments to the External Investment Management Policy, details of which are set out in Appendix XI to this circular. 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.

16. PROPOSED AMENDMENTS TO THE CONNECTED TRANSACTIONS MANAGEMENT POLICY

In light of the amendments to the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 5 — Transactions and Related Party Transactions (《上海證券交易所上市公司自律監管指引第5號 — 交易與關聯交易》) and the abolition of relevant regulations promulgated by the Shanghai Stock Exchange, an ordinary resolution will be proposed at the 2021 AGM to consider and approve the proposed amendments to the Connected Transactions Management Policy, details of which are set out in Appendix XII to this circular. 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.

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17. PROPOSED AMENDMENTS TO THE EXTERNAL GUARANTEES POLICY

In accordance with the Civil Code of the People's Republic of China (《中華人民共和國民法典》) and in light of the amendments to certain regulations and guidelines promulgated by the CSRC and the Shanghai Stock Exchange, including the Guidelines for the Supervision of Listed Companies No. 8 — Regulatory Requirements for Fund Transactions and External Guarantees of Listed Companies (《上市公司監管指引第8號 — 上市公司資金往來、對外擔保的監管要求》), the Shanghai Stock Exchange Listing Rules (《上海證券交易所股票上市規則》) and the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation (《上海證券交易所上市公司自律監管指引第1號 — 規範運作》), as well as combined with the actual situation of external guarantees and financial assistance provided by the Company, an ordinary resolution will be proposed at the 2021 AGM to consider and approve the proposed amendments to the External Guarantees Policy, following the amendments the name of the aforementioned policy shall be WuXi AppTec Co., Ltd. External Guarantees and Provision of Financial Assistance Management Policy, details of which are set out in Appendix XIII to this circular. The full text of the proposed amendments to the External Guarantees 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.

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18. PROPOSED CHANGE IN USE OF PROCEEDS FROM THE A SHARE LISTING FOR AN INVESTMENT PROJECT

Reference is made to the announcement of the Company dated December 31, 2021 in relation to the delay in the expected timeline for utilization and the proposed change in use of proceeds from the A Share Listing for the Suzhou Project (as defined below).

Background

The total net proceeds from the issue of A Shares by the Company in its A Share Listing amounted to approximately RMB2,130.3 million and the total utilized net proceeds from the A Share Listing was approximately RMB1,490.7 million as at December 31, 2021. The table below sets out the planned application of the net proceeds from the A Share Listing and actual usage up to December 31, 2021:

Use of proceeds from the A Share Listing	Allocation of net proceeds as disclosed in the A Share Prospectus (RMB million)	Balance of the utilized amount (as at December 31, 2021) (RMB million)	Percentage of the utilized amount (as at December 31, 2021)	Actual and expected timeline for utilizing the remaining net proceeds from the A Share Listing
Suzhou drug safety evaluation centre expansion project (the “Suzhou Project”)	727.2	291.5	40.09%	Expected to be fully utilized by December 31, 2022
Tianjin chemical R&D laboratory expansion and upgrade project (the “Tianjin Project”)	564.0	360.1	63.85%	Have been fully utilized as at December 31, 2021
Company’s headquarter and analytical diagnostic service R&D centre	200.0	200.0	100.00%	Have been fully utilized as at May 31, 2018
Working capital uses	639.1	639.1	100.00%	N/A
Total	2,130.3	1,490.7	69.98%	

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Proposed change in use of proceeds from the A Share Listing for the Suzhou Project

After careful consideration of the current status of the Suzhou Project, on December 31, 2021, the Board resolved to, subject to Shareholders' approval, change the implementation entity and implementation location of the Suzhou Project (the **"Change in Use of Proceeds"**) by applying a portion of the net proceeds from the A Share Listing originally allocated to the Suzhou Project to the Nantong drug safety evaluation centre project (the **"Nantong Project"**, together with the Suzhou Project, the **"Suzhou and Nantong Project"**). The table below sets out further details of the Change in Use of Proceeds:

Use of proceeds from the A Share Listing	Before or after the Change in Use of Proceeds	Expected timeline for utilizing the remaining net proceeds from the A Share Listing	Implementation entity	Implementation location
The Suzhou Project (after the Change in Use of Proceeds, the Suzhou and Nantong Project)	Before the Change in Use of Proceeds	Expected to be fully utilized by December 31, 2022	WuXi AppTec (Suzhou) Co., Ltd.* (蘇州藥明康德新藥開發有限公司) ("WXAT Suzhou")	1318 Wuzhong Road, Wuzhong District, Suzhou, Jiangsu Province, PRC
	After the Change in Use of Proceeds	Expected to be fully utilized by December 31, 2022	WXAT Suzhou and Nantong WXAT Pharmaceutical Technology Co., Ltd.* (南通藥明康德醫藥科技有限公司) ("WXAT Nantong")	1318 Wuzhong Road, Wuzhong District, Suzhou, Jiangsu Province, PRC and 2588 Qiantangjiang Road, Qidong, Jiangsu Province, PRC

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In particular, the details of and the reasons for the Change in Use of Proceeds are set out below:

Having considered the strict environmental protection and water resources preservation requirements of the area around Taihu, where WXAT Suzhou operates, and the discharge of nitrates and phosphorylates from the expansion of the relevant safety evaluation facilities, the Company intends to have WXAT Nantong construct part of the safety evaluation capacity expansion. The efficiency and effectiveness of the use of proceeds can be improved by reallocating part of the proceeds originally allocated for the Suzhou Project to the Nantong Project as well.

The details of the Change in Use of Proceeds are set out below:

Overview

With the addition of WXAT Nantong as an implementation entity, the extended safety evaluation centre construction project is proposed to be conducted at 2588 Qiantangjiang Road, Qidong, Jiangsu Province, PRC. The Nantong Project involves the construction of 125 large animal rooms and 54 small animal rooms. Productions of the facilities of the Nantong Project are expected to gradually commence in 2023 in order to meet the increasing needs of customers for drug safety evaluation.

Necessity and feasibility of the change

The existing equipment and facilities of WXAT Suzhou are being utilized at almost full capacity. In view of the high market demand, the existing capacity of the drug safety evaluation centre in Suzhou is not able to meet the needs for the Company's future development. The construction of an additional drug safety evaluation centre can solve the problem of insufficient capacity and support the future development of the Company. The Nantong Project can also further strengthen the Company's drug safety evaluation capability, as well as its drug safety evaluation business along the industry chain. It can enhance the synergistic effects of unification to a greater extent and thereby the overall competitiveness of the Company.

Investment breakdown

As at December 31, 2021, the planned application and actual usage of the net proceeds from the A Share Listing for the Suzhou Project are as follows:

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			Difference between the balance of the utilized amount (as at December 31, 2021) and the allocation of net proceeds as disclosed in the A Share Prospectus (RMB million)
Use of proceeds from the A Share Listing	Allocation of net proceeds as disclosed in the A Share Prospectus (RMB million)	Balance of the utilized amount (as at December 31, 2021) (RMB million)	
The Suzhou Project	727.2	291.5	435.7

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The estimated follow-up investment of the Suzhou and Nantong Project is as follows:

No. Investment category	Estimated follow-up investment (RMB million)	Percentage
The Suzhou Project		
1. Construction expenses	64.8	24.89%
2. Installation engineering expenses	135.2	51.94%
3. Equipment purchase expenses	60.0	23.05%
4. Other cost of asset	0.3	0.12%
Subtotal	260.3	100.00%
The Nantong Project		
1. Construction expenses	71.7	16.04%
2. Installation engineering expenses	215.2	48.15%
3. Equipment purchase expenses	159.0	35.58%
4. Other cost of asset	1.0	0.23%
Subtotal	446.9	100.00%
Total	707.2	

An additional investment of RMB260.3 million will be required to complete the Suzhou Project and RMB446.9 million will be required for the completion of the Nantong Project (of which the total estimated investment is RMB646.9 million, with approximately RMB200.0 million contributed from the Company's own funds).

The balance of the unutilized proceeds as at December 31, 2021 for the Suzhou Project will be used for the Suzhou and Nantong Project. Any shortfall of funding will be made up by the Company's own funds until the completion of the projects.

Cost-benefit analysis

The after-tax financial internal rate of return of the Nantong Project is 21.5%, and the investment payback period is 7.2 years (including the construction period). Hence, the economic benefits are satisfactory.

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The progress of project land use, filing and environmental impact assessment procedures

The Nantong Project has obtained the relevant land certificate, and the registration and approval procedures such as project initiation and environmental assessment have been completed.

The Board is of the view that the Change in Use of Proceeds will not have any material adverse impact on the operations of the Group and are in the best interests of the Company and its Shareholders as a whole.

Opinion of the independent non-executive Directors

The independent non-executive Directors were of the view that the Change in Use of Proceeds is based on examination of the actual status of the projects. The Change in Use of Proceeds does not create any detriment to the interests of the Shareholders, and are also in line with the objective situation and the long-term development needs of the Company. The decision making procedure for the Change in Use of Proceeds complies with relevant regulations on the use of proceeds by listed companies issued by the China Securities Regulatory Commission and the Shanghai Stock Exchange. As such, the independent non-executive Directors agreed to the Change in Use of Proceeds and the proposal of the Change in Use of Proceeds for consideration at the Shareholders' meeting of the Company.

Examination opinion of the Supervisory Committee

The Supervisory Committee was of the view that the Change in Use of Proceeds has undergone necessary decision-making procedures, complies with relevant laws and regulations, is in favor of the long-term development of the Company, and is in the interest of the Company and the Shareholders as a whole. As such, the Supervisory Committee agreed to the Change in Use of Proceeds.

General

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the Change in Use of Proceeds.

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19. PROPOSED USE OF SURPLUS NET PROCEEDS FROM THE A SHARE LISTING AND THE NON-PUBLIC ISSUANCE OF A SHARES TO PERMANENTLY REPLENISH WORKING CAPITAL OF THE COMPANY SUBSEQUENT TO COMPLETION OF PART OF THE INVESTMENT PROJECTS

References are made to (i) the interim report of the Company for the six months ended June 30, 2021, (ii) the circular of the Company dated March 31, 2020, and (iii) the announcements of the Company dated December 1, 2020, August 12, 2021 and December 31, 2021, in relation to, among other things, the delay in the expected timeline for utilizing the remaining net proceeds and proposed change in use of proceeds from the A Share Listing, as well as the delay in the expected timeline for utilizing the remaining net proceeds from the Non-public Issuance of A Shares.

Introduction

Use of proceeds from the A Share Listing

The total net proceeds from the issuance of A Shares by the Company in its A Share Listing amounted to approximately RMB2,130.3 million. As at December 31, 2021, the total utilized net proceeds from the A Share Listing was approximately RMB1,490.7 million. The table below sets out the planned application of the net proceeds from the A Share Listing and actual usage up to December 31, 2021:

Use of proceeds from the A Share Listing	Allocation of net proceeds as disclosed in the A Share Prospectus (RMB million)	Balance of the utilized amount (as at December 31, 2021) (RMB million)	Percentage of the utilized amount (as at December 31, 2021)	Actual and expected timeline for utilizing the remaining net proceeds from the A Share Listing
Suzhou and Nantong drug safety evaluation centre expansion project (Note)	727.2	291.5	40.09%	Expected to be fully utilized by December 31, 2022
Tianjin chemical R&D laboratory expansion and upgrade project (the “Tianjin Project”)	564.0	360.1	63.85%	Have been fully utilized as at December 31, 2021
Company’s headquarter and analytical diagnostic service R&D centre	200.0	200.0	100.00%	Have been fully utilized as at May 31, 2018
Working capital uses	639.1	639.1	100.00%	N/A
Total	2,130.3	1,490.7	69.98%	

LETTER FROM THE BOARD

Note: On December 31, 2021, the Board resolved to (i) subject to Shareholders' approval, change the implementation entity and implementation location of the Suzhou Project by applying a portion of the net proceeds from the A Share Listing originally allocated to the Suzhou Project to the Nantong Project; and (ii) delay the expected date on which the Suzhou Project is completed and become available for use from December 31, 2021 to December 31, 2022. For further details, please refer to the relevant announcement of the Company dated December 31, 2021.

Use of proceeds from the Non-public Issuance of A Shares

The total net proceeds from the Non-public Issuance of A Shares amounted to approximately RMB6,461.2 million. As at December 31, 2021, the total utilized net proceeds from the Non-public Issuance of A Shares was approximately RMB5,192.6 million. The table below sets out the planned application of the net proceeds from the Non-public Issuance of A Shares and actual usage up to December 31, 2021:

Use of proceeds from the Non-public Issuance of A Shares	Allocation of net proceeds (RMB million)	Balance of the utilized amount (as at December 31, 2021) (RMB million)	Percentage of the utilized amount (as at December 31, 2021)	Actual and expected timeline for utilizing the remaining balance of net proceeds from the Non-public Issuance of A Shares
Phase I new drug development services and drug manufacturing project of WuXi STA Pharmaceutical Co., Ltd.	736.3	627.4	85.21%	Expected to be fully utilized by August 31, 2022
Global research and development centre and ancillary facilities project of Shanghai STA Pharmaceutical Co., Ltd.	491.8	380.9	77.46%	Expected to be fully utilized by August 31, 2022
New drug manufacturing and research and development centre project of Changzhou SynTheAll Pharmaceutical Co., Ltd. (the “Changzhou STA Centre Project”)	660.6	600.7	90.92%	Have been fully utilized as at December 31, 2021
New drug manufacturing and research and development integrated project of Changzhou SynTheAll Pharmaceutical Co., Ltd.	1,789.3	1,280.5	71.56%	Expected to be fully utilized by August 31, 2022

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Use of proceeds from the Non-public Issuance of A Shares	Allocation of net proceeds (RMB million)	Balance of the utilized amount (as at December 31, 2021) (RMB million)	Percentage of the utilized amount (as at December 31, 2021)	Actual and expected timeline for utilizing the remaining balance of net proceeds from the Non-public Issuance of A Shares
Small molecule new drug manufacturing skill platform technical capability upgrade project of Shanghai STA Pharmaceutical R&D Co., Ltd.	300.0	133.1	44.37%	Expected to be fully utilized by September 30, 2022
Research and development platform technical capability upgrade project of WuXi AppTec (Shanghai) Co., Ltd.	600.0	290.4	48.39%	Expected to be fully utilized by September 30, 2022
Replenishing the working capital of the Company	1,883.3	1,879.7	99.81%	N/A
Total	6,461.2	5,192.6	80.37%	

Note: Any discrepancies in the sum of amounts listed in the above table with the breakdown of use of net proceeds is due to rounding.

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Completion of the Tianjin Project and the Changzhou STA Centre Project

As at December 31, 2021, the development of the Tianjin Project and the Changzhou STA Centre Project had been completed and they had reached the intended state of utilization.

As at December 31, 2021, the planned application and actual usage of the net proceeds from the A Share Listing and the Non-public Issuance of A Shares allocated for the Tianjin Project and the Changzhou STA Centre Project, respectively, are as follows:

Use of Proceeds from the A Share Listing or the Non-public Issuance of A Shares	Allocation of net proceeds (RMB million)	Balance of the utilized amount (as at December 31, 2021) ^(Note 1) (RMB million)	Difference between the balance of the utilized amount (as at December 31, 2021) and the allocation of net proceeds (RMB million)	Interest income and wealth management income net of bank charges (RMB million)	Surplus amount (RMB million)	Percentage of the unutilized amount (as at December 31, 2021)
	(1)	(2)	(3) = (1) - (2)	(4)	(5) = (1) + (4) - (2)	(6) = (3)/(1)
The Tianjin Project	564.0	360.1	203.9	38.3	242.2	36.15%
The Changzhou STA Centre Project	660.6	600.7	60.0	8.3	68.3	9.08%
Total	1,224.6	960.8	263.8	46.6	310.5	21.54%

- Notes:
1. The balance of the utilized amount includes the net proceeds used to replace the Company's own funds that had been utilized in advance.
 2. Any discrepancies in the sum of amounts listed in the above table with the breakdown of use of net proceeds is due to rounding.

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Reasons for the surplus of the net proceeds allocated to the Tianjin Project and the Changzhou STA Centre Project

Reasons for the surplus of the net proceeds allocated to the Tianjin Project

In the course of implementation of the Tianjin Project, WuXi AppTec (Tianjin) Co., Ltd. * (天津藥明康德新藥開發有限公司), a wholly-owned subsidiary of the Company, received R&D grants, and part of the expenses relating to the Tianjin Project were paid using the aforementioned R&D grants. As such, a relatively large amount of surplus was generated.

In addition, through comparison of prices offered by multiple parties for centralised civil construction, renovation in batches and equipment procurement without compromising their functions during the Company's implementation of the Tianjin Project, the actual purchase price of the equipment was lower than the design estimates. Meanwhile, for the purpose of improving the efficiency of the utilization of the net proceeds, the Company utilized part of the idle net proceeds for cash management on the premise that the normal operation of the investment plan and the safety of the net proceeds would not be jeopardized. As such, the Company has obtained a certain amount of investment income.

Reasons for surplus of the net proceeds allocated to the Changzhou STA Centre Project

In the course of implementation of the Changzhou STA Centre Project, the Company strictly controlled, supervised and managed all types of expenses. The Company made reasonable planning for the utilization and payment of funds on the premise of ensuring the progress and effectiveness of the Changzhou STA Centre Project. The surplus of net proceeds allocated to the Changzhou STA Centre Project mainly comprise the remaining balance of contract amounts and warranty that are payable, which have a longer payment cycle, and which the Company will settle with its own funds in due course.

In addition, the Company performed cash management on idle net proceeds in compliance with applicable laws and in accordance with relevant regulations on the management and use of proceeds while ensuring the construction of investment projects funded by the net proceeds and the safety of the net proceeds will not be affected, thereby improving the utilisation efficiency of idle net proceeds and generating certain wealth management income.

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Arrangements for the use of surplus net proceeds from the A Share Listing and the Non-Public Issuance of A Shares to permanently replenish working capital of the Company subsequent To the Completion of part of the Investment Projects

On March 23, 2022, as a result of the completion of the Tianjin Project and the Changzhou STA Centre Project and for the purpose of improving the utilisation efficiency of the funds of the Company, the Board has resolved to use the abovementioned surplus net proceeds from the A Share Listing and the Non-public Issuance of A Shares as at December 31, 2021 in the amount of RMB310.5 million (including interest income and wealth management income net of bank charges of RMB46.6 million, and the final amount of funds to be transferred to the account containing the Company's own funds shall depend on the actual balance of the special net proceeds account on the day when the funds are transferred out accordingly) to permanently replenish the working capital of the Company (the **"Permanent Replenishment of Working Capital"**). The abovementioned surplus net proceeds comprise (i) the surplus net proceeds allocated to the Tianjin Project in the amount of RMB242.2 million (including interest income and wealth management income net of bank charges of RMB38.3 million); and (ii) the surplus net proceeds allocated to the Changzhou STA Centre Project in the amount of RMB68.3 million (including interest income and wealth management income net of bank charges of RMB8.3 million). After the completion of the Permanent Replenishment of Working Capital, the Company will cancel the relevant special net proceeds account.

Impact of the permanent replenishment of working capital

The Permanent Replenishment of Working Capital is a prudent decision made by the Company based on changes in the market environment, the Company's strategy and actual situation, which is in line with the changing trend of the overall industry environment and the Company's future development needs, and is conducive to improving the utilisation efficiency of the net proceeds. There is no use of the net proceeds in violation of applicable rules and regulations and there are also no circumstances where the interests of the Company and its Shareholders as a whole will be damaged.

Opinion of the independent non-executive Directors

The independent non-executive Directors were of the view that the Permanent Replenishment of Working Capital is based on the actual situation of the Company. They are conducive to improving the utilization efficiency and income of the surplus net proceeds and in line with the objective situation and the long-term development needs of the Company, and they do not create any damage to the interests of the Shareholders as a whole. The decision-making procedure for the Permanent Replenishment of Working Capital complies with relevant regulations on the use of proceeds by listed companies issued by the China Securities Regulatory Commission and the

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Shanghai Stock Exchange. As such, the independent non-executive Directors agreed to the Permanent Replenishment of Working Capital and the proposal of the Permanent Replenishment of Working Capital for consideration at the Shareholders' meeting of the Company.

Opinion of the Supervisory Committee

The Supervisory Committee was of the view that the Permanent Replenishment of Working Capital has undergone necessary decision-making procedures, complies with relevant laws and regulations, is in favor of the long-term development of the Company, and is in the interest of the Company and the Shareholders as a whole. As such, the Supervisory Committee agreed to the Permanent Replenishment of Working Capital.

General

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the Permanent Replenishment of Working Capital.

20. PROPOSED FOREIGN EXCHANGE HEDGING LIMIT

An ordinary resolution will be proposed at the 2021 AGM to consider and approve the granting of limit on engaging in foreign exchange hedging, details of which are set out in Appendix XIV to this circular.

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

A special resolution will be proposed at the 2021 AGM to consider and approve the granting of authorization for issuance of onshore and offshore debt financing instruments, details of which are set out in Appendix XV to this circular.

22. THE 2021 AGM AND THE 2022 FIRST H SHARE CLASS MEETING

The 2021 AGM will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, May 6, 2022 at 2:00 p.m., for the Shareholders to consider and, if thought fit, approve the aforesaid resolutions. The abovementioned resolutions will be proposed by way of ordinary and special resolutions at the 2021 AGM to be approved by the Shareholders. The voting in relation to such resolutions will be conducted by way of poll.

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The Class Meetings will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, May 6, 2022 at 2:00 p.m., for the Shareholders to consider and, if thought fit, approve the granting of the Repurchase Mandate to the Directors to repurchase A Shares and/or H Shares. The abovementioned resolution will be proposed by way of special resolution at the H Share Class Meeting to be approved by the H Shareholders. The voting in relation to such resolution will be conducted by way of poll.

The notices of the 2021 AGM and the H Share Class Meeting are set out on pages AGM-1 to AGM-9 and HCM-1 to HCM-5 of this circular, respectively.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the resolutions to be proposed at the 2021 AGM and the H Share Class Meeting, and therefore no Shareholder is required to abstain from voting at the 2021 AGM and the H Share Class Meeting for such resolutions.

An announcement on the poll results will be published by the Company after the 2021 AGM and the H Share Class Meeting in the manner prescribed under the Hong Kong Listing Rules.

Two forms of proxy for use at the 2021 AGM and the H Share Class Meeting are enclosed with this circular and such forms of proxy are also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.wuxiapptec.com.cn). To be valid, for the H Shareholders, the forms of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 24 hours before the time appointed for the 2021 AGM and the H Share Class Meeting (i.e. not later than 2:00 p.m. on Thursday, May 5, 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). Completion and delivery of the forms of proxy will not preclude you from attending and voting at the 2021 AGM and/or the H Share Class Meeting if you so wish.

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23. 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 favour of the relevant resolutions at the 2021 AGM and the H Share Class Meeting.

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

WUXI APPTEC CO., LTD.**Work Report of the Board of Directors for the Year 2021**

WuXi AppTec Co., Ltd. (the “**Company**”) provides the global healthcare industry with integrated end-to-end new drug R&D and production services. We have operation bases in Asia, Europe, North America and other regions. With our unique “CRDMO” and “CTDMO” business models, we continue to lower the research and development barriers to help customers improve the efficiency of research and development and bring more ground-breaking treatments to patients. Our services cover chemical drug research and development and production, biological research, research and development for preclinical testing and clinical trial, and cell and gene therapy research and development, testing and production. In 2021, the Company was rated AA for ESG (Environmental, Social and Governance) by MSCI. Currently, our platform carries out the research and development innovation projects of more than 5,700 partners from over 30 countries around the world. Committed to providing patients with more new drugs of higher quality, we strive to achieve our mission so that “every drug can be made and every disease can be treated”.

The board of directors of the Company (the “**Board**”) consisted of five executive directors, two non-executive directors and five independent non-executive directors. The 12 incumbent directors have extensive experience in pharmaceuticals, commerce, legal and other sectors. Each director diligently performed their duties in strict accordance with 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**”) and other laws and regulations as well as the Articles of Association of WuXi AppTec Co., Ltd. (the “**Articles of Association**”). In 2021, the Board fully and effectively carried out all the decisions considered and approved at the shareholders’ general meeting and performed its responsibilities in strict accordance with the Articles of Association and the Rules of Procedures of the Board of Directors of WuXi AppTec Co., Ltd. and other regulations. It also exercised the functions and powers other than those of the shareholders’ general meeting as stipulated under the Company Law and the Articles of Association, and continuously enhanced the corporate governance level of the Company.

The Company’s operation status in 2021, the works of the Board in 2021 and the work plan of the Board for 2022 are reported below:

I. THE COMPANY'S OPERATION STATUS IN 2021**(I) Income and profit**

In 2021, the operating income of the Company was RMB2,290,238.51 ten thousand, representing a year-over-year (“YoY”) increase of 38.50%; net profit attributable to the shareholders of the Company was RMB509,715.53 ten thousand, representing a YoY increase of 72.19%; and net profit attributable to the shareholders of the Company after non-recurring profit and loss was RMB406,363.32 ten thousand, representing a YoY increase of 70.38%.

(II) Principal business

During the reporting period, the revenue from each business segment of the Company is as follows:

Unit: RMB in ten thousand

Business segment	2021 Revenue	2020 Revenue	Change	Percentage
WuXi Chemistry	1,408,722.02	958,766.61	449,955.41	46.93%
WuXi Testing	452,511.13	327,843.86	124,667.27	38.03%
WuXi Biology	198,509.25	152,641.03	45,868.22	30.05%
WuXi ATU	102,640.12	105,582.11	-2,941.99	-2.79%
WuXi DDSU	125,103.99	106,499.05	18,604.94	17.47%
Others	2,752.00	2,210.48	541.52	24.50%
Total	2,290,238.51	1,653,543.15	636,695.37	38.50%

* Any discrepancies in the sum of data listed above with the total is due to rounding.

(I) WuXi Chemistry

During the Reporting Period, our chemistry business (WuXi Chemistry) realized revenue of RMB1,408,722.02 ten thousand, representing a YoY growth of 46.93% as compared to the revenue of RMB958,766.61 ten thousand in the same period of 2020. Revenue from small molecule drug discovery (R) services amounted to RMB616,747.72 ten thousand, representing a YoY growth of 43.24%, and revenue from process development and manufacturing (D&M) services amounted to RMB791,974.30 ten thousand, representing a YoY growth of 49.94%. We fully leveraged our

technology advantage in process development and pushed forward the strategy of “follow the molecule”. In relation to small molecule drug discovery (R) services, we completed the synthesis of more than 310,000 new compounds in 2021, empowering customers of early-stage development of innovative small molecule drugs and serving as an important “flow entrance” of the Company’s downstream business units. By establishing close collaborative relationships with our customers in drug discovery and preclinical stages, we are able to seek opportunities for new projects from clinical stage to the commercialization stage, facilitating sustainable and rapid growth in revenue from our CRDMO (Contract Research, Development and Manufacturing Organization) services. We continuously implement the long-tail customer strategy and have recorded robust growth in long-tail customers. In 2021, revenue from long-tail customers of small molecule drug discovery services recorded a YoY growth of 71% with an increasing percentage of revenue. During the Reporting Period, our process development and manufacturing (D&M) services involved 1,666 new drug molecules, including 49 in Phase III clinical stage, 257 in Phase II clinical stage, 1,318 in Phase I clinical stage and preclinical stage, and 42 being approved for marketing. In 2021, we added 732 molecules to the small molecule D&M pipeline, among which 14 are in commercial stage, representing a YoY growth of 50%. In respect of new capacity development, the number of customers of D&M services for oligonucleotide and peptide under WuXi Chemistry was 57, representing a YoY growth of 128%. The number of molecules under the services was 99, representing a YoY growth of 154%. Revenue from the services reached 115 million U.S. dollars, representing a YoY growth of 145%. Our drug product business also made significant progress. In October 2021, our first drug product project of the Waigaoqiao site successfully passed the FDA’s Pre-Approval Inspection (PAI) in the U.S., while other two drug product projects of the Waigaoqiao site successfully passed the NMPA’s PAI in China in the same week. As at the end of 2021, we had four drug product commercial manufacturing projects as well as eight drug product projects in Phase III clinical stage or NDA application stage. In 2021, WuXi Chemistry continued to accelerate the development of production capacity. Internally, our three facilities were put into operation, including Changzhou Phase II (常州二期), Taixing (泰興) and Wuxi Oral and Aseptic Filling Drug Product Facility (無錫口服和無菌灌裝製劑工廠). We also completed the construction of our facility in Changshu for scale-up and non-GMP manufacturing, and accelerated the construction of three facilities including Changzhou Phase III (常州三期), Taixing Phase I (泰興一期) and the facility in Delaware, the U.S.. Externally, we also completed the acquisition of a production facility based in Couvet, Switzerland. It was consolidated to our financial statement since July 2021. We expect the growth rate of revenue of WuXi Chemistry in 2022 will nearly double as compared with 2021.

(2) *WuXi Testing*

During the reporting period, WuXi Testing realized revenue of RMB452,511.13 ten thousand, representing a YoY growth of 38.03% as compared to the revenue of RMB327,843.86 ten thousand in the same period of 2020. Revenue from laboratory analysis and testing services amounted to RMB304,515.56 ten thousand, representing a YoY growth of 38.93%, and revenue from clinical CRO and SMO amounted to RMB147,995.56 ten thousand, representing a YoY growth of 36.20%. Revenue from drug analysis and testing services (excluding medical devices testing) saw significant YoY growth of 52.12%. In respect of drug analysis and testing services, the Company provided customers with a series of services such as drug metabolism and pharmacokinetics, toxicology, bioanalysis. The Company continued to leverage its integrated platform. Through its WIND service platform, the Company integrated pre-clinical pharmacodynamics, drug metabolism, safety evaluation, filing material preparation and submission to provide customers with integrated services covering new drug research and development and global filing, which accelerated the new drug research and development of customers. In 2021, 149 service projects were obtained through the WIND platform, representing a YoY growth of 49% as compared to 100 projects in 2020. Compared with the corresponding period of the previous year, revenue from the toxicology business of the Company maintained a strong growth momentum with a YoY growth of 63% during the Reporting Period. The Company has conformed to the highest global regulatory standard in terms of service quality and has maintained and strengthened its leading position in the toxicology industry in Asia Pacific. DMPK new modality related revenue grew significantly by 150%. In respect of clinical CRO services, the Company provided clinical trial development services for around 240 projects in 2021, which helped customers obtain approval for 19 clinical research applications and complete 12 new drug applications. The Company continued to improve the development of its business. The data statistics and analysis business of the Company has been developing rapidly. In respect of clinical SMO services, the Company continued to expand rapidly. As at the end of 2021, the clinical SMO team had more than 4,500 staff members, representing a YoY growth of 36%, across over 1,000 hospitals in 155 cities in China. In 2021, our SMO services supported 25 new drugs approval for customers, representing a significant growth as compared to 17 new drugs approval in 2020. The Company expects that the revenue growth of the testing business segment in 2022 will continue the momentum of recent years.

(3) *Biology business (WuXi Biology)*

During the Reporting Period, the biology business realized revenue of RMB198,509.25 ten thousand, representing a YoY growth of 30.05% as compared to the revenue of RMB152,641.03 ten thousand in the same period of 2020. The Company has the largest discovery biology enabling platform with over 2,200 experienced scientists who provide comprehensive biology services and solutions covering all stages of drug discovery and the field of major disease. The Company has

established 3 centers of excellence for NASH, anti-viral, neuroscience and aging. Cancer discovery service and rare & immune disease service also grew strongly. During the Reporting Period, the Company launched the database of OncoWuXi 2.0, covering all immuno oncology disease models, and also launched the product of WuXi IO Foundation, leveraging advanced technology platforms such as Multiplex-IF and digital imaging to precisely illustrate the immune cells, tumor cells, microenvironment and structure of tumor tissue. The Company has a leading DNA Encoded Library (DEL) and hit compound generation platform. As at the end of 2021, the Company had over 90 billion DEL compound molecules, 6,000 molecular scaffolds and 35,000 molecular building blocks. More than 1,000 customers globally now use our DEL services. We have also launched the fourth-generation DEL kit in October 2021, which helped accelerate DEL's revenue growth to 42%. In addition, our biology business focuses on developing new modalities-related biology capabilities, including oligonucleotide, cancer vaccines, PROTAC, viral vectors and innovative drug delivery systems. From January to December 2021, revenue from new modalities and biologic drugs under our biology business recorded a YoY growth of 75%, and its percentage in revenue from biology business increased from 10.4% in 2020 to 14.6% in 2021. Among the new modalities-related biology services, oligonucleotide business grew quickly. The Company has established a world-leading comprehensive biology service platform for oligonucleotide and has a database with more than 50 drug targets, providing integrated services to several projects. We anticipate that the revenue growth of WuXi Biology in 2022 will continue the momentum of recent years.

(4) *Cell and gene therapy CTDMO business (WuXi ATU)*

During the Reporting Period, the cell and gene therapy CTDMO business realized revenue of RMB102,640.12 ten thousand, representing a YoY decrease of 2.79% as compared to the revenue of RMB105,582.11 ten thousand in the same period of 2020. Cell and gene therapy CTDMO business in China grew rapidly with a YoY growth of 87% in revenue, which partially offset the impact of COVID-19 on such business in the U.S. due to delay of product application of customer. In respect of service platform, the Company further improved the development and production for cell and gene therapy product testing. The Company provided development and manufacturing services for 74 projects, including 58 projects in pre-clinical stage and phase I clinical trials, five projects in phase II clinical trials and 11 projects in phase III clinical trials. The new process research and development and commercialized production center in Lingang, Shanghai with an area of 15,300 sq.m. officially commenced operation in October 2021. The new base is equipped with more than 200 independent workshops and 6 complete vector and cell production lines, providing global customers with integrated process development, production and testing services of viral vectors and cell therapies. The expanded base in Philadelphia, the U.S. with an area of 13,000 sq.m. officially commenced operation in November 2021. Upon the commencement of

production, the Company's high-end cell and gene therapy testing capacity will be tripled. In 2022, the development of cell and gene therapy CTDMO business is expected to undergo breakthroughs, and the Company expects the revenue growth to outpace the growth of the industry.

(5) Domestic Discovery Service Unit (WuXi DDSU)

During the Reporting Period, the Domestic Discovery Service Unit realized revenue of RMB125,103.99 ten thousand, representing a YoY growth of 17.47% as compared to RMB106,499.05 ten thousand in the same period of 2020. In 2021, the Company helped customers complete IND filing process for 26 projects and obtain 23 clinical trial approvals. As at the end of 2021, the Company had completed IND filing for 144 projects and obtained clinical trial approvals for 110 projects. In addition, new drug application (NDA) for 1 project was in progress, and there were 3 projects, 14 projects and 74 projects in Phase III, Phase II and Phase I clinical trials, respectively. Among the 144 projects that clinical applications were filed or currently in clinical stage, about 70% were among the top 3 in terms of clinical trial progress for similar drug candidates in China. Upon the commercialization of customers' products, the Company will share the revenue from customers at an agreed percentage when their products are sold, in accordance with the relevant customer agreements. In 2022, the Domestic Discovery Service Unit will be transformed and upgraded in response to the higher requirement of customers on the domestic new medicine research and development services, and the Company expects the revenue will decrease accordingly.

II. REVIEW OF THE MAIN WORKS OF THE BOARD OF DIRECTORS IN 2021

(I) Conscientiously performing the obligations of the Board of Directors, and giving full play to the decision-making power of the board on major issues

The Board fully and effectively carried out all the decisions considered and approved at the shareholders' general meeting and performed its responsibilities in strict accordance with the Company Law, the Securities Law, the Governance Guidelines for Listed Companies and other relevant laws and regulations, the listing rules of the stock exchange where the Company's shares are listed, and the internal rules and management systems of the Company, including the Articles of Association. It also exercised the functions and powers other than those of the shareholders' general meeting as stipulated under the Company Law and the Articles of Association, and examined the key issues in the operation and development of the Company and prudently made decisions according to the laws.

In 2021, the Board held 12 meetings (including 4 regular meetings and 8 extraordinary meetings) and considered 75 proposals, including: (1) proposals relating to works of the Board of Directors and President (Chief Executive Officer), including Work Report of the Board of Directors for 2020 and Work Report of the President (Chief Executive Officer) for 2020; (2) proposals relating to regular reports, including the annual reports, interim reports and quarterly reports; (3) proposals relating to the financial management of the Company, including Final Account Report, Profit Distribution Plan, Deposit and Use of Funds Raised, External Guarantee, Re-appointment of Domestic and Overseas Accounting Firms, Asset Write-off, Foreign Exchange Hedging Business Carried Out by the Company, Cash Management, Connected Transactions and Changes of Accounting Policies; (4) proposals relating to corporate governance, such as Internal Control Report, Corporate Social Responsibility Report, Appointment of Members of the ESG Committee, Changes of Registered Capital and Amendments on the Articles of Association and other Systems; (5) proposals relating to the Directors and senior management, including Changes of Members of Special Committees of the Board of Directors, Adjustments on Allowances of Independent Directors, Proposal on Remunerations for Senior Management and Appointment of Senior Management of the Company; (6) proposals relating to equity incentives (including incentive plans), including unlock, exercise, adjustment, repurchase and cancellation of each batch of equity incentive plans over the years and the implementation of the 2021 H Share Award and Trust Scheme and the 2021 Shareholder Alignment Incentive H Share Scheme of the Company; and (7) other proposals submitted to the general meeting of shareholders to authorize the Board, including the grant of general mandate for additional issue of A Shares and/or H Shares of the Company, the grant of general mandate for repurchase of A Shares and/or H Shares of the Company and the grant of special mandate for additional issue of H shares of the Company pursuant to the conversion and issuance of H-share convertible bonds.

(II) Submitting Major Issues to general meeting for deliberation and strictly implementing the relevant resolutions of the general meeting

The Board earnestly performed the obligations as the general meeting convener according to the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the internal rules and management systems of the Company, including the Articles of Association, in order to ensure all Shareholders can exercise their rights according to laws.

In 2021, the Board convened 4 general meetings, namely Annual General Meeting for 2020, the First A Share Class Meeting for 2021, the First H Share Class Meeting for 2021 and the First Extraordinary General Meeting for 2021. Proposals considered involved the Reports of the Board of Directors and the Supervisory Committee, final account report, profit distribution plan, external guarantee, re-appointment of domestic and overseas accounting firms, connected transactions,

foreign exchange hedging business carried out by the Company and other financial matters of the Company, changes of registered capital and amendments on the articles of association and other systems, adjustments on allowances of independent directors, the implementation of the 2021 H Share Award and Trust Scheme and the 2021 Shareholder Alignment Incentive H Share Scheme of the Company, and other proposals submitted to the general meeting of shareholders to authorize the Board.

The Board was able to strictly implement the resolutions adopted by the general meeting and fully implement the resolutions.

(III) Performance of duties by the committees under the Board

The Board has four special committees, namely the Strategy Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Audit Committee. During the Reporting Period, four special committees held 21 meetings in total as follows:

The Strategy Committee held 3 meetings and mainly reviewed the financial report for the year of 2020, the deposit and actual usage of funds raised, external guarantees, foreign exchange hedging, entrusted wealth management, external investment, extension of fundraising projects and change of use of funds raised according to the Rules of Procedures for the Strategy Committee of the Board of Directors.

The Remuneration and Appraisal Committee held 8 meetings and mainly reviewed the unlocking, repurchase and cancellation of restricted shares, and exercise and cancellation of options under the share incentive plans, remuneration proposal for senior management, allowances of independent directors, the 2021 H Share Award and Trust Scheme and the 2021 Shareholder Alignment Incentive H Share Scheme of the Company according to the Rules of Procedures for the Remuneration and Appraisal Committee of the Board of Directors.

The Nomination Committee held 2 meetings and mainly reviewed the appointment of senior management members according to the Rules of Procedures for the Nomination Committee of the Board of Directors.

The Audit Committee held 8 meetings and mainly reviewed the regular reports (including financial reports), profit distribution plan, connected transactions, changes of accounting policies, asset write-off and the extension and change of fundraising projects according to the Rules of Procedures for the Audit Committee of the Board of Directors.

Each special committee under the Board shall be responsible for overseeing the operation and management of the Company from different perspectives and relevant issues within their respective scope of authority. All committees have duly performed their duties and provided professional advices to the Board.

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

The Company has five independent directors, namely Mr. Jiangnan Cai, Ms. Yan Liu, Mr. Hetong Lou, Mr. Xiaotong Zhang and Mr. Dai Feng.

In accordance with the Articles of Association and the Work Policies of the Independent Directors, the independent Directors of the Company conducted sufficient discussions and actively provided independent opinions on the appointment of the senior management members, the operation in compliance and operation management of the Company, implementation of internal control and information disclosure and protection of investors' legal interests; and paid full attention to and actively provided independent opinions on financial issues such as the external guarantee amounts, use of funds raised and own funds, operation of foreign exchange hedging business, Profit Distribution Plan, asset write-off and changes of accounting policies, and major decisions on the connected transactions, implementation of equity incentive plans, the implementation of the 2021 H Share Award and Trust Scheme and the 2021 Shareholder Alignment Incentive H Share Scheme of the Company, re-appointment of accounting firm, engagement and remuneration of senior management, internal control and internal control reports for 2021.

In 2021, the independent Directors of the Company performed their duties effectively. They paid attention to the information disclosure of the Company and actively studied relevant laws, regulations and rules. In addition, capitalizing on their own professional knowledge, they focused on, and actively participated in, the development of the Company and made valuable suggestions on the compliant operation and internal control of the Company. The efficiency of decision-making of the Company has been improved.

(V) Fulfilling the requirements of special measures for governance of listed companies by securities regulatory authorities

In the first half of 2021, in strict compliance with the Notice on Special Measures for the Governance of Listed Companies (《關於開展上市公司治理專項行動的通知》) by the CSRC and the Jiangsu securities Regulatory Bureau, the Company implemented special measures and carried out comprehensive investigation based on the self-check list for the governance of listed companies. The Company completed the self-investigation for special issues based on the review of its corporate governance.

In the second half of 2021, on top of the review of relevant work experience and in active response to the Notice on Carrying out Special Rectification of Irregularities of Stock Trading by Major Shareholders, Directors, Supervisors and Senior Management of Listed Companies (《關於開展上市公司大股東董監高股票交易類違規行為專項整治工作的通知》) (the “**Notice**”) issued by the Jiangsu securities Regulatory Bureau under the China Securities Regulatory Commission (the “**Jiangsu Securities Regulatory Bureau**”), the Company promoted the spirit of the Notice to its key minority shareholders, conducted research and implemented relevant measures, and improved the management system of shareholdings of key minority shareholders.

(VI) Actively participating in compliance training to improve listing compliance awareness of Directors

To meet the regulatory requirements on listing and strengthen the ability of Directors to perform their duties, the Board of Directors has, based on the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company’s shares are listed and the internal rules and management systems of the Company, including the Articles of Association, participated in the securities compliance trainings organized by Jiangsu Securities Regulatory Bureau, the Shanghai Stock Exchange and Listed Company Association in Jiangsu Province to further improve its securities compliance awareness and ensure the regulation of duty performance of Directors. During the reporting period, Board members participated in 6 compliance training sessions. These training sessions covered national policies, laws and regulations relating to securities markets, the Company’s rules and code of conduct, and other aspects. In addition, the Company also promptly kept Directors abreast of the latest documents relating to laws and regulation for reference and research, to strengthen the compliance awareness and duty performance of Board members.

(VII) Self-assessment of internal control

The objective of our internal control is to reasonably ensure the legal compliance of our operation and management, security of our assets and the truthfulness and integrity of our financial reports and relevant information, and to enhance our operating efficiency and effectiveness so to facilitate the implementation of our development strategies.

According to the investigation on the major deficiency of internal control relating to our financial reports, as of the benchmark date of internal control assessment report, there was no material deficiency of internal control relating to our financial reports. The Board considers that the Company has maintained effective internal control for our financial reports in all material aspects according to the requirements of the corporate internal control regulation system and relevant rules.

According to the investigation on the major deficiency of internal control relating to our non-financial reports, as of the benchmark date of internal control assessment report, there was no material deficiency of internal control relating to our non-financial reports.

During the period between the benchmark date of internal control assessment report and the publication date of the internal control assessment report, there was no other factor that would affect the conclusion of the effectiveness of our internal control.

III. THE WORK PLAN OF THE BOARD OF DIRECTORS FOR 2022

In 2022, fully aware of the severity of the economic, social and geopolitical situations of the places where the Company operates and the inherent opportunities under the complex economic, social and geopolitical situations, the Board will adhere to the principle of being responsible for all shareholders and strive to be more diligent, responsible, standardized and effective in performing its duties. It will also be committed to implementing our end-to-end integrated CRDMO and CTDMO business models and development strategies of “following the science”, “following the customers” and “following the molecule” so as to enhance our competitive strength. The Board will continue to improve our corporate governance structure and standard operation, enhance the quality of information disclosure, increase the interaction with investors, strengthen our internal control and risk management, and actively fulfill our corporate social responsibilities, in order to reward our investors with better business results.

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021

WUXI APPTEC CO., LTD.

Work Report of the Supervisory Committee for the Year 2021

In 2021, all the members of the Supervisory Committee of WuXi AppTec Co., Ltd. (the “**Company**”) actively and conscientiously performed their duties, effectively supervised the Company’s operation, financial position, and the legal compliance of directors and senior managers in performing their duties, thus promoting the improvement of corporate governance structure, and safeguarding the interests of the Company and all shareholders.

I. MAJOR WORKS OF THE SUPERVISORY COMMITTEE IN 2021

(I) Performance of daily works

The Supervisory Committee of the Company earnestly performed its obligations in accordance with the Company Law of the People’s Republic of China (the “**Company Law**”), the Securities Law of the People’s Republic of China, the Governance Guidelines for Listed Companies and other relevant laws and regulations, the listing rules of the stock exchange where the Company’s shares are listed, and the internal rules and management systems of the Company, including Articles of Association of WuXi AppTec Co., Ltd. (the “**Articles of Association**”).

In 2021, the Supervisory Committee held 12 meetings and considered 41 proposals, including: (1) proposals relating to works of the Supervisory Committee, such as Work Report of the Supervisory Committee for 2020; (2) proposals relating to regular reports; (3) proposals relating to the financial management of the Company, including Final Account Report, Profit Distribution Plan, Use and Deposit of Funds Raised, External Guarantee, Asset Write-off, Connected Transactions and Changes of Accounting Policies; (4) proposals relating to corporate governance, such as Corporate Social Responsibility Report; (5) proposals relating to equity incentives, including vesting, exercise, adjustment, repurchase and cancellation of each batch of equity incentive plans over the years; and (6) other proposals submitted to the general meeting of shareholders to authorize the board of directors of the Company (the “**Board**”).

(II) Independent Opinions

1. Independent opinions of the Supervisory Committee on the legal operation of the Company: The Supervisory Committee supervised the convening and holding procedures and the resolutions of general meetings, and the meetings of the Board, as well as the implementation of the resolutions of the general meetings by the Board according to the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company’s shares are listed and the internal rules and management systems of the Company, including

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021

the Articles of Association. The Supervisory Committee believes that the convening and holding procedures of the previous general meetings and meetings of the Board were in line with the applicable laws, the resolutions of the general meetings have been effectively implemented, the corporate governance structure has been further improved, the directors have acted in compliance and made decisions prudently, the directors and senior management are diligent, responsible, pragmatic and enterprising, and they have played an effective role in improving corporate governance, improving the effectiveness of corporate decision-making mechanism and safeguarding the interests of the Company and shareholders.

2. Independent opinions of the Supervisory Committee on the financial management of the Company: (1) the Company's financial report for the year of 2020 truly and comprehensively reflects the Company's financial position and business results. The standard unqualified audit report issued by Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合伙)) and the analysis and evaluation of relevant important matters are objective and impartial; (2) in 2021, the Company changed its accounting policies and adopted the changed accounting policies from the third quarter of 2021. The decision-making process complied with the requirements of laws and regulations and relevant documents of the finance department; and (3) the write-off of assets truly reflected the financial position of the Company and was in line with the actual circumstances of the Company and complied with the requirements of applicable laws and regulations such as the Accounting Standards for Business Enterprises. There were no circumstances that prejudice the interests of the Company and its shareholders.
3. Independent opinions of the Supervisory Committee on the profit distribution of the Company: The 2020 profit distribution and capital reserve conversion plan had comprehensively taken into account the Company's operating and financial conditions, operating performance, development prospects and future growth potential, and balanced the Company's long-term business development and shared the interests of its operating results with its shareholders. It complied with the requirements of laws, regulations and normative documents and was in line with the actual circumstances of the Company and the overall interests and long-term interests of its shareholders, and was favourable to the sustainable, stable and healthy development of the Company.
4. Independent opinions of the Supervisory Committee on external guarantees: The external guarantees in 2021 were favourable to improving the operating efficiency and profitability of subsidiaries, and complied with the requirements of laws, regulations and the Articles of Association, and there were no behaviours that prejudice the interests of the Company and its shareholders.

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021

5. Independent opinions of the Supervisory Committee on the external investments by the Company: In 2021, the Company made external investments according to the open, fair and just market-oriented pricing principle, which had no adverse impact on the daily operation of the Company and no damage to the interests of the Company and its shareholders.
6. Independent opinions of the Supervisory Committee on the connected transactions of the Company: The price of the connected transaction in 2021 was determined on the basis of the market price through negotiation between the parties in accordance with the fair principle. The decision-making process and implementation of connected transactions were not detrimental to the interests of the Company and its shareholders who are not connected persons.
7. Review and opinions of the Supervisory Committee on the evaluation report of the internal control of the Company: The Supervisory Committee has reviewed the Internal Control Evaluation Report of the Company for 2020 and had no objection to it.
8. Audit opinions of the Supervisory Committee on the regular reports of the Company: The preparation process of various regular reports in 2021 prepared by the Company was in compliance with the laws and regulations, normative documents and the Articles of Association, and the formats and contents met the relevant requirement of China Securities Regulatory Commission and the stock exchanges of the places where the stocks of the Company are listed. The contents of such reports truly, accurately and completely reflected the actual situations as to the operation management, financial and other aspects of the Company in different reporting periods of 2021, and did not contain any false records, misleading statements or material omissions.
9. Independent opinions of the Supervisory Committee on the implementation of the equity incentive plans of the Company: the Supervisory Committee verified the unlocking of restricted shares, the exercise of options, the repurchase of restricted shares and cancellation of options of the Equity Incentive Plan of 2018 and the Equity Incentive Plan of 2019 in accordance with the “Administrative Measures for Equity Incentives of Listed Companies”, the Articles of Association and other relevant regulations. It believed that the unlocking of restricted shares, the exercise of options, the repurchase of restricted shares and cancellation of options of the Equity Incentive Plan of 2018 and the Equity Incentive Plan of 2019 complied with the requirements of applicable laws and regulations and the Articles of Association and the procedures were legal and effective, and there were no circumstances that prejudice the interests of the Company’s shareholders.

APPENDIX II WORK REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2021

10. Independent opinions of the Supervisory Committee on the use and deposit of the funds raised by the Company: Special Report on the Deposit and Actual Use of the Funds Raised in 2020 and Special Report on the Deposit and Actual Use of the Funds Raised in the First Half of 2021 complied with the requirements of applicable laws, regulations and normative documents, and truly reflected the actual situation of the deposit and use of the funds raised by the Company throughout 2020 and from January to June 2021 in all material aspects.
11. Independent opinion of the Supervisory Committee on the investment projects of the funds raised by the Company: The investment projects of the funds raised by the Company had fulfilled necessary decision-making procedures for the postponement and change of the use of funds, which complied with the requirements of applicable laws and regulations, were favourable to the Company's long-term development, and were in the interests of the Company and all of its shareholders.

II. WORK PLAN OF SUPERVISORY COMMITTEE FOR 2022

In 2022, the Supervisory Committee will continue to strengthen its own learning, actively participate in various special compliance trainings, and improve its compliance awareness and performance, and will, based on the Company Law and other relevant laws and regulations, listing rules of the stock exchange where the Company's shares are listed and the internal rules and management systems of the Company, including the Articles of Association, continue to act diligently and responsibly and effectively supervise the Company's operation, financial position, the performance of the directors and senior managers, and the operation of the internal control management system, so as to safeguard the interests of the Company and all shareholders.

WUXI APPTEC CO., LTD.
Financial Report for the Year 2021

The financial statements for 2021 of WuXi AppTec Co., Ltd. (the “**Company**”) have been audited by Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)). The financial statements for 2021 of the Company and its subsidiaries are hereby reported as follows (unless otherwise specified herein, the values are in Renminbi):

In 2021, the Company achieved robust business development, and further enhanced the budget management and centralized capital management. The financial operation of the Company continued to improve, and the costs and expenses were controlled within the budget. Cash flow increased steadily, and overall profitability was further improved. The company has realized the steady growth of business development and economic benefits, and achieved the predefined economic indexes.

The Company’s financial position, business results and cash flow status for 2021 have been audited by Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合夥)), which has issued a standard unqualified audit report.

I. OPERATING STATUS

(I) Operating income

In 2021, operating income was RMB22.902 billion, representing an increase of 38.50% as compared with last year.

(II) Cost and expense

1. Operating costs. In 2021, the Company’s operating cost was RMB14.592 billion, increased by 42.32% compared with the previous year. The operating cost accounted for 63.72% of the operating income, which increased by 1.71 percentage points compared with the previous year.
2. Selling expenses. In 2021, the Company’s selling expense was RMB699 million, increased by 18.78% compared with the previous year.
3. Administrative expenses. In 2021, the Company’s administrative expense was RMB2.203 billion, increased by 19.81% compared with the previous year.

4. R&D expenses. In 2021, the Company's R&D expense was RMB942 million, increased by 35.91% compared with the previous year.
5. Finance expenses. In 2021, the Company's finance expense was RMB84 million, as compared to RMB520 million in the previous year.

(III) Profits

In 2021, the total profit of the Company was RMB6.016 billion, increased by 78.54% compared with RMB3.369 billion in the previous year. The net profit attributable to owners of the company was RMB5.097 billion, increased by 72.19% compared with RMB2.960 billion in the previous year.

II. KEY FINANCIAL POSITIONS**(I) Assets**

The total amount of consolidated assets of the Company at the end of the period was RMB55.127 billion, representing an increase of 19.09% over RMB46.291 billion in the previous year. In which: current assets amounted to RMB21.986 billion, accounting for 39.88% of the total assets; non-current assets amounted to RMB33.142 billion, accounting for 60.12% of the total assets.

The bank balances and cash was RMB8.239 billion, which was RMB1,998 million less than that at the beginning of the year, mainly consisting of net cash inflow from operating activities of RMB4.589 billion, net cash outflow from investment activities of RMB4.839 billion and net cash outflow from financing activities of RMB1.724 billion.

Other non-current financial assets amounted to RMB8.714 billion, with an increase of RMB1.997 billion compared with the beginning of the year, mainly due to the additional investment cost of RMB2.255 billion, and net decreases in gains from fair value change, transfer of disposal cost, dividend income, changes in foreign exchange rates and others totaled RMB258 million.

The fixed assets amounted to RMB8.554 billion, with an increase of RMB2,844 million from the beginning of the year, mainly due to the fixed assets converted from the completion of projects in progress of Changzhou STA, Shanghai STA, WXAT Chengdu, WXAT Tianjin and Taixing STA.

(II) Liabilities

The total liabilities at the end of 2021 were RMB16.370 billion, with an increase of RMB2.797 billion or 20.61% over the previous year. Among them, the current liabilities were RMB12.985 billion, accounting for 79.32% of the total liabilities; the non-current liabilities were RMB3.385 billion, accounting for 20.68% of the total liabilities.

Contract liabilities were RMB2.986 billion with an increase of RMB1.405 billion over the beginning of the year, mainly due to the increase in advance project payment.

(III) Shareholders' equity

The shareholders' equity attributable to the parent company at the end of the period was RMB38.492 billion, with an increase of RMB5.998 billion from that of the previous year, mainly due to the net profit attributable to the parent company of RMB5.097 billion realized in the current period and the payment of RMB0.890 billion for the execution of the 2020 Profit Distribution Plan, while the remaining increase of RMB1.791 million was due to the combined effects on equity of shareholders resulting from the conversion of H-share convertible bonds and the exercise of share options.

(IV) Cash Flows***1. Cash flows from operating activities***

Cash inflows from operating activities in the current period was RMB24.786 billion, in which, cash received from sales of goods and provision of services was RMB23.543 billion, accounting for 94.99% of the cash inflow from operating activities.

Cash outflows from operating activities was RMB20.197 billion, in which, cash paid for goods and services was RMB10.745 billion, accounting for 53.20% of the cash outflow from operating activities, and cash paid to and for employees was RMB7.087 billion, accounting for 35.09% of the cash outflow from operating activities.

Net cash inflow from operating activities was RMB4.589 billion, with an increase of RMB0.615 billion compared with RMB3.974 billion in the same period last year, mainly due to the Company's main business growth and increase in collection, partially offset by the increase in cash paid for the purchase of commodities and services and cash paid to and for employees.

2. *Cash flows from investment activities*

The cash inflow from investment activities was RMB5,775 million, mainly consisting of the proceeds from the redemption of bank wealth management products and the income received from disposal of investment.

The cash outflow from investment activities was RMB10.614 billion, mainly including the disbursement of RMB6.936 billion for long-term assets, such as fixed assets, and RMB2.820 billion for equity investment.

Net cash outflow from investment activities was RMB4.839 billion, with a decrease of RMB3.937 billion compared with the net outflow of RMB8.776 billion in the same period of last year, mainly represented the increase in expenditures of fixed assets and other long assets, offset by the increase in receipt of cash from redemption of wealth management products.

3. *Cash flows from financing activities*

The cash inflow from financing activities reached RMB2.385 billion, mainly including loans of RMB2.281 billion, which accounted for 95.63% of the cash inflow from financing activities.

The cash outflow from financing activities amounted to RMB4.109 billion, mainly including the repayment of borrowings of RMB1.210 billion, which accounted for 29.45% of the outflow from financing activities; and the cash of RMB916 million paid for the distribution of dividend and profit and the repayment of interests, which accounted for 22.29% of the outflow from financing activities.

The net cash outflow from financing activities was RMB1.724 billion, compared to net cash inflow of RMB9.888 billion in the same period of last year. The change in cashflow was mainly due to the completion of the placing of H Shares and proceeds from non-public issuance of A Shares of RMB13.030 billion in the previous year.

III. KEY FINANCIAL INDEXES

Key indexes	2021	2020	Change
Current ratio	1.69	2.91	-1.22
Quick ratio	1.22	2.55	-1.33
Asset-liability ratio (%)	29.69	29.32	0.37
Operating profit growth rate (%)	78.13	44.79	33.34
Return on equity (%)	13.25	9.13	4.12
Accounts receivable turnover rate (time)	4.66	4.29	0.37
Accounts payable turnover rate (time)	10.16	13.37	-3.21
Inventory turnover rate (time)	3.36	4.58	-1.22

(I) Solvency indexes

Current ratio of the current period was 1.69, which was 1.22 lower than that of the previous year; the quick ratio was 1.22, which was 1.33 lower than that of the previous year. This was mainly due to the increases in investment in construction projects and purchase of machine and equipment during the current period, and the transfer of current assets, such as monetary capital, to fixed assets and long-term assets including construction in progress, resulting in a decrease of current ratio and quick ratio.

The asset-liability ratio was 29.69%, up 0.37% over the previous year, mainly because the general operation and operation management of the Company remained stable and there was no material financing activity during the reporting period, resulting in a stable asset-liability ratio.

(II) Profitability indexes

Operating profit growth rate: The operating profit growth rate of the current period was 78.13%, mainly due to the increase in profits from principal businesses of the Company driven by the strong growth momentum, as well as the combined impacts from non-recurring profit or loss including the gain from changes in fair value of financial assets invested, loss from changes in fair value of H-Share convertible bonds and gains from assets disposal.

Return on equity: The return on equity was 13.25%, up 4.12% from the previous year, the increase in return on equity was mainly due to the strong growth momentum in the principal businesses of the Company and the impacts from non-recurring profit or loss, resulting in an increase of 71.99% in the net profit of the Company. The increase in return on equity was also due to the sound management of assets and liabilities and stable gearing ratio of the Company.

(III) Operating capacity indexes

Accounts receivable turnover rate: the accounts receivable turnover rate of the current period was 4.66 times, compared with 4.29 times in the same period of last year, accelerating by 0.37 times, mainly because the Company enhanced its the management of accounts receivable along with the business growth during the current period, resulting in a quicker turnover of accounts receivable.

Accounts payable turnover rate: the accounts payable turnover rate of the current period was 10.16 times, compared with 13.37 times in the same period of last year, delaying by 3.21 times, mainly because the Company maintained rational capital use and payment progress arrangement in the payment period during the current period, resulting in a slower turnover of accounts payable.

Inventory turnover rate: the inventory turnover rate of the current period was 3.36 times, compared with 4.58 times in the same period of last year, delaying by 1.22 times, mainly due to the increase in raw materials for production along with the expansion of business scale, and the increase of products in progress and finished products attributable to the increase in orders on hand.

IV. CHANGES IN ACCOUNTING POLICIES IN THE CURRENT PERIOD

The Company and its subsidiaries (collectively, the “**Group**”) have been continuously developing its integrated and end-to-end capabilities across the businesses of research, development, manufacturing, testing and clinical trial services during the reporting period, and have also been continuously implementing the CRDMO (Contract Research Development and Manufacturing Organization) and CTDMO (Contract Testing Development and Manufacturing Organization) strategies of the Group, while managing the various operating segments of the Group on the basis of globalization. In order to provide more transparent and relevant accounting information in the financial report that is reflective of the current business management structure of the Group, the Company has decided to adjust the presentation of its operating segments. The changes in accounting policies only affect the presentation of segmental information in the notes to the financial report, reflecting the actual condition of current business management structure and global operation and do not affect the data of the financial statements of the Company such as the total assets, total liabilities, net assets and net profits. Prior to the change in accounting policies, the operating segments of the Group mainly comprised the laboratory services in China, laboratory services in the United States, clinical research and other CRO services, small molecule new drug technology R&D and production and other businesses. Upon the change in accounting policies, the operating segments of the Group mainly comprise chemical business (WuXi Chemistry), biology business (WuXi Biology), testing business (WuXi Testing), cell and gene therapy CTDMO business (WuXi ATU), domestic discovery service unit (WuXi DDSU) and other businesses. The

Company prepared its segment report based on the adjusted segments since the third quarter of 2021, and restated the data of the corresponding period in 2020. For details, please refer to the announcements of the Company dated October 30, 2021 published on the website of Shanghai Stock Exchange (www.sse.com.cn) and relevant designated media (announcement No.: Lin 2021-089).

In order to meet the need of business operation and development of domestic and overseas subsidiaries (hereinafter referred to as “**Subsidiaries**”) within the scope of the consolidated financial statements of WuXi AppTec Co., Ltd. (the “**Company**”), in accordance with the Company Law of the People’s Republic of China and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed, Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation, the Articles of Association of WuXi AppTec Co., Ltd. and the External Guarantee Management System of WuXi AppTec Co., Ltd., the Company intends to provide its Subsidiaries with an aggregate guarantee of no more than RMB11.5 billion in 2022 (hereinafter referred to as “**Aggregate Guarantee in 2022**”), including its Subsidiaries with gearing ratio of less than 70% (based on the latest audited financial statements), including WuXi AppTec (Shanghai) Co., Ltd., WuXi AppTec (Suzhou) Co., Ltd., WuXi AppTec (Wuhan) Co., Ltd., WuXi AppTec (Tianjin) Co., Ltd., WuXi AppTec (Hong Kong) Limited, Shanghai STA Pharmaceutical Co., Ltd., WuXi STA Pharmaceutical Co., Ltd., Changzhou STA Life Science Co., Ltd., Changzhou SynTheAll Pharmaceutical Co., Ltd., Taixing STA Pharmaceutical Co., Ltd., Taixing Life Science Co., Ltd., Shanghai STA Pharmaceutical R&D Co., Ltd., Nantong WuXi Pharmaceutical Technology Co., Ltd., Changshu WuXi AppTec New Drug Development Co., Ltd., WuXi AppTec Holding Company, Inc, WuXi Advanced Therapies Inc. and WuXi AppTec, Inc.. Such guarantee amounts shall be valid for 12 months from the date of approval of this resolution at the 2021 AGM or until the date of approval of the external guarantee amounts for 2023 at the 2022 annual general meeting of the Company (whichever is shorter). Aggregate Guarantee in 2022 includes any single guarantee to be provided during the validity period in the amount exceeding 10% of the net assets as shown in the latest audited consolidated financial statements of the Company. As of now, the Company has no existing guarantees. The Company’s Aggregate Guarantee in 2022 is expected to be new guarantee of RMB11.5 billion in 2022. The balance of the guarantee at any time during the authorization period shall not exceed new guarantee of RMB11.5 billion approved at the general meeting of shareholders. The above guarantee occurs between the Company and its wholly-owned subsidiaries and holding subsidiaries, and the guarantee risks are controllable.

Subject to the approval of the above-mentioned external guarantee amounts at the general meeting of the Company, the finance department of the Company shall be further authorized to determine its organization and implementation.

In order to meet the needs of the Company's business development, consolidate its leading position in the field of pharmaceutical R&D services and further enhance its capital and comprehensive strength and enhance decision-making efficiency in order to seize market opportunities, in accordance with the "Company Law of the People's Republic of China", the "Securities Law of the People's Republic of China", and other relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of WuXi AppTec Co., Ltd.*, the Board of Directors of the Company intends to propose at the 2021 AGM to generally and unconditionally authorize the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A shares and/or H shares of up to 20% of the number of the A shares and/or H shares in issue of the Company, or securities which may be converted into such shares, share options, warrants, or the similar rights to subscribe for the A shares and/or H shares of the Company (excluding warrants, options or similar rights to subscribe for (i) any new Shares or (ii) any securities convertible into new Shares for cash consideration) (hereinafter referred to as the "**Similar Rights**", and the above-mentioned authorization is hereinafter referred to as the "**General Mandate**") separately or simultaneously. In accordance with the requirements of the relevant laws and regulations in China, even if the General Mandate is obtained, the Company shall still be approved at the general meeting for the issuance of any A shares. The specific authorization is as follows:

- I. To generally and unconditionally authorize the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A Shares and/or H Shares or similar rights separately or simultaneously, and to determine the terms and conditions for allotment, issuance and disposal of new shares or issue similar rights, including but not limited to:
 1. Class and number of new shares to be issued;
 2. Pricing mechanism and/or issue price of the new shares to be issued (including price range);
 3. The starting and closing dates of such issue;
 4. The class and number of the new shares to be issued to existing shareholders; and/or

5. To make or authorize the share offer, agreements, share options, conversion rights or other rights (including the relevant rights under the share incentive plans of the Company, unless otherwise required by applicable laws and regulations) that may require the exercise of such rights.
- II. The number of the A Shares and/or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors or the Chairman and its authorized persons separately or simultaneously in accordance with the General Mandate referred to in first paragraph above shall not exceed 20% of the number of the A shares and/or H shares of such class in issue of the Company at the time when this resolution is passed at the general meeting of the Company.
- III. Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the mandate specified in the seventh paragraph of this resolution, determined to allot, issue and deal with the A shares and/or H shares or similar rights, and the Company also has, during the effective period of the mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board of Directors of the Company or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.
- IV. To authorize the Board of Directors or the Chairman and its authorized persons to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws as amended from time to time (including but not limited to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the applicable laws and regulations of the regulatory authorities of the places where the shares of the Company are listed) to exercise the General Mandate.
- V. To authorize the Board of Directors or the Chairman and its authorized persons to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the abovementioned General Mandate, handle the necessary procedures and take other necessary actions.

- VI. To authorize the Board of Directors or the Chairman and its authorized persons to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association of the Company in accordance with the way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.
- VII. The effective period of the General Mandate shall be from the passing of this resolution to the following date, whichever is earlier:
- (1) from the date when this resolution is passed at the 2021 AGM of the Company until the expiry of 12 months since then;
 - (2) the date of conclusion of the 2022 annual general meeting of the Company; or
 - (3) at the time of passing a special resolution by the shareholders of the Company at the general meeting to revoke or vary the mandate under this resolution.

APPENDIX VI PROPOSED GRANTING OF REPURCHASE MANDATE

In order to meet the need of the Company's business development, in accordance with the requirements of relevant laws and regulations, the listing rules of the stock exchanges in the place where the shares of the Company are listed and the Articles of Association of WuXi AppTec Co., Ltd.* (the "**Articles of Association**"), the Board of Directors of the Company intends to propose at the 2021 AGM to generally and unconditionally authorize the Board of Directors to repurchase the A shares and/or H shares of the Company. The specific authorization is as follows:

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

China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

IV. Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:

1. Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
2. Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
3. Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
4. Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
5. Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
6. Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad;
7. Execute and handle other documents and matters related to the repurchase of shares.

V. For the purpose of this resolution, the “Relevant Period” means the period from the passing of this resolution at the general meeting of the Company and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:

1. Upon conclusion of the 2022 annual general meeting of the Company;
2. The expiration of a period of twelve months following the passing of this resolution at the 2021 AGM of the Company and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively; or
3. The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of shareholders of the Company at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.

The following is an explanatory statement required by the Hong Kong Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the special resolutions to be proposed at the 2021 AGM, the H Share Class Meeting and the A Share Class Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,563,586,588 A Shares and 392,171,271 H Shares. Subject to the passing of the special resolutions set out in the 2021 AGM, the H Share Class Meeting and the A Share Class Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the 2021 AGM, i.e. being 2,563,586,588 A Shares and 392,171,271 H Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the Relevant Period (as defined below), a total of 256,358,658 A Shares and 39,217,127 H Shares, representing 10% of the total number of A Shares and H Shares in issue as at the date of the 2021 AGM, respectively. The exercise of the Repurchase Mandate is further subject to:

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

The “**Relevant Period**” means the period from the passing of the resolution at the 2021 AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:

- (i) upon conclusion of the 2022 annual general meeting of the Company;
- (ii) the expiration of a period of twelve months following the passing of this resolution at the 2021 AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively; or

- (iii) the time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.

2. REASONS FOR SHARE REPURCHASE

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

3. FUNDING OF SHARE REPURCHASE

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

4. IMPACT OF SHARE REPURCHASE

Any repurchase of the Shares by the Company may only be made either out of the funds of the Company that would otherwise be available for dividend or distribution or out of the proceeds of the issuance of new Shares made for such purpose. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the Latest Practicable Date as these will depend on whether the Shares are purchased or acquired out of capital or profits, the number of shares purchased or acquired and the price at which such Shares were purchased or acquired. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended December 31, 2020) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Hong Kong Stock Exchange and Shanghai Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date are as follows:

Month	H Share Prices		A Share Prices	
	Highest	Lowest	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>	<i>RMB</i>	<i>RMB</i>
2021				
April	188.7	150.6	163.88	131.50
May	169.3	135.5	171.79	140.31
June	185.5	154.3	180.99	134.77
July	196.9	151.1	172.49	139.80
August	184.0	131.6	163.88	121.10
September	182.7	145.6	158.88	125.83
October	189.8	158.1	156.80	132.61
November	176.7	146.0	146.00	121.50
December	179.2	123.3	148.80	110.80
2022				
January	139.5	104.0	120.46	101.60
February	117.2	82.65	109.29	81.82
March (up to the Latest Practicable Date)	137.70	82.30	119.97	88.60

6. GENERAL

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

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

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

7. TAKEOVERS CODE

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

To the best knowledge of the Company, as at the Latest Practicable Date, the Founding Individuals held or controlled the voting rights of 740,070,220 Shares representing approximately 25.04% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the aggregate control over voting rights of the Founding Individuals would be increased to approximately 27.82% of the issued share capital of the Company. The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Under the Administration of the Takeover of Listed Companies Procedures 《(上市公司收購管理辦法)》 in the PRC, where the repurchase of shares from specific shareholders by a listed company according to the determined price approved by the general meeting of shareholders results in reduction of share capital, thereby rendering the equity held by the investor in the company exceeding 30% of the issued shares of that company, the investor is exempted from making a tender offer. In the event of any intention to increase the shareholding by means other than tender offer, a general tender offer shall be sent out. Therefore, where the Repurchase Mandate is exercised in full and the aggregate control over voting rights of the Founding Individuals would be increased to approximately 27.82%, the Founding Individuals will have no obligation to extend general tender offer to other shareholders.

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

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

8. SHARE REPURCHASE MADE BY THE COMPANY

On January 14, 2022, the repurchase and cancellation of an aggregate of 217,383 Restricted A Shares granted under the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan, which comprise (i) 57,044 Restricted A Shares granted under the initial grant of the 2018 A Share Incentive Plan at the repurchase price of RMB18.69 per A Share; (ii) 145,219 Restricted A Shares granted under the initial grant of the 2019 A Share Incentive Plan at the repurchase price of RMB18.85 per A Share; and (iii) 15,120 Restricted A Shares granted under the reserved grant of the 2019 A Share Incentive Plan at the repurchase price of RMB33.55 per A Share, pursuant to the relevant provisions of the 2018 A Share Incentive Plan and the 2019 A Share Incentive Plan, was completed. Please refer to the relevant announcements of the Company dated October 29, 2021, January 11, 2022 and January 14, 2022 for further details.

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

APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

Original Articles	Amended Articles
Article 6 The registered capital of the Company is 2,952,726,521.	Article 6 The registered capital of the Company is <u>2,955,752,122</u> 2,952,726,521 .
Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.	Article 23 After establishment, the Company issued for the first time 104,198,556 domestic shares to domestic investors and other qualified investors upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,041,985,556, all being Renminbi ordinary shares.
The Company issued 121,795,400 H-shares to overseas investors in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.	The Company issued 121,795,400 H-shares to overseas investors in 2018 for the first time upon approval of CSRC. After the abovementioned issuance, the total number of shares of the Company is 1,170,062,286, all being ordinary shares.
The shareholding of the Company is: 2,952,726,521 ordinary shares, including 2,563,838,844 shares held by shareholders of domestically listed domestic shares; 388,887,677 shares held by H-share shareholders.	The shareholding of the Company is: <u>2,955,752,122</u> 2,952,726,521 ordinary shares, including <u>2,563,580,851</u> 2,563,838,844 shares held by shareholders of domestically listed domestic shares; <u>392,171,271</u> 388,887,677 shares held by H-share shareholders.

<p>Article 30 The Company may choose one of the following ways to acquire the shares of the Company upon approval of relevant competent national authority:</p> <p>(I) to repurchase on the stock exchange by means of open trading;</p> <p>(II) to issue a repurchase offer to all shareholders at a same ratio;</p> <p>(III) to repurchase outside stock exchange in form of agreement;</p> <p>(IV) other methods specified in laws and regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p> <p>If the Company acquires its corporate shares in accordance with Article 29 (III), (V) and (VI) of the Articles of Association, it shall be conducted through open centralized trading.</p>	<p>Article 30 The Company may choose one of the following ways to acquire the shares of the Company upon approval of relevant competent national authority:</p> <p>(I) to repurchase on the stock exchange by means of open trading;</p> <p>(II) to issue a repurchase offer to all shareholders at a same ratio;</p> <p>(III) to repurchase outside stock exchange in form of agreement;</p> <p>(IV) other methods specified in laws and <u>administrative</u> regulations and accepted by the securities regulatory authority of the State Council and other regulatory bodies.</p> <p>If the Company acquires its corporate shares in accordance with Article 29 (III), (V) and (VI) of the Articles of Association, it shall be conducted through open centralized trading.</p>
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<p>Article 40 If the directors, supervisors, senior management of the Company and shareholders holding more than 5% of the Company's shares sell the shares of the Company they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, if a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, the sale of the shares shall not be subject to a six-month time limit.</p> <p>If the Company's Board does not comply with the provisions of the preceding paragraph, the shareholders shall have the right to request the Board to execute within thirty days. If the Company's Board fails to execute within the above-mentioned time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own name for the benefit of the Company.</p> <p>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.</p>	<p>Article 40 If the directors, supervisors, senior management of the Company and shareholders holding more than 5% of the Company's shares sell the shares of the Company or <u>other securities with an equity nature</u> they held within six months after the purchase, or purchase again within six months after sale, the proceeds thereon shall be owned by the Company and the Board of the Company will recover the proceeds. However, if a securities company holds more than 5% of the shares after purchasing the remaining shares upon public offering due to underwriting, the sale of the shares shall not be subject to a six-month time limit <u>upon underwriting and other circumstances stipulated by the China Securities Regulatory Commission shall be excluded.</u></p> <p><u>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.</u></p> <p>If the Company's Board does not comply with the provisions of the preceding first paragraph, the shareholders shall have the right to request the Board to execute within thirty days. If the Company's Board fails to execute within the above-mentioned time limit, the shareholders shall have the right to file a lawsuit directly with the people's court in their own name for the benefit of the Company.</p> <p>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.</p>
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<p>Article 48 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed foreign shares abroad, and authorize an overseas agency to manage it. The original of the register of shareholders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong.</p> <p>The Company shall keep the duplicate of the register of shareholders of overseas listed foreign shares in the domicile of the Company; the authorized overseas agency shall guarantee the consistence between the original and duplicate of the register of shareholders of overseas listed foreign shares all the time.</p> <p>In case of inconsistency, the original shall prevail.</p>	<p>Article 48 The Company may, based on the understanding or agreement reached between the securities regulatory authority of the State Council and overseas securities regulatory authority, store the register of shareholders of overseas listed foreign shares abroad, and authorize an overseas agency to manage it. The original of the register of shareholders of overseas listed foreign shares listed in Hong Kong shall be kept in Hong Kong <u>for the inspection of shareholders. The register of shareholders may be closed according to the relevant provisions under the Hong Kong Companies Ordinance.</u></p> <p>The Company shall keep the duplicate of the register of shareholders of overseas listed foreign shares in the domicile of the Company; the authorized overseas agency shall guarantee the consistence between the original and duplicate of the register of shareholders of overseas listed foreign shares all the time.</p> <p>In case of inconsistency, the original shall prevail.</p>
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<p>Article 63 The shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to observe the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) not to withdraw shares unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(IV) not to abuse shareholder's right to harm the interests of the Company or other shareholders; not to abuse the Company's position as an independent legal person or shareholder's limited liability protection to harm the interests of the creditors of the Company;</p> <p>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.</p>	<p>Article 63 The shareholders of ordinary shares of the Company shall have the following obligations:</p> <p>(I) to observe the laws, administrative regulations, departmental rules, normative documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association;</p> <p>(II) to pay capital contribution as per the shares subscribed for and the method of subscription;</p> <p>(III) not to withdraw shares unless in the circumstances stipulated by laws and administrative regulations;</p> <p>(IV) not to abuse shareholder's right to harm the interests of the Company or other shareholders; not to abuse the Company's position as an independent legal person or shareholder's limited liability protection to harm the interests of the creditors of the Company;</p> <p>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.</p>
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APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint and several liabilities for the Company's debts.</p> <p>(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.</p> <p>Except for the conditions the share subscribers agree to at the time of subscription, shareholders do not assume any subsequently added responsibility for share capital.</p>	<p>If any shareholder of the Company abuses the Company's position as an independent legal person or shareholder's limited liability protection for the purpose of evading repayment of debts, thereby seriously damaging the interests of the creditors of the Company, the said shareholder shall bear joint and several liabilities for the Company's debts.</p> <p>(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.</p> <p>Except for the conditions the share subscribers agree to at the time of subscription, shareholders do not assume any subsequently added responsibility for share capital.</p> <p><u>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.</u></p>
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<p>Article 67 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:</p> <p>.....</p> <p>(XIV) to consider and approve guarantees stipulated in Article 69;</p> <p>(XV) to consider any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, the amount of which is more than RMB30 million and which accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(XVI) to consider the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(XVII) to consider and approve matters relating to the changes in the use of proceeds from share offerings;</p> <p>(XVIII) to consider equity incentive plans;</p> <p>.....</p>	<p>Article 67 The general meeting shall be the organ of authority of the Company and shall exercise the following functions and powers according to the laws:</p> <p>.....</p> <p>(XIV) to consider and approve <u>financial assistance stipulated in Article 69</u> and guarantees stipulated in <u>Article 70</u>;</p> <p>(XV) to consider any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, the amount of which is more than RMB30 million and which accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(XVI) to consider the Company's purchase or sale of major assets within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(XVII) to consider and approve matters relating to the changes in the use of proceeds from share offerings;</p> <p>(XVIII) to consider equity incentive plans <u>and employee stock ownership plan</u>;</p> <p>.....</p>
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<p>Article 68 The Company's transactions (excluding the provision of guarantee, receipt of cash donation, and any transaction that simply relieves the Company of obligatory debt) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:</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 50% of the latest audited total assets of the Company;</p> <p>(II) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;</p> <p>(III) the transaction profit accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB5 million;</p>	<p>Article 68 The Company's transactions (excluding <u>financial assistance</u>, the provision of guarantee, receipt of cash donation <u>by the Company</u>, and any transaction that <u>simply relieves the</u> waives the debt of the Company or other transactions of obligatory debt <u>without involving any payment of consideration or attachment of any obligations</u>) meeting one of the following standards shall be submitted to the general meeting for consideration upon consideration and approval by the Board:</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 50% of the latest audited total assets of the Company;</p> <p>(II) <u>the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;</u></p> <p>(III) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 50% of the latest audited net assets of the Company, with the absolute amount of more than RMB50 million;</p> <p>(IIIIV) the transaction profit accounts for more than 50% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB5 million;</p>
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<p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB50 million;</p> <p>(V) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited net profit of the Company in such fiscal year, with the absolute amount of more than RMB5 million.</p> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>	<p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 50% of the audited operating income of the Company in such fiscal year, with the absolute amount of more than RMB50 million;</p> <p>(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.</p> <p>(VII) <u>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.</u> major transactions; <u>2.</u> <u>very substantial disposals;</u> <u>3.</u> <u>very substantial acquisitions;</u> <u>4.</u> <u>reverse takeovers.</u> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p>
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	<p>Article 69 <u>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:</u></p> <p>(I) <u>the amount of a single financial assistance exceeding 10% of the latest audited net assets of the Company;</u></p> <p>(II) <u>the gearing ratio of the target of the financial assistance according to the latest financial statements exceeding 70%;</u></p> <p>(III) <u>the total amount of financial assistance in the last 12 months exceeding 10% of the latest audited net assets of the Company;</u></p> <p>(IV) <u>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;</u></p> <p><u>If the target of financial assistance is a subsidiary consolidated in the Company's financial statement and other shareholders of the subsidiary do not include any controlling shareholder and de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.</u></p>
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<p>Article 69 The following external guarantees of the Company shall be considered and approved by the general meeting:</p> <p>(I) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has reached or exceeded 50% of the net assets in the latest audited consolidated financial statements;</p> <p>(II) the accumulated amount of guarantee within 12 consecutive months exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;</p> <p>(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;</p> <p>(IV) guarantee for guarantee objects whose liability-asset ratio exceeds 70%;</p> <p>(V) a single guarantee with the amount exceeding 10% of the net assets in the latest audited consolidated financial statements;</p> <p>(VI) guarantee provided to shareholders, de facto controllers and their connected parties;</p>	<p>Article 6970 The following external guarantees of the Company shall be considered and approved by the general meeting:</p> <p>(I) any guarantees provided by the Company and its holding subsidiaries after the total amount of external guarantees has reached or exceeded 50% of the net assets in the latest audited consolidated financial statements;</p> <p>(II) <u>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;</u></p> <p>(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;</p> <p>(IV) guarantee for guarantee objects whose liability-asset ratio exceeds 70%;</p> <p>(V) a single guarantee with the amount exceeding 10% of the net assets in the latest audited consolidated financial statements;</p> <p>(VI) guarantee provided to shareholders, de facto controllers and their connected parties;</p>
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<p>(VII)other external guarantees that shall be submitted to the general meeting for consideration as required in the laws, administrative regulations, departmental rules, regulatory documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>“External guarantees” and “guarantees” mentioned in this article refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.</p> <p>External guarantees to be considered at the general meeting as specified in this article shall be considered and approved by the Board before submission to the general meeting for consideration.</p>	<p>(VII)other external guarantees that shall be submitted to the general meeting for consideration as required in the laws, administrative regulations, departmental rules, regulatory documents and the listing rules of the stock exchange in the place where the stocks of the Company are listed.</p> <p>“External guarantees” and “guarantees” mentioned in this article refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.</p> <p>External guarantees to be considered at the general meeting as specified in this article shall be considered and approved by the Board before submission to the general meeting for consideration.</p> <p><u>In case of any violation of the approval authority of the general meeting and the Board for external guarantee as stipulated under this article and causing loss to the Company, relevant officer shall be liable for economic compensation. If the case is serious and constitutes a crime, it shall be submitted to the judicial authority according to the relevant laws.</u></p>
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<p>Article 72 The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting. The Company will also provide online voting method for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. The time and venue of meeting shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders' participation in the meeting. Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.</p>	<p>Article 7273 The venue of the general meeting of the Company shall be the domicile of the Company or principal place of business of the Company (or its subsidiary) otherwise determined by the Company.</p> <p>General meetings shall be held onsite <u>and through online voting</u> at the venue prepared in advance. The vote shall be made at the meeting. The Company will also provide online voting method for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting. The time and venue of meeting shall be convenient for shareholders' participation. The Company shall ensure legitimacy and effectiveness of the general meeting and facilitate the shareholders' participation in the meeting. Reasonable time for discussion shall be allocated to each resolution proposed at the general meeting.</p>
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<p>Article 76 Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within ten days after receipt of the request.</p> <p>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.</p> <p>If the Board does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Supervisory Committee in writing.</p>	<p>Article 7677 Shareholder(s) severally or jointly holding more than 10% shares of the Company shall have the right to request the Board to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Board in writing and state the topic of the meeting. The Board shall, pursuant to relevant laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association, give a written reply on whether or not it agrees to hold such an extraordinary general meeting or class meeting within ten days after receipt of the request.</p> <p>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.</p> <p>If the Board does not agree to hold the extraordinary general meeting or class meeting or fails to give a written reply within ten days after receipt of the request, shareholder(s) severally or jointly holding more than 10% shares of the Company shall be entitled to propose to the Supervisory Committee to hold an extraordinary general meeting or class meeting, and shall put forward such request to the Supervisory Committee in writing.</p>
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APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>If the Supervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p>	<p>If the Supervisory Committee agrees to convene the extraordinary general meeting or class meeting, it shall serve a notice of such meeting within five days after receipt of the said request. In the event of any change to the original <u>request</u> proposal set forth in the notice, the consent of relevant shareholder(s) shall be obtained.</p>
<p>If the Supervisory Committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.</p>	<p>If the Supervisory Committee fails to serve the notice of general meeting or class meeting within the prescribed period, it shall be deemed as failing to convene and preside over the general meeting or class meeting. The shareholder(s) severally or jointly holding more than 10% shares of the Company for more than ninety consecutive days may convene and preside over the meeting by themselves.</p>

<p>Article 77 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed.</p> <p>Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.</p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.</p>	<p>Article 7778 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed.</p> <p>Prior to the <u>disclosure</u> announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10% <u>of the total share capital of the Company.</u></p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.</p>
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<p>Article 81 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.</p> <p>Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten days before a general meeting is convened. The convener shall serve a supplementary notice of general meeting within two days after receipt of the proposals and announce the contents of the provisional proposals.</p> <p>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.</p> <p>Proposals not set out in the notice of general meeting or not complying with Article 80 of the Articles of Association shall not be voted or resolved at the general meeting.</p>	<p>Article 8182 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.</p> <p>Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten <u>working days or fifteen days (whichever is later and exclusive of the date of meeting and the date when the proposals are submitted)</u> 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.</p> <p>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.</p> <p>Proposals not set out in the notice of general meeting or not complying with Article 8081 of the Articles of Association shall not be voted or resolved at the general meeting.</p>
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<p>Article 84 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting.</p> <p>Where a general meeting is held over network or other means, the notice of general meeting shall specify the voting time and voting procedure of other means.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p>	<p>Article 8485 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting-;</p> <p><u>(XI) the voting time and voting procedure over network or of other means.</u></p> <p>Where a general meeting is held over network or other means, the notice of general meeting shall specify the voting time and voting procedure of other means.</p> <p>Notices or supplementary notices of general meetings shall adequately and completely disclose the specific contents of all proposals as well as all the data or explanations that help the shareholders to make reasonable judgment on the matters to be discussed. Where the opinions of an independent director are required on the matters to be discussed, such opinions and reasons thereof shall be disclosed when the notices or supplementary notices of general meetings are served.</p>
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<p>Article 107 Resolutions of a general 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 general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p>	<p>Article 107108 Resolutions of a general 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 general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds <u>or more</u> of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p>
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<p>Article 108 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan (excluding the circumstances stated in Article 245 (IV) of the Articles of Association) and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));</p>	<p>Article 108109 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan (excluding the circumstances stated in Article 245247 (IV) of the Articles of Association) and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 6970 of the Articles of Association (excluding Item (IIIII));</p>
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<p>(VII) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p> <p>(IX) resolution on appointment or dismissal of the Company's accounting firm;</p> <p>(X) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>	<p>(VII) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p> <p>(IX) resolution on appointment or dismissal of the Company's accounting firm <u>and the remuneration or the basis of remuneration of the accounting firm</u>;</p> <p>(X) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>
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<p>Article 109 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger or transformation of organizational form of the Company;</p> <p>(IV) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p> <p>(VIII) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</p>	<p>Article 109110 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, <u>spin-off</u>, merger or transformation of organizational form of the Company;</p> <p>(IV) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p> <p>(VIII) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</p>
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APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>(IX) the profit distribution plan in accordance with Article 245 (IV) of the Articles of Association;</p> <p>(X) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p>(IX) the profit distribution plan in accordance with Article 245<u>247</u> (IV) of the Articles of Association;</p> <p>(X) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>
<p>Article 110 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed 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>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</p>	<p>Article 110<u>111</u> Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote.</p> <p>Votes for medium and small investors shall be separately counted when any material matter affecting their interests is considered at the general meeting. The separate counting results shall be disclosed 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>Any material matter affecting the interests of medium and small investors mentioned in the preceding paragraph refers to any matter on which the independent directors shall provide independent opinions, and the aforesaid medium and small investors are shareholders other than the Company's directors, supervisors, senior management officers and shareholder(s) severally or jointly holding more than 5% (inclusive) shares of the Company.</p>

<p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p>The Board, independent directors and qualified shareholders may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. The collection of voting rights shall be conducted free of charge and shareholders whose voting rights are being collected shall disclose information of specific voting preferences. Paid or indirectly paid collection of voting rights is not permitted.</p>	<p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p> <p><u>If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.</u></p> <p><u>The Board, independent directors and qualified shareholders, 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, Thethe 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.</u></p>
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<p>Article 112 The Company shall provide convenience for shareholders to attend general meetings by whatever means including giving priority to the use of modern IT means such as online voting platform, provided that the general meeting shall be held legally and validly.</p>	<p>Article 112 The Company shall provide convenience for shareholders to attend general meetings by whatever means including giving priority to the use of modern IT means such as online voting platform, provided that the general meeting shall be held legally and validly.</p>
<p>Article 114 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</p> <p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>(I) The total number of valid votes casted by each shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;</p>	<p>Article 114 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</p> <p>The general meeting shall<u>may</u> adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>(I) The total number of valid votes casted by each shareholder attending the meeting in election of directors or supervisors shall be equal to the number of voting shares held by the shareholder multiplied by the number of directors or supervisors to be elected;</p>

<p>(II) Each shareholder may cast all his votes on single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;</p> <p>(III) Votes for single candidate of director or supervisor may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors or supervisors shall not exceed the entitled total number of the valid voting rights;</p> <p>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of WuXi AppTec Co., Ltd.</p>	<p>(II) Each shareholder may cast all his votes on single candidate for director or supervisor or spread his votes on different candidates for director or supervisor;</p> <p>(III) Votes for single candidate of director or supervisor may be more or less than the number of voting shares held by the shareholder, which do not need to be integral multiples of the number of his shares. However, the accumulative number of the votes for all candidates for directors or supervisors shall not exceed the entitled total number of the valid voting rights;</p> <p>After completion of voting, all the candidates for directors or supervisors shall be elected in descending order according to the number of votes they received, upon the capped number of directors or supervisors to be elected.</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of WuXi AppTec Co., Ltd.</p> <p><u>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company.</u></p>
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<p>Article 122 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has interests in any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p>Shareholders or proxies thereof voting over the network or other means shall have the right to check their voting results via the corresponding voting system.</p>	<p>Article 122 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has <u>interests connected relations</u> with any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p> <p>When proposals are voted on at the general meeting, the lawyer, shareholders' representative and supervisors' representative shall be jointly responsible for the counting and monitoring of the votes and shall announce the voting results on the spot, which voting results shall be recorded in the meeting minutes.</p> <p>Shareholders or proxies thereof voting over the network or other means shall have the right to check their voting results via the corresponding voting system.</p>
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<p>Article 133 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall have the right to vote at class meeting in respect of matters concerning items (II) to (VIII) and (XI) to (XII) of Article 132 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>.....</p> <p>(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article 296 of the Articles of Association;</p> <p>.....</p>	<p>Article 133 Shareholders of the affected class, whether or not otherwise having the right to vote at shareholders' general meetings, shall have the right to vote at class meeting in respect of matters concerning items (II) to (VIII) and (XI) to (XII) of Article 132 of the Articles of Association, but interested shareholder(s) shall not be entitled to vote at such class meetings.</p> <p>.....</p> <p>(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article 298<u>6</u> of the Articles of Association;</p> <p>.....</p>
<p>Article 135 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with the provisions on notice period of annual general meetings and extraordinary general meetings under Article 82. Such notice shall give such shareholder notice of the matters to be considered at such meeting and the date and place of the class meeting.</p> <p>.....</p>	<p>Article 135 Written notice of a class meeting shall be given to all shareholders who are registered as holders of that class in the register of shareholders in accordance with the provisions on notice period of annual general meetings and extraordinary general meetings under Article 82<u>83</u>. Such notice shall give such shareholder notice of the matters to be considered at such meeting and the date and place of the class meeting.</p> <p>.....</p>

<p>Article 149 An independent director shall meet the following basic conditions:</p> <p>(I) having the qualifications as director of listed companies in accordance with the laws, administrative regulations and other relevant provisions;</p> <p>(II) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules;</p> <p>(III) having the independence as required by the laws and regulations;</p> <p>(IV) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director;</p> <p>(V) other conditions specified in the Articles of Association.</p>	<p>Article 149 An independent director shall meet the following basic conditions:</p> <p>(I) having the qualifications as director of listed companies in accordance with the laws, administrative regulations and other relevant provisions;</p> <p>(II) having the basic knowledge about operations of listed companies, and proficient in relevant laws, administrative regulations and rules;</p> <p>(III) having the independence as required by the laws and regulations;</p> <p>(IV) having more than five years' experience in legal and economic work or other work required for fulfilling duties as independent director;</p> <p>(V) other conditions specified in <u>the laws and regulations and</u> the Articles of Association.</p>
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<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall first be approved by independent directors and then discussed by the Board; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p>(III) to propose to convene an extraordinary general meeting;</p> <p>(IV) to propose to convene a Board meeting;</p> <p>(V) to openly collect voting rights from shareholders before a general meeting is held;</p>	<p>Article 153 An independent director shall have the following special powers in addition to the powers stipulated by the Articles of Association:</p> <p>(I) significant connected transaction (identified according to the standard required by the stock exchange in the place where the stocks of the Company are listed, the same below) shall first be approved <u>obtained prior approval</u> by independent directors and then discussed by the Board; before making a judgment, the independent directors may appoint an intermediary qualified for conducting securities and futures businesses to provide independent financial and advisory reports as a basis for their judgment;</p> <p>(II) to propose to appoint or dismiss the accounting firm and to give prior approval for appointment or dismissal of the accounting firm by the Company;</p> <p>(III) to propose to convene an extraordinary general meeting;</p> <p>(IV) to propose to convene a Board meeting;</p> <p>(V) to openly collect voting rights from shareholders before a general meeting is held;</p>
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<p>(VI) to independently appoint an intermediary organ to express professional opinions if necessary;</p> <p>(VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)—(VII) above except for the powers exercisable solely by an independent director in accordance with relevant regulations. The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p>	<p>(VI) to independently appoint an intermediary organ to express professional opinions <u>engage independent external auditor and advisor to conduct audit and provide advices on special issues of the Company</u> if necessary;</p> <p>(VII) to enjoy other rights stipulated by laws, administrative regulations, departmental rules, regulatory documents, the listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association.</p> <p>Independent directors shall seek the consent of more than half of all the independent directors before exercising the powers under (I)—(VII) above except for the powers exercisable solely by an independent director in accordance with relevant regulations. <u>Before exercising the powers under (VI), consent of all independent directors shall be seek. Matters under (I) and (II) shall be submitted to the Board for discussion after seeking consent of more than half of the independent directors.</u> The reasonable expenses incurred from engaging intermediaries or professionals or other reasonable expenses required for duty performance by independent directors shall be borne by the Company.</p> <p><u>Where the laws, administrative rules and rules of CSRC provide otherwise, such provisions shall prevail.</u></p>
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<p>Article 158 The Board shall comprise 12 directors, including 5 independent directors.</p> <p>The Board shall have one chairman, and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of the directors of the Board.</p> <p>The composition of the Board shall be in compliance with laws and regulations and have reasonable professional structure. The members of the Board shall acquire necessary knowledge, techniques and qualification for performing the duties. The Company shall encourage diversified composition of the Board.</p>	<p>Article 158 The Board shall comprise 12¹³ directors, including 5 independent directors.</p> <p>The Board shall have one chairman, and may have one vice chairman. The chairman and vice chairman shall be elected by more than half of the directors of the Board.</p> <p>The composition of the Board shall be in compliance with laws and regulations and have reasonable professional structure. The members of the Board shall acquire necessary knowledge, techniques and qualification for performing the duties. The Company shall encourage diversified composition of the Board.</p>
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<p>Article 159 The Board shall exercise the following functions and powers:</p> <p>.....</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. within the authority granted by the general meeting;</p> <p>(IX) to decide on the establishment of the Company's internal management bodies;</p> <p>(X) to appoint or dismiss the Company's manager (president and CEO), and secretary to the Board; to appoint or dismiss the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the manager (president and CEO) and decide on their remunerations, rewards and punishments;</p> <p>(XI) to formulate the Company's fundamental management system;</p>	<p>Article 159 The Board shall exercise the following functions and powers:</p> <p>.....</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, <u>donations</u> etc. within <u>the authority permitted under the laws, regulations and these Articles of Association</u> 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>(X) to <u>decide on the appointment or dismissal of appoint or dismiss</u> the Company's manager (president and CEO), <u>and</u> secretary to the Board <u>and other senior management and determine their remunerations and matters related to incentives and punishment</u>; to <u>decide on the appointment or dismissal of appoint or dismiss</u> the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the manager (president and CEO) and decide on their remunerations, rewards and punishments;</p> <p>(XI) to formulate the Company's fundamental management system;</p>
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APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>(XII) to formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIII) to manage matters relating to information disclosure of the Company;</p> <p>(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;</p> <p>(XV) to listen to the work reports of the Company's manager (president and CEO) and examine the work thereof;</p> <p>(XVI) to formulate the equity incentive plan of the Company;</p> <p>.....</p>	<p>(XII) to formulate the proposals for any amendment to the Articles of Association;</p> <p>(XIII) to manage matters relating to information disclosure of the Company;</p> <p>(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;</p> <p>(XV) to listen to the work reports of the Company's manager (president and CEO) and examine the work thereof;</p> <p>(XVI) to formulate the equity incentive plan <u>and employee stock ownership plan</u> of the Company;</p> <p>.....</p>
<p>Article 164 The Board shall determine the authorization relating to external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management and connected transactions, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and report to the general meeting for approval.</p>	<p>Article 164 The Board shall determine the authorization relating to external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, —and <u>and donations</u>, and shall establish strict examination and decision making procedure; and organize relevant experts and professionals to make assessments on material investment projects and report to the general meeting for approval.</p>

<p>Article 165 Transactions (excluding connected transactions and provision of guarantee) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p> <p>(III) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p> <p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p>	<p>Article 165 Transactions (excluding connected transactions, financial assistance, and provision of guarantee <u>and other transactions of the Company without involving any payment of consideration or attaching any obligations such as receiving monetary assets as gift and waiver of debts</u>) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) <u>the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</u></p> <p>(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>(IIIIV) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p> <p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p>
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<p>(V) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.</p> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>Connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected natural person involving more than RMB300,000 and connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected legal person involving more than RMB3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company shall be submitted to the Board for deliberation.</p>	<p>(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>(VII) <u>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"> 1. <u>share transactions;</u> 2. <u>discloseable transactions;</u> 3. <u>major transactions;</u> 4. <u>very substantial disposals;</u> 5. <u>very substantial acquisitions;</u> 6. <u>reverse takeovers.</u> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>Connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected natural person involving more than RMB300,000 and connected transactions (excluding provision of guarantee by listed companies) between the Company and a connected legal person involving more than RMB3 million and accounting for more than 0.5% of the absolute value of the latest audited net assets of the Company shall be submitted to the Board for deliberation.</p>
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<p>“Transactions” as mentioned in this article include the purchase or disposal of assets; external investment (including consigned financial management, consigned loan, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee, etc.</p> <p>The aforesaid purchase or disposal of assets excludes asset purchase or disposal relating to daily business operations such as purchase of raw materials, fuels and power or sale of products and goods, but still includes asset purchase or disposal involved in asset swap.</p>	<p>“Transactions” as mentioned <u>above</u> in this article include the purchase or disposal of assets; external investment (including consigned financial management, consigned loan <u>investment in subsidiaries</u>, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee; <u>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)</u>, etc.</p> <p>The aforesaid purchase or disposal of assets excludes <u>transactions exclude the following transactions</u> asset purchase or disposal relating to daily business operations <u>of the Company:</u> such as purchase of raw materials, fuels and power; receipt of services; or sale of products and goods; <u>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.</u></p>
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<p>The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 9 of the Listing Rules of Shanghai Stock Exchange.</p>	<p><u>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.</u></p> <p>The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 9<u>6</u> of the Listing Rules of Shanghai Stock Exchange <u>or</u> Chapter 14 of the Hong Kong Listing Rules, as the case may be.</p>
	<p><u>Article 167 In addition to obtaining approval from more than half of all directors, transactions of listed companies relating to financial assistance shall also be considered and approved by more than two-thirds of the directors attending the Board meeting and shall be disclosed in a timely manner. If the transaction meets the conditions as stipulated in article 69 herein, it shall be submitted to the general meeting for deliberation upon approval by the Board.</u></p> <p><u>If the target of financial assistance is a subsidiary consolidated in the Company's financial statement and other shareholders of the subsidiary do not include any controlling shareholder or de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.</u></p>
<p>Article 167 The chairman of the Board shall be elected and removed by more than half of all the directors.</p>	<p>Article 167168 The chairman and vice chairman of the Board shall be elected and removed by more than half of all the directors.</p>

<p>Article 179 Proxy attendance at Board meetings shall follow the principles below:</p> <p>(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;</p> <p>(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;</p> <p>(III) a director shall not give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;</p> <p>(IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.</p>	<p>Article 179180 Proxy attendance at Board meetings shall follow the principles below:</p> <p>(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;</p> <p>(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;</p> <p>(III) <u>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 give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and any voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;</u></p> <p>(IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.</p>
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APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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

<p>Article 225 A director, supervisor, manager (president and CEO) and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that have already been concluded by the Company or are being planned (save the contracts of employment between the directors, supervisors, manager (president and CEO) or other senior management officers and the Company), shall, as soon as possible, disclose to the Board the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board.</p> <p>Except the circumstances specified in Note 1 of Appendix 3 of Hong Kong Listing Rules or permitted by HKEX, a director may not vote any resolution of the Board with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his close associates (as defined under the Hong Kong Listing Rules). When determining whether the number of persons present at the meeting of the Board reaches the quorum, the said director may not be counted as part of the quorum.</p> <p>.....</p>	<p>Article 225227 A director, supervisor, manager (president and CEO) and any other senior management officer of the Company who directly or indirectly has material interests in contracts, transactions, or arrangements that have already been concluded by the Company or are being planned (save the contracts of employment between the directors, supervisors, manager (president and CEO) or other senior management officers and the Company), shall, as soon as possible, disclose to the Board the nature and extent of his interests, regardless of whether or not the matters at hand require the approval of the Board.</p> <p>Except the circumstances specified in Note 1 of Appendix 3 of Hong Kong Listing Rules or permitted by HKEX, a director may not vote any resolution of the Board with respect to any contract or arrangement or any other suggestion which has substantial interests via himself or any of his close associates (as defined under the Hong Kong Listing Rules). When determining whether the number of persons present at the meeting of the Board reaches the quorum, the said director may not be counted as part of the quorum.</p> <p>.....</p>
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<p>Article 230 A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 228 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p>	<p>Article 2302 A guarantee for the repayment of a loan which has been provided by the Company in breach of the preceding Article 228230 (I) shall not be enforceable against the Company, save in respect of the following circumstances:</p>
<p>Article 233 The Company shall enter into a contract in writing with each of its directors, supervisors, manager (president and CEO) and other senior management officers, which shall include at least the following provisions:</p> <p>.....</p> <p>(III) the arbitration clauses prescribed in Article 295 of the Articles of Association.</p> <p>.....</p>	<p>Article 2335 The Company shall enter into a contract in writing with each of its directors, supervisors, manager (president and CEO) and other senior management officers, which shall include at least the following provisions:</p> <p>.....</p> <p>(III) the arbitration clauses prescribed in Article 2957 of the Articles of Association.</p> <p>.....</p>
<p>Article 234 Contracts concerning the emolument between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purpose of this paragraph, the acquisition of the Company includes any of the following:</p> <p>.....</p> <p>(II) any offer made by any person with a view to becoming a controlling shareholder, which has the same meaning with that prescribed in Article 296 of the Articles of Association of the Company.</p> <p>.....</p>	<p>Article 234236 Contracts concerning the emolument between the Company and its directors or supervisors shall provide that in the event that the Company is to be acquired by others, the Company's directors and supervisors shall, subject to the prior approval of the general meeting, have the right to receive compensation or other payment in respect to his loss of office or retirement. For the purpose of this paragraph, the acquisition of the Company includes any of the following:</p> <p>.....</p> <p>(II) any offer made by any person with a view to becoming a controlling shareholder, which has the same meaning with that prescribed in Article 2968 of the Articles of Association of the Company.</p> <p>.....</p>

<p>Article 236 The Company shall submit annual financial reports to the office of the securities regulatory authority of the State Council and the stock exchange within 4 months from the end of each fiscal year, submit semi-annual financial reports to the office of the securities regulatory authority of the State Council and the stock exchange within 2 months from the end of the first 6 months of each fiscal year, and submit quarterly financial reports the office of the securities regulatory authority of the State Council and the stock exchange within 1 month from the end of the first 3 months and 9 months respectively of each fiscal year.</p> <p>The aforesaid financial reports shall be prepared in accordance with relevant laws, administrative regulations and departmental rules.</p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p> <p>Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.</p>	<p>Article 23638 The Company shall submit <u>and disclose</u> annual financial reports to the office of the securities regulatory authority of the State Council and the stock exchange within 4 months from the end of each fiscal year, <u>and submit and disclose interim semi-annual financial</u> reports to the office of the securities regulatory authority of the State Council and the stock exchange within 2 months from the end of the first 6 months <u>first half</u> of each fiscal year, and submit quarterly financial reports the office of the securities regulatory authority of the State Council and the stock exchange within 1 month from the end of the first 3 months and 9 months respectively of each fiscal year.</p> <p>The aforesaid financial <u>annual reports and interim reports</u> shall be prepared in accordance with relevant laws, administrative regulations and departmental rules <u>requirements of the CSRC and the stock exchange.</u></p> <p>The financial statements of the Company shall, in addition to being prepared in accordance with PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the financial statements in distributing its after-tax profits, the lower of the two amounts shown in the financial statements shall be adopted.</p> <p>Any interim results or financial information published or disclosed by the Company must be also be prepared and presented in accordance with PRC accounting principles and regulations, and also in accordance with either international accounting principles or those of the place overseas where the Company's shares are listed.</p>
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<p>Article 244 The specific profit distribution policy of the Company:</p> <p>.....</p> <p>(V) minimum ratio of cash dividends and differentiated cash dividend policies</p> <p>In any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year. 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.</p> <p>The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, whether there are major capital expenditure arrangements and other factors:</p> <ol style="list-style-type: none"> 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; 	<p>Article 24446 The specific profit distribution policy of the Company:</p> <p>.....</p> <p>(V) minimum ratio of cash dividends and differentiated cash dividend policies</p> <p>In any three consecutive years, the profits that the Company have accumulatively distributed in cash shall not be less than 30% of the annual average distributable profits realized in these three years; and generally, the profits annually distributed in cash shall not be less than 10% of the distributable profits in the current year. 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.</p> <p>The Board of the Company will formulate differentiated cash dividend policies, in accordance with the procedure stipulated in the Articles of Association and taking into consideration of the industrial characteristics, development stages, business model, profitability, whether there are major capital expenditure arrangements and other factors:</p> <ol style="list-style-type: none"> 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;
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<p>3. If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;</p> <p>4. If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.</p>	<p>3. If the Company is in a growth stage and has major capital expenditure arrangements, cash dividends shall take up a minimum of 20% in profit distribution;</p> <p>4. If it is difficult to define the development stage of the Company, but the Company has major capital expenditure arrangements, the preceding provisions may still be followed.</p> <p><u>The proportion of cash dividends in the profit distribution shall be cash dividends divided by the sum of cash dividends and share dividends.</u></p>
<p>Article 245 Deliberation procedure for the profit distribution plan of the Company</p> <p>(IV) when the Company does not distribute cash dividends due to the aforesaid special circumstances in Item (III) of the preceding Article 244, the Board shall make special explanations on specific reasons for not distributing cash dividends, exact use of the Company's retained profits, expected return on investment and other matters, which shall be submitted to the general meeting for deliberation and disclosed in the annual report and media designated by the Company after independent directors provide definite opinions. The profit distribution plan of the Company in the current year shall be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>	<p>Article 24547 Deliberation procedure for the profit distribution plan of the Company</p> <p>(IV) when the Company <u>cannot determine the profit distribution plan for the current year according to the existing cash dividend policy or the minimum proportion of cash dividends</u> does not distribute cash dividends due to the aforesaid special circumstances in Item (III) of the preceding Article 24446, the Board shall make special explanations on specific reasons for not distributing cash dividends, exact use of the Company's retained profits, expected return on investment and other matters, which shall be submitted to the general meeting for deliberation and disclosed in the annual report and media designated by the Company after independent directors provide definite opinions, the Company <u>shall disclose specific reasons and definite opinions of independent directors in regular reports.</u> The profit distribution plan of the Company in the current year shall be approved by above two-thirds of voting rights held by the shareholders attending the meeting.</p>

APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 253 The Company shall engage accounting firms “qualified for securities business” to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year from the end of this annual general meeting of the Company to the end of next annual general meeting of the Company and may be reengaged.</p>	<p>Article 2535 The Company shall engage accounting firms <u>that are qualified under the Securities Law</u> “qualified for securities business” to audit its financial statements, verify its net assets, and provide other relevant consulting services. The accounting firms shall serve a term of one year from the end of this annual general meeting of the Company to the end of next annual general meeting of the Company and may be reengaged.</p>
<p>Article 257 If there is a vacancy in the position of the accounting firm, the Board may engage an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting, but it shall be confirmed at next general meeting. In the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.</p> <p>Where a resolution at a general meeting is to be passed to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy, or to renew the appointment an accounting firm appointed by the Board to fill a casual vacancy, or to remove an accounting firm before expiration of its term of office, the following provisions shall apply:</p> <p>.....</p>	<p>Article 2579 If there is a vacancy in the position of the accounting firm, the Board may engage an accounting firm to fill such vacancy before the convening of the shareholders’ general meeting, but it shall be confirmed at next general meeting. In the period of vacancy, any other accounting firm which has been engaged by the Company may continue to act.</p> <p>Where a resolution at a general meeting is to be passed to appoint an accounting firm other than an incumbent accounting firm to fill a casual vacancy, or to renew the appointment of an accounting firm appointed <u>designated</u> by the Board to fill a casual vacancy, or to remove an accounting firm before expiration of its term of office, the following provisions shall apply:</p> <p>.....</p>
<p>Article 259 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting. The remuneration of an accounting firm appointed by the Board shall be determined by the Board.</p>	<p>Article 259261 The remuneration of an accounting firm or the manner in which such firm is to be remunerated shall be determined by the general meeting. The remuneration of an accounting firm appointed by the Board shall be determined by the Board.</p>

APPENDIX VIII PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

<p>Article 269 The Company shall designate at least a newspaper and a website in the scope of media designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>.....</p>	<p>Article 26971 The Company shall designate media at least a newspaper and a website in the scope of media as qualified by designated in laws, regulations or the securities regulatory authority of the State Council to issue announcements and other to-be-disclosed information of the Company to shareholders of domestic shares. If an announcement shall be sent to shareholders of H-shares in accordance with the Articles of Association, it shall be published by the methods specified in Hong Kong Listing Rules.</p> <p>.....</p>
<p>Article 279 In the circumstance set out in Item (I) of Article 278, the Company may continue to subsist by amending the Articles of Association.</p>	<p>Article 27981 In the circumstance set out in Item (I) of <u>Article 27880</u>, the Company may continue to subsist by amending the Articles of Association.</p>
<p>Article 280 Where the Company is dissolved pursuant to Items (I), (II) and (VI) of Article 278 of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people’s court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved according to item (IV) of Article 278 of the Articles of Association, the people’s court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p> <p>Where the Company is dissolved according to the item (V) of Article 278 of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p>	<p>Article 2802 Where the Company is dissolved pursuant to Items (I), (II) and (VI) of <u>Article 27880</u> of the Articles of Association, it shall establish a liquidation committee within fifteen days after the dissolution circumstance arises and commence liquidation. The liquidation committee shall comprise members determined by the directors or the general meeting. If the Company fails to set up the liquidation committee within the period, the creditors may apply to the people’s court for appointment of relevant persons to form a liquidation committee and carry out liquidation.</p> <p>Where the Company is dissolved according to item (IV) of <u>Article 27880</u> of the Articles of Association, the people’s court shall, according to provisions of related laws, organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p> <p>Where the Company is dissolved according to the item (V) of <u>Article 27880</u> of the Articles of Association, the relevant department in charge shall organize the shareholders, the relevant authority and related professionals to form a liquidation committee to carry out liquidation.</p>

The proposed amendments to the Rules of Procedures for Shareholders' Meetings are as follows:

Original Articles	Amended Articles
<p>Article 13 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed.</p> <p>Prior to the announcement of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10%.</p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.</p>	<p>Article 13 Where the Supervisory Committee or shareholders decide to convene a general meeting by itself/themselves, it/they shall notify the Board in writing and file with the local office of the securities regulatory authority of the State Council in the locality of the Company and with the stock exchange in the place where the stocks of the Company are listed.</p> <p>Prior to the announcement <u>disclosure</u> of the resolution of the general meeting, the shareholding of shareholders who convene the meeting shall not be less than 10% <u>of the total share capital of the Company</u>.</p> <p>The Supervisory Committee and the convening shareholders shall, upon issuing a notice of general meeting and announcing the resolution thereof, submit the relevant documentation to the local office of the securities regulatory authority of the State Council in the locality of the Company and to the stock exchange in the place where the stocks of the Company are listed.</p>

<p>Article 17 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.</p> <p>Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten days before a general meeting is convened. The convener shall serve a supplemental notice of general 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 general meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of general meeting or not complying with Article 16 of these rules of procedures shall not be voted or resolved at the general meeting.</p>	<p>Article 17 Where the Company convenes a general meeting, the Board, Supervisory Committee, and shareholder(s) severally or jointly holding more than 3% shares of the Company shall have the right to make proposals to the Company.</p> <p>Shareholder(s) severally or jointly holding more than 3% shares of the Company may submit written provisional proposals to the convener ten days <u>working days or fifteen days</u> (whichever is later and exclusive of the date of <u>the meeting and date when the proposals are submitted</u>) before a general meeting is convened. The convener shall serve a supplemental notice of general 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 general meeting or add any new proposal after the said notice is served.</p> <p>Proposals not set out in the notice of general meeting or not complying with Article 16 of these rules of procedures shall not be voted or resolved at the general meeting.</p>
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<p>Article 22 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting.</p>	<p>Article 22 The notice of a general meeting shall meet the following requirements:</p> <p>.....</p> <p>(X) the notice shall indicate name and telephone number of the permanent contact person of the meeting;</p> <p><u>(XI) the designated time and procedures for voting online or through other means.</u></p>
<p>Article 26 The venue of the general meeting of the Company shall be domicile of the Company or other places as specified in the Articles of Association.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting. The Company will also provide online, telephone or other voting method for its shareholders to conveniently participate in general meetings. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting.</p> <p>.....</p>	<p>Article 26 The venue of the general meeting of the Company shall be domicile of the Company or other places as specified in the Articles of Association.</p> <p>General meetings shall be held onsite at the venue prepared in advance. The vote shall be made at the meeting. The Company will also provide online, telephone or other voting method for its shareholders to conveniently participate in general meetings as well as <u>online</u>. Shareholders participating in a general meeting by the aforementioned means shall be deemed to have attended such meeting.</p> <p>.....</p>

<p>Article 27 Where a general meeting is held over network or other means, the notice of general meeting shall specify the voting time and voting procedure over the network or other means.</p> <p>The beginning time for voting online or by other means for the general meeting shall not be earlier than 3:00 p.m. on the day prior to the date of the onsite general meeting nor later than 9:30 a.m. on the day when the onsite general meeting is held, and its closing time shall not be earlier than 3:00 p.m. on the day when the onsite general meeting is closed.</p>	<p>Article 27 Where a general meeting is held over network or other means, the<u>The</u> notice of general meeting shall specify the voting time and voting procedure over the network or other means.</p> <p>The beginning time for voting online or by other means for the general meeting shall not be earlier than 3:00 p.m. on the day prior to the date of the onsite general meeting nor later than 9:30 a.m. on the day when the onsite general meeting is held, and its closing time shall not be earlier than 3:00 p.m. on the day when the onsite general meeting is closed.</p>
<p>Article 44 The convener of the general meeting may require the following personnel leaving the venue:</p> <p>(I) Persons who are not qualified to attend the meeting as prescribed in the preceding articles;</p> <p>.....</p>	<p>Article 44 The convener of the general meeting may require the following personnel leaving the venue:</p> <p>(I) Persons who are not qualified to attend the meeting as prescribed in the preceding articles;</p> <p>.....</p>
<p>Article 45 Resolutions of a general 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 general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p>	<p>Article 45 Resolutions of a general 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 general meeting.</p> <p>Special resolutions shall be passed by votes representing more than two thirds <u>or more</u> of the voting rights held by shareholders (including proxies thereof) attending the general meeting.</p>

<p>Article 46 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan (excluding the circumstances stated in Article 245 (IV) of the Articles of Association) and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 69 of the Articles of Association (excluding Item (II));</p>	<p>Article 46 The following matters shall be approved by ordinary resolutions at a general meeting:</p> <p>(I) work reports of the Board and the Supervisory Committee;</p> <p>(II) the Company's profit distribution plan (excluding the circumstances stated in Article 245<u>7</u> (IV) of the Articles of Association) and loss recovery plan;</p> <p>(III) appointment and dismissal of the members of the Board and the Supervisory Committee, their remunerations and the method of payment thereof;</p> <p>(IV) the Company's annual budgets, final accounts, balance sheets, income statements and other financial statements;</p> <p>(V) material transactions specified in Article 68 of the Articles of Association;</p> <p>(VI) external guarantees specified in Article 69<u>70</u> of the Articles of Association (excluding Item (IIIII));</p>
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<p>(VII) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company;</p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p> <p>(IX) resolution on appointment or dismissal of the Company's accounting firm;</p> <p>(X) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>	<p>(VII) any connected transaction (excluding the provision of guarantee by the Company, receipt by the Company of cash donation, and any transaction that simply relieves the Company of obligatory debt) between the Company and the connected parties, whose amount is more than RMB30 million and accounts for more than 5% of the absolute value of the latest audited net assets of the Company <u>subject to the approval at the general meeting as specified in the Articles of Association and the "Administrative Measures of Wuxi AppTec Co., Ltd.";</u></p> <p>(VIII) consideration and approval of matters relating to the changes in the use of proceeds from share offerings;</p> <p>(IX) resolution on appointment or dismissal of the Company's accounting firm <u>or the remuneration of the accounting firm or the manner in which such firm is to be remunerated;</u></p> <p>(X) other matters than those that should be passed by special resolutions pursuant to laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association.</p>
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<p>Article 47 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, merger or transformation of organizational form of the Company;</p> <p>(IV) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p>	<p>Article 47 The following matters shall be approved by special resolutions at a general meeting:</p> <p>(I) increase or decrease of the registered capital of the Company and issuance of any class of stocks, stock warrants and other similar securities;</p> <p>(II) issuance of corporate bonds;</p> <p>(III) division, <u>spin-off</u>, merger or transformation of organizational form of the Company;</p> <p>(IV) termination, dissolution, liquidation or extension of business term of the Company;</p> <p>(V) amendment to the Articles of Association;</p> <p>(VI) the Company's purchase, sale of major assets or guarantee within one year with the transaction amount exceeding 30% of the latest audited total assets of the Company;</p> <p>(VII) equity incentive plans;</p>
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<p>(VIII) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</p> <p>(IX) the profit distribution plan in accordance with Article 245 (IV) of the Articles of Association;</p> <p>(X) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>	<p>(VIII) the acquisition of the corporate shares of the Company in accordance with Articles 29 (I) and (II) of the Articles of Association;</p> <p>(IX) the profit distribution plan in accordance with Article 2457 (IV) of the Articles of Association;</p> <p>(X) any other matter specified in the laws, administrative regulations, the listing rules of the stock exchange in the place where the stocks of the Company are listed or the Articles of Association and confirmed by an ordinary resolution at a general meeting that it may have material impact on the Company and accordingly shall be approved by special resolutions.</p>
<p>Article 49 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. Shareholders may vote in person or authorize a proxy through the power of attorney to vote, both have the same legal effects.</p> <p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p>	<p>Article 49 Shareholders (including proxies thereof) shall exercise their voting rights as per the voting shares they represent. Each share carries the right to one vote. Shareholders may vote in person or authorize a proxy through the power of attorney to vote, both have the same legal effects.</p> <p>The Company has no voting right for the shares it holds, and such part of shares shall be excluded from the total number of voting shares represented by the shareholders attending the general meeting.</p>

<p>The Board, independent directors and qualified shareholders may publicly collect voting rights from shareholders. They shall adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights from shareholders. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. It shall be conducted free of charge, with adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form.</p>	<p><u>If a Shareholder purchases any voting shares of the Company in violation of paragraphs 1 and 2 of article 63 of the Securities Laws, voting rights of the shares exceeding the prescribed percentage shall not be exercisable within 36 months after the purchase, and such shares shall not be counted in the total number of voting shares at the general meeting.</u></p> <p><u>The Board, independent directors and qualified shareholders, 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—It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form. The Company and the convener of the general meeting shall not set minimum shareholding percentage limit for collection of voting rights. It shall be conducted free of charge, with adequately disclose specific information including voting intents to the persons whose voting rights are collected when collecting voting rights. It is prohibited to collect voting rights from shareholders with compensation or compensation in disguised form.</u></p>
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<p>Article 51 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</p> <p>The general meeting shall adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>.....</p> <p>The specific issues of the cumulative voting system shall comply with the Rules for the Implementation of the Cumulative Voting System of the Company.</p>	<p>Article 51 List of nominations for the candidates for directors or supervisors shall be submitted by way of proposal at general meetings for voting. The Board shall provide shareholders with the brief biographies and background information of the candidates for directors or supervisors. The election of directors and supervisors shall sufficiently take into account the opinions of medium and minority shareholders.</p> <p>The general meeting shall<u>may</u> adopt the cumulative voting system if more than two directors or supervisors are to be elected. The cumulative voting system mentioned in the preceding paragraph means that when directors or supervisors are being elected at a general meeting, each share has as many voting rights as the number of candidates for directors or supervisors, and the shareholders' voting rights may be used in a concentrated manner. The above voting shall be made as follows:</p> <p>.....</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><u>Cumulative voting system shall be adopted if a single shareholder and its parties in concert are interested in 30% or above of the shares of the Company.</u></p>
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<p>Article 61 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has interests in any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p>	<p>Article 61 Before proposals are voted on at the general meeting, two shareholders' representatives shall be elected to count and monitor counting of the votes. Where any shareholder has interests <u>connected relations</u> in any matter considered, the said shareholder and proxy thereof shall not participate in counting and monitoring of votes.</p>
<p>Article 68 The convener of the general meeting may announce the conclusion of the meeting after all proposals are considered and resolutions are adopted.</p>	<p>Article 68 The convener of the general meeting may <u>shall</u> announce the conclusion of the meeting after all proposals are considered and resolutions are adopted <u>the voting results of all resolutions are announced by the convener and no objections from shareholders are received.</u></p>

<p>Article 75 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 74 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:</p> <p>(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article 296 of the Articles of Association;</p> <p>(II) in the case of a repurchase of shares by an off-market agreement pursuant to Article 30 of the Articles of Association, a shareholder related to such agreement;</p> <p>(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.</p>	<p>Article 75 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 74 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:</p> <p>(I) in the case of a repurchase of shares by way of a general offer to all shareholders of the Company or by way of public dealing on a securities exchange pursuant to Article 30 of the Articles of Association, a controlling shareholder within the meaning of Article 29698 of the Articles of Association;</p> <p>(II) in the case of a repurchase of shares by an off-market agreement pursuant to Article 30 of the Articles of Association, a shareholder related to such agreement;</p> <p>(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.</p>
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<p>Article 85 The announcement or notice stated in these rules refer to the information published in the media designated by the securities regulatory authority of the State Council or the stock exchange in the place where the stocks of the Company are listed. If the text of announcement or notice is relatively long, the Company may publish a summary of the relevant information in the newspaper designated by the securities regulatory authority of the State Council or the stock exchange in the place where the stocks of the Company are listed, while the full text shall be published on the website designated by the securities regulatory authority of the State Council or the stock exchange in the place where the stocks of the Company are listed in the meantime.</p>	<p>Article 85 The announcement, <u>notice</u> or <u>supplemental notice for general meeting</u> stated in these rules refer to the information published in the media designated by which <u>meets the requirement of</u> the securities regulatory authority of the State Council <u>or on the website of</u> the stock exchange in the place where the stocks of the Company are listed. If the text of announcement, or <u>notice or supplemental notice</u> is relatively long, the Company may publish a summary of the relevant information in the newspaper designated by the securities regulatory authority of the State Council or the stock exchange in the place where the stocks of the Company are listed, while the full text shall be published on the website designated by the securities regulatory authority of the State Council or the stock exchange in the place where the stocks of the Company are listed in the meantime.</p>
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<p>Article 87 For any matters not covered by these rules of procedures, the relevant laws, regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association shall prevail. In the event that these rules of procedures are in contravention with the laws, regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association as amended under lawful procedures, the relevant laws, regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association shall prevail. Amendments to these rules of procedures shall be made forthwith and submitted to the board of directors and the general meeting for approval.</p>	<p>Article 87 For any matters not covered by these rules of procedures, the relevant laws, regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association shall prevail. In the event that these rules of procedures are in contravention with the laws, regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association as amended under lawful procedures, the relevant laws, regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association shall prevail. Amendments to these rules of procedures shall be made forthwith<u>in a timely manner</u> and submitted to the board of directors and the general meeting for approval.</p>
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The proposed amendments to the Rules of Procedures for Board Meetings are as follows:

Original Articles	Amended Articles
<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 standardised 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, Model Rules of Procedures for the Board of Directors of Listed Companies on the Shanghai Stock Exchange, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong (Zheng Jian Hai Han [1995] No.1), 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 standardised 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, Model Rules of Procedures for the Board of Directors of Listed Companies on the Shanghai Stock Exchange <u>the Shanghai Stock Exchange Self-Regulatory Supervision Guidelines for Listed Companies No. 1 — Standardized Operation</u>, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the “SSE Listing Rules”), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Letter on the Opinion Regarding the Supplemental Amendments to the Articles of Association of Companies Seeking a Listing in Hong Kong (Zheng Jian Hai Han [1995] No.1), 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 3 The Board shall comprise 12 directors, including 5 independent 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 qualification for performing the duties. The Company shall encourage diversified composition of the Board.</p>	<p>Article 3 The Board shall comprise 12¹³ directors, including 5 independent 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 qualification for performing the duties. The Company shall encourage diversified composition of the Board.</p>
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<p>Article 4 The Board shall exercise the following functions and powers:</p> <p>.....</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, etc. within the authority granted by the general meeting;</p> <p>(IX) to decide on the establishment of the Company's internal management bodies;</p> <p>(X) to appoint or dismiss the Company's president (CEO), and secretary to the Board; to appoint or dismiss the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the president (CEO) and decide on their remunerations, rewards and punishments;</p> <p>(XI) to formulate the Company's fundamental management system;</p> <p>(XII) to formulate the proposals for any amendment to the Articles of Association;</p>	<p>Article 4 The Board shall exercise the following functions and powers:</p> <p>.....</p> <p>(VIII) to decide on the external investment, purchase and disposal of assets, asset mortgage, external guarantee, consigned financial management, connected transactions, <u>donations</u> etc. within the authority granted by <u>the laws, regulations and these Rules or</u> the general meeting;</p> <p>(IX) to decide on the establishment of the Company's internal management bodies;</p> <p>(X) to <u>decide on the appointment</u> or dismissal <u>of</u> the Company's president (CEO), and secretary to the Board <u>and other senior management, and to decide their remunerations, rewards and punishments;</u> to <u>decide on the appointment</u> or dismissal <u>of</u> the Company's joint CEO, vice president, chief financial officer and other senior management officers as nominated by the president (CEO) and decide on their remunerations, rewards and punishments;</p> <p>(XI) to formulate the Company's fundamental management system;</p> <p>(XII) to formulate the proposals for any amendment to the Articles of Association;</p>
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(XIII) to manage matters relating to information disclosure of the Company;	(XIII) to manage matters relating to information disclosure of the Company;
(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;	(XIV) to propose to the general meeting to appoint or replace the accounting firm which audits the Company's accounts;
(XV) to listen to the work reports of the Company's president (CEO) and examine the work thereof;	(XV) to listen to the work reports of the Company's president (CEO) and examine the work thereof;
(XVI) to formulate the equity incentive plan of the Company;	(XVI) to formulate the equity incentive plan and the <u>employee stock ownership plan</u> of the Company;
.....

<p>Article 8 Transactions (excluding connected transactions and provision of guarantee) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) the concluded transaction amount (including debts and expenses undertaken) accounts for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</p> <p>(III) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p> <p>(IV) the related operating income of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited operating income of the Company in the most recent fiscal year, with the absolute amount of more than RMB10 million;</p>	<p>Article 8 Transactions (excluding connected transactions, <u>financial assistance</u>, and provision of guarantee) of the Company meeting any of the following standards shall be submitted to the general meeting for consideration:</p> <p>(I) the total asset value involved in the transaction (the higher of the book value and the assessed value as the case may be) accounts for more than 10% of the latest audited total assets of the Company;</p> <p>(II) <u>the net assets of the transaction subject (e.g. equity) (if both book value and appraised value exist, whichever is higher) account for more than 10% of the latest audited net assets of the Company, with the absolute amount of more than RMB10 million;</u></p> <p>(III) <u>the</u> 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>(IIIIV) the transaction profit accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million;</p> <p>(IVV) 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>
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<p>(V) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.</p> <p>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 in this article include the purchase or disposal of assets; external investment (including consigned financial management, consigned loan, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee, etc.</p>	<p>(VVI) the related net profit of the transaction subject (e.g. equity) in the most recent fiscal year accounts for more than 10% of the audited net profit of the Company in the most recent fiscal year, with the absolute amount of more than RMB1 million.</p> <p>If the data involved in the above index calculation is negative, the absolute value of the data shall be taken.</p> <p>“Transactions” as mentioned in this article include the purchase or disposal of assets; external investment (including consigned financial management, consigned—loan <u>investment in subsidiaries</u>, etc.); provision of financial assistance; lease of assets; asset and business management as consignor or consignee; donating or taking of assets; <u>donations</u>; credit and debt reorganization; conclusion of franchise agreements; transfer of research and development projects as transferor or transferee;; the <u>grant, acceptance, transfer, exercise, termination or waiver of rights (including the waiver of the first right of refusal and the right of first offer)</u> etc.</p>
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<p>The aforesaid purchase or disposal of assets excludes asset purchase or disposal relating to daily business operations such as purchase of raw materials, fuels and power or sale of products and goods, but still includes asset purchase or disposal involved in asset swap.</p> <p>The amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 9 of the SSE Listing Rules.</p>	<p>The aforesaid purchase or disposal of assets <u>transactions</u> excludes asset purchase or disposal <u>the following transactions of the Company that are relating to the daily business operations (“Daily Transactions”):</u> such as <u>purchase of raw materials, fuels and power or; receipt of services; sale of products and goods; provision of services; contracting of projects and other transactions relating to the daily business operations. However, any</u> but still includes transactions mentioned above that are asset purchase or disposal involved in asset swap <u>shall still be included.</u></p> <p>The amount of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in <u>Section 1 of Chapter 9</u>6 of the SSE Listing Rules.</p>
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	<p><u>Article 9 The Company shall submit to the Board for consideration and approval and disclose promptly if a contract related to Daily Transactions entered by the Company meets one of the following criteria:</u></p> <p><u>(I) contracts involving any purchase of raw materials, fuels and power and receipt of services and a value accounting for more than 50% of the latest audited total assets of the Company, with the absolute amount of more than RMB500 million;</u></p> <p><u>(II) contracts involving any sale of products and commodities, provision of services, and contracting of projects and a value accounting for more than 50% of the audited revenue from principal businesses of the Company in the latest fiscal year, with the absolute amount of more than RMB500 million;</u></p> <p><u>(III) other contracts that the Company or the stock exchange of the place where the Company is listed considers to have material effect on the financial position and operation of the Company.</u></p>
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	<p><u>Article 11 In addition to obtaining approval from more than half of all directors, transactions relating to “financial assistance” shall also be considered and approved by more than two-thirds of the directors attending the relevant Board meeting and shall be disclosed timely. If the financial assistance meets the conditions as stipulated under the SSE Listing Rules, it shall also be submitted to the general meeting for deliberation.</u></p> <p><u>If the target of financial assistance is a subsidiary consolidated in the Company’s financial statement and other shareholders of the subsidiary do not include any controlling shareholder or de facto controller of the Company and their respective connected persons, it is not subject to the above requirements.</u></p>
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<p>Article 27 Proxy attendance at Board meetings shall follow the principles below:</p> <p>(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;</p> <p>(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;</p> <p>(III) a director shall not give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;</p>	<p>Article 27 Article 29 Proxy attendance at Board meetings shall follow the principles below:</p> <p>(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;</p> <p>(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;</p> <p>(III) <u>in relation to voting on proposals, the appointer should specify his opinions on voting for, voting against or being abstain from voting on each of the proposals. Aa director shall not make or accept the appointment or give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and any voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;a director shall not give any other director carte blanche to attend the meeting on his behalf without providing his own opinions and voting intent on the proposals, and the relevant director shall also not accept the carte blanche or any appointment not well defined;</u></p>
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<p>(IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.</p>	<p>(IV) one director shall not accept appointment by more than two directors, and a director shall also not appoint any other director who has been appointed by two other directors to attend the meeting on their behalf.</p>
<p>Article 33 Formation of resolutions</p> <p>Except for items (VI), (VII), (XII) and other matters stipulated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the stocks of the Company are listed and the Articles of Association, resolutions by the Board on the matters stated in Article 4 shall be passed by over two-thirds of the Directors while other matters may be approved by the votes of more than one-half of all Directors.</p> <p>For a guarantee which falls within the authorities of the Board, in addition to obtaining approval from more than half of all directors, it shall seek the consent of more than two-thirds of the directors attending the relevant Board meeting.</p> <p>In case of any inconsistency between the contents or the interpretation of different resolutions, the latest formed resolution shall prevail.</p>	<p>Article 33 35 Formation of resolutions</p> <p>Except for items (VI), (VII), (XII) and other matters stipulated by the laws, administrative regulations, departmental rules, the listing rules of the stock exchange where the stocks of the Company are listed and the Articles of Association, resolutions by the Board on the matters stated in Article 4 shall be passed by over two-thirds of the Directors while other matters may be approved by the votes of more than one half of all Directors.</p> <p>For a guarantee which falls within the authorities of the Board, in addition to obtaining approval from more than half of all directors, it shall seek the consent of more than two-thirds of the directors attending the relevant Board meeting.</p> <p>In case of any inconsistency between the content or the interpretation of different resolutions, the latest formed resolution shall prevail.</p>

	<p>Article 50 For any matters not covered by these rules of procedures, the relevant laws, and regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association shall prevail. In the event that these rules of procedures are in contravention with the laws and regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association as amended under lawful procedures, the relevant laws and regulations, normative documents, listing rules of the stock exchange in the place where the stocks of the Company are listed and the Articles of Association shall prevail. Amendments to these rules of procedures shall be made forthwith in a timely manner and submitted to the Board and the general meeting for approval.</p>
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The proposed amendments to the External Investment Management Policy are as follows:

Original Articles	Amended Articles
<p>Article 3 External investment of the Company can be categorized into two types according to investment periods, namely short-term investments and long-term investments.</p> <p>Short-term investments refer to investments which can be readily realized and will be held for up to and including one year, such as stocks, bonds, funds and participating insurance.</p> <p>Long-term investments refer to various types of investments made by the Company which will be held for more than one year and cannot be readily realized or are not intended to be realized, such as debt investments, equity investments and other investments, which include but are not limited to the following types of investments:</p> <p>(I) Enterprises independently established by the Company or business projects independently funded by the Company;</p> <p>(II) Joint ventures, cooperative companies or development projects jointly funded and established by the Company and other domestic (overseas) independent legal entities, partners or natural persons;</p>	<p>Article 3 External investment of the Company can be categorized into two types according to investment periods, namely short-term <u>equity investments transactions</u> and long-term non-equity investments transactions.</p> <p>Short-term investments refer to investments which can be readily realized and will be held for up to and including one year, such as stocks, bonds, funds and participating insurance.</p> <p>Long-term investments refer to various types of investments made by the Company which will be held for more than one year and cannot be readily realized or are not intended to be realized, such as debt investments, equity investments and other investments,</p> <p><u>Equity investment transactions refer to the transactions of shares or equity interests of enterprises</u>, which include but are not limited to the following types of investments:</p> <p><u>(I) Disposal of shares of domestic and overseas listing companies;</u></p> <p><u>(II) Enterprises independently established by the Company or business projects independently funded by the Company;</u></p>

Original Articles	Amended Articles
<p>(III) Capital contribution into domestic (overseas) independent legal persons or participation in a partnership as a limited partner;</p> <p>(IV) Operating assets which are leased out, under entrusted operation or jointly operated with other parties.</p>	<p>(HIII) Joint ventures, cooperative companies or development projects jointly funded and established by the Company and other domestic (overseas) independent legal entities, partners or natural persons;</p> <p>(HHIV) Capital contribution into domestic (overseas) independent legal persons or participation in a partnership as a limited partner;</p> <p>(IVV) Operating assets which are leased out, under entrusted operation or jointly operated with other parties;</p> <p><u>(VI) Purchase of the equity interest of the target company held by other companies;</u></p> <p><u>(VII) Capital increase in the existing invested companies.</u></p> <p><u>Non-equity transactions refer to tradable financial asset transactions of non-enterprise shares or equity interest, including various bonds, funds, insurance, wealth management products of banks, foreign exchange hedging and financial derivatives transactions.</u></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 and disclosed in a timely manner:</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 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>.....</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 <u>of the Company</u> and disclosed in <u>a timely manner</u> <u>compliance with the listing rules of the stock exchange where the shares of the Company are listed</u>:</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) <u>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 10% or above of the latest audited net assets of the Company, and its absolute amount exceeds RMB10,000,000;</u></p> <p><u>(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;</u></p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 9 An external investment of the Company meeting one of the following standards shall also be submitted to the Shareholders' general meeting for consideration, apart from being considered and approved by the Board of Directors and disclosed in a timely manner:</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 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>.....</p>	<p>Article 9 An external investment of the Company meeting one of the following standards shall also be submitted to the Shareholders' general meeting for consideration <u>and approval</u>, apart from being examined and approved <u>upon consideration and approval</u> by the Board of Directors and disclosed in a timely manner, except that it is <u>exempted from submitting to the Shareholders' general meeting for approval under the listing rules of the place where the shares of the Company are listed:</u></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) <u>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;</u></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>.....</p>

Original Articles	Amended Articles
Article 11 Unless otherwise required and specified by the Articles of Association, the amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 9 of the Listing Rules of Shanghai Stock Exchange.	Article 11 Unless otherwise required and specified by the Articles of Association <u>policy</u> , the amounts of transactions as mentioned in this article shall be calculated with reference to the relevant provisions in Chapter 9 of the <u>sections regarding “Material Transactions”</u> under the Listing Rules of Shanghai Stock Exchange <u>or Chapter 14 of the Hong Kong Listing Rules, as applicable.</u>

Original Articles	Amended Articles
	<p><u>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 this policy.</u></p> <p><u>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. 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).</u></p>

Original Articles	Amended Articles
	<u>The investment of idle proceeds in wealth management products shall be subject to the Administrative Measures of Proceeds of WuXi AppTec Co., Ltd.</u>
<p>Article 14 The chief financial officer of the Company is the person in charge of external investments. His/her responsibilities shall include information collection, coordination and preliminary evaluation of new investment projects, and putting forward investment proposals. He/she shall also report the investment progress to the Board of Directors in a timely manner, so that investment decisions can be duly made by the Board of Directors and at the Shareholders' general meeting.</p>	<p>Article 1415 The chief <u>global financial</u> investment officer of the Company is the person in charge of <u>external investments equity transactions</u>. His/her responsibilities shall include <u>information collection, coordination and preliminary evaluation of new equity</u> investment projects, and putting forward investment proposals. He/she shall also report the investment progress to the <u>Board of Directors president (chief executive officer)</u> in a timely manner, <u>so that investment decisions can be duly made by the Board of Directors and at the Shareholders' general meeting.</u> The chief financial officer is the person in charge of <u>non-equity transactions</u>. His/her responsibilities shall include <u>evaluation of investment projects of non-equity transactions and putting forward investment proposals.</u> He/she shall also report the investment progress to the <u>president (chief executive officer)</u> in a timely manner.</p>

Original Articles	Amended Articles
<p>Article 15 The financial department of the Company shall be the main executive department of external investment and shall be responsible for information collection, preparation of the proposal and feasibility study report, registration and filing, supervision and coordination of the implementation and post-evaluation of the investment projects.</p>	<p>Article 156 The <u>strategic investment department shall be the executive department of equity investment projects.</u> The financial department of the Company shall be the main executive department of <u>external non-equity investment projects.</u> <u>These executive departments and shall be responsible for information collection, preparation of the proposal and feasibility assessment study report, registration and filing and approval, supervision and coordination of leading the implementation, tracking and coordination, participation in the audit, termination settlement and handover and post-evaluation and conclusion of the investment projects.</u></p>

Original Articles	Amended Articles
<p>Article 21 Short-term investment procedures of the Company:</p> <p>(I) The financial department of the Company shall present statement of capital flow of the Company and explanation on the use of capital for short-term investment;</p> <p>(II) The financial department of the Company shall seek suitable short-term investment opportunities based on the financial position, prepare short-term investment proposals and plans, give short-term investment advice, and report to the competent department on the external investment of the Company;</p> <p>(III) The chief financial officer of the Company shall assess the feasibility of the short-term investment proposals (plans) submitted by the financial department, gives audit opinion and performs approval procedures in accordance with the scope of authorization;</p> <p>(IV) Short-term investment proposals that have been approved or passed by way of resolutions shall be carried out by the financial department.</p>	<p>Article 212 Short-term <u>Non-equity</u> investment procedures of the Company:</p> <p>(I) The financial department of the Company shall present statement of capital flow of the Company and explanation on the use of capital for short-term investment;</p> <p>(II) The financial department of the Company shall seek suitable short-term investment opportunities based on the financial position <u>of the Company</u>, prepare short-term investment proposals and plans, give short-term investment advice, and report to the competent department on the external investment of the Company;</p> <p>(III) The chief financial officer of the Company shall assess the feasibility of the short-term investment proposals (plans) submitted by the financial department, gives audit opinion and performs approval procedures in accordance with the scope of authorization;</p> <p>(IV) Short-term investment <u>Investment</u> proposals that have been approved or passed by way of resolutions shall be carried out by the financial department.</p>
<p>Article 22 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 short-term investments in terms of type, quantity, unit price, accrued interests and date of purchase in a timely manner, and conduct relevant accounting treatment.</p>	<p>Article 223 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 short-term <u>external</u> investments in terms of type, quantity, unit price, accrued interests and date of purchase of in a timely manner, and conduct relevant accounting treatment.</p>

Original Articles	Amended Articles
<p>Article 23 The Company shall establish a stringent securities custody system, which shall jointly controlled by at least two persons. 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, and any deposit or withdrawal of the investment assets shall be signed jointly by two persons who are mutually restricted.</p>	<p>Article 234 The Company shall establish a stringent securities eustody system, which shall be jointly controlled by at least two persons. <u>investment management procedures.</u> <u>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.</u> 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, and any deposit or withdrawal of the investment assets shall be signed jointly by two persons who are mutually restricted.</p>
<p>Article 26 According to the nature of the investment, the Company's long-term external investment shall be divided into investment in new projects and capital increase in existing projects:</p> <p>(I) Investment in new projects refers to the investment in projects after they have just been approved to set up, according to the approved investment amount.</p> <p>(II) Capital increase in existing projects refers to the activity of adding investments in original investment projects on the basis of the original approved investment amount in accordance with the needs of business operations.</p>	<p>Article 267 According to the nature of the investment, the Company's long-term external investment shall be divided into investment in new projects and capital increase in existing projects:</p> <p>(I) Investment in new projects refers to the investment in projects after they have just been approved to set up, according to the approved investment amount.</p> <p>(II) Capital increase in existing projects refers to the activity of adding investments in original investment projects on the basis of the original approved investment amount in accordance with the needs of business operations.</p>

Original Articles	Amended Articles
<p>Article 27 Long-term investment procedures of the Company are as follows:</p> <p>(I) The financial department of the Company shall determine the purpose of investment and inspect the investment environment;</p> <p>(II) The financial department of the Company shall prepare a letter of intent for investment (project proposal) based on thorough investigation and research;</p> <p>(III) The financial department of the Company shall prepare the feasibility study report on the investment project and submit it to the President (CEO);</p> <p>(IV) Filing requirements shall be fulfilled in accordance with the procedures set forth in this policy;</p> <p>(V) The financial department of the Company shall be responsible for the operation and operating management of projects.</p>	<p>Article 278 Long-term <u>Equity</u> investment procedures of the Company are as follows:</p> <p>(I) The financial <u>strategic</u> investment department of the Company shall determine the purpose of investment and inspect the investment environment;</p> <p>(II) The financial <u>strategic</u> 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 financial <u>strategic</u> investment department of the Company shall prepare the feasibility study report <u>(report on decision making)</u> on the investment project and submit it to the President (CEO) <u>investment decision committee of the Company</u>;</p> <p>(IV) Filing requirements shall be fulfilled in accordance with the procedures set forth in this policy;</p> <p>(V) The financial <u>strategic</u> investment department of the Company shall be responsible for the operation, <u>post-investment and operating</u> management <u>and divestment</u> of projects.</p>
<p>Article 28 Once the external long-term investment project is approved, the investment amount shall not be increased on a discretionary basis. In the event that the investment amount is required to be raised, a letter of intent for investment and the feasibility study report of the investment project shall be re-submitted.</p>	<p>Article 289 Once the external long-term investment project is approved, the investment amount shall not be increased on a discretionary basis. In the event that the investment amount is required to be raised, a letter of intent for investment and the feasibility study report of the investment project shall be re-submitted.</p>

Original Articles	Amended Articles
<p>Article 29 The financial 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 long-term 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 2930 The financial department and <u>strategic investment department</u> 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 long-term 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 31 For an investment project that is required by Article 9 to be submitted to the shareholders' general meeting for consideration, if the subject of the transaction is equity, the Company shall employ an accounting firm with the qualifications to engage in securities and futures-related business 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 shareholders' general meeting. If the subject of the transaction is an asset other than equity, the Company shall employ an asset appraisal institution with the qualifications to engage in securities and futures-related business to conduct an appraisal, and the benchmark date for appraisal shall not be more than one year from the date of holding the shareholders' 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 312 For an investment project that is required by Article 9 to be submitted to the shareholders' general meeting for consideration, if the subject of the transaction is equity, the Company shall employ an accounting firm with the qualifications to engage in securities and futures-related business 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 shareholders' general meeting. If the subject of the transaction is an asset other than equity, the Company shall employ an asset appraisal institution with the qualifications to engage in securities and futures-related business to conduct an appraisal, and the benchmark date for appraisal shall not be more than one year from the date of holding the shareholders' 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>

Original Articles	Amended Articles
<p>Article 32 The financial department of the Company shall formulate an investment plan according to the approved investment project of the Company and shall give guidance on, supervise and control the investment project; participate in the audit, termination, settlement and handover of the investment project; and carry out make assessment and conclusion on the investment.</p>	<p>Article 32 The financial department of the Company shall formulate an investment plan according to the approved investment project of the Company and shall give guidance on, supervise and control the investment project; participate in the audit, termination, settlement and handover of the investment project; and carry out make assessment and conclusion on the investment.</p>
<p>Article 33 The financial department of the Company shall be responsible for the supervision, inspection and assessment of the entire process of operation.</p>	<p>Article 33 The financial department of the Company shall be responsible for the supervision, inspection and assessment of the entire process of operation.</p>
<p>Article 35 A comprehensive system of investment project filing management shall be established. The financial department of the Company shall be responsible for the filing of information regarding the project from its pre-selection to completion and handover/delivery (including termination of the project).</p>	<p>Article 35^{34} A comprehensive system of investment project filing management shall be established. The <u>respective administration</u> financial departments of the Company shall be responsible for the filing of information regarding the projects from its pre-selection to completion and handover/delivery (including termination of the project).</p>

Original Articles	Amended Articles
<p>Article 41 For cooperative companies or joint ventures established by external investment of the Company, directors and supervisors who have been elected through statutory procedures shall be dispatched to participate in, and supervise, the operation decision of the newly established companies.</p>	<p>Article 4140 <u>Upon the implementation of investment project</u> For cooperative companies or joint ventures established by external investment of the Company, <u>representatives of stakeholders, such as shareholders, representatives, directors and supervisors, financial officer or other senior management,</u> who have been elected through statutory procedures <u>or engaged by the investee</u> shall be dispatched <u>to the investee when necessary</u> to participate in, and supervise, the operation decision of the newly established companies, <u>in order to monitor and manage the investment project and keep abreast of the financial position and operation condition of the investee.</u> In case of irregularities, <u>the representatives of stakeholders shall promptly report to the global chief investment officer and the investment decision committee and take relevant measures.</u></p>
<p>Article 43 Candidates to be dispatched for the purpose of external investment shall be proposed by the chief financial officer initially and decided by the investment organization.</p>	<p>Article 43 Candidates to be dispatched for the purpose of external investment shall be proposed by the chief financial officer initially and decided by the investment organization.</p>
<p>Article 48 Subsidiaries shall promptly report the following material matters to the financial department and the chief financial officer of the Company:</p> <p>.....</p>	<p>Article 486 Subsidiaries shall promptly report the following material matters to the <u>global chief financial department officer</u> and the <u>global chief financial investment officer</u> of the Company:</p> <p>.....</p>
<p>Article 49 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 financial department, the chief financial officer and the office of the Board of Directors of the Company.</p>	<p>Article 497 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 <u>global chief financial department officer,</u> the <u>global chief financial investment officer</u> and the office of the Board of Directors of the Company.</p>

Original Articles	Amended Articles
<p>Article 53 In case of matters not covered herein, the relevant laws and regulations, normative documents, the listing rules of the stock exchange where the shares of the Company are listed and requirements of the Articles of Association shall apply. In case of conflicts between the policy and the laws and regulations, normative documents, the listing rules of the stock exchange where the shares of the Company are listed or the amended Articles of Association, the relevant laws and regulations, normative documents, the listing rules of the stock exchange where the stocks of the Company are listed and the Articles of Association shall prevail.</p> <p>Other short-term investment policies formulated by the Company shall remain applicable provided that they are not conflicting with the policy.</p>	<p>Article 51³ In case of matters not covered herein, the relevant laws and regulations, normative documents, the listing rules of the stock exchange where the shares of the Company are listed and requirements of the Articles of Association shall apply. In case of conflicts between the policy and the laws and regulations, normative documents, the listing rules of the stock exchange where the shares of the Company are listed or the amended Articles of Association, the relevant laws and regulations, normative documents, the listing rules of the stock exchange where the stocks of the Company are listed and the Articles of Association shall prevail.</p> <p>Other short-term investment policies formulated by the Company may apply given that they are not conflicting with the policy.</p>
<p>Article 56 Upon consideration and approval at the shareholders' general meeting of the Company, the policy shall come into effect on the date of the public offering of overseas-listed foreign shares (H Shares) of the Company and the listing on The Stock Exchange of Hong Kong Limited. 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.</p>	<p>Article 56⁵⁴ Upon consideration and approval at the shareholders' general meeting of the Company, the policy shall come into effect on the date of the public offering of overseas-listed foreign shares (H Shares) of the Company and the listing on The Stock Exchange of Hong Kong Limited. 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.</p>

The proposed amendments to the Connected Transactions Management Policy are as follows:

Original Articles	Amended Articles
<p>Article 1 To regulate the connected transactions of Wuxi AppTec Co., Ltd. (the “Company”), protect the legal rights and interests of investors (especially small and medium investors), these rules are formulated in accordance with the Company Law of the People’s Republic of China, the Listing Rules of Shanghai Stock Exchange (the “SSE Listing Rules”), the Guidelines of Connected Transactions for Listing Companies of Shanghai Stock Exchange, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Hong Kong Listing Rules”), other laws and regulations, normative documents and the Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>	<p>Article 1 To regulate the connected transactions of Wuxi AppTec Co., Ltd. (the “Company”), protect the legal rights and interests of investors (especially small and medium investors), these rules are formulated in accordance with the Company Law of the People’s Republic of China, the Listing Rules of Shanghai Stock Exchange (the “SSE Listing Rules”), the <u>Self-regulation Guidelines No. 5 of Connected Transaction</u> for Listing Companies of Shanghai Stock Exchange — <u>Transactions and Connected Transactions</u>, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (“Hong Kong Listing Rules”), other laws and regulations, normative documents and the Articles of Association of Wuxi AppTec Co., Ltd. (the “Articles of Association”).</p>
<p>Article 3 The pricing of connected transactions of the Company shall be fair, and the decision making process and information disclosure shall comply with the regulations. The Company shall proactively reduce connected transactions through assets reorganization and listing.</p>	<p>Article 3 The pricing of connected transactions of the Company shall be fair, and the decision making process and information disclosure shall comply with the regulations. The Company shall proactively reduce connected transactions through assets reorganization and listing <u>in a commercially reasonable manner.</u></p>
<p>Article 4 The Board of the Company shall delegate the Audit Committee to perform duties of overseeing and conducting daily management of connected transactions.</p>	<p>Article 4 The Board of the Company shall <u>may</u> delegate the Audit Committee to perform duties of overseeing and <u>supervising</u> conducting <u>daily management</u> of connected transactions.</p>

Original Articles	Amended Articles
<p>Article 5 The information disclosure in relation to the connected parties and connected transactions in the non-financial sections of the interim and periodic reports of the Company shall comply with the requirements under the SSE Listing Rules, Content and Format of Information Disclosure by Public Listed Issuers (Standard 2 — Content and Format of Annual Report) and the Hong Kong Listing Rules.</p> <p>The information disclosure in relation to the connected parties and connected transactions of financial reports in the periodic reports shall comply with the requirements under the Accounting Standards for Enterprises, No. 36 Disclosure of Connected Parties and the Hong Kong Listing Rules.</p>	<p>Article 5 The information disclosure in relation to the connected parties and connected transactions in the non-financial sections of the interim and periodic reports shall comply with the requirements under the SSE Listing Rules, Content and Format of Information Disclosure by Public Listed Issuers (Standard 2 — Content and Format of Annual Report), <u>the format guidelines promulgated by the China Securities Regulatory Commission (the “CSRC”) and the Shanghai Stock Exchange (the “SSE”),</u> and the Hong Kong Listing Rules.</p> <p>The information disclosure in relation to the connected parties and connected transactions of financial reports in the periodic reports shall comply with the requirements <u>of the places where the stocks of the Company are listed, including</u> under the Accounting Standards for Enterprises, No. 36 Disclosure of Connected Parties and the Hong Kong Listing Rules.</p>
<p>Article 6 Connected persons of the Company include the connected legal persons and connected natural persons as defined under the SSE Listing Rules and the connected persons as defined under the Hong Kong Listing Rules.</p>	<p>Article 6 Connected persons of the Company include the connected legal persons and connected natural persons <u>(or other entity)</u> as defined under the SSE Listing Rules, and the connected persons as defined under the Hong Kong Listing Rules.</p>

Original Articles	Amended Articles
<p>Article 7 According to the SSE Listing Rules, a connected legal person of the Company refers to a legal person or other entity that meets one of the following criteria:</p> <p>(I) the person or entity directly or indirectly controls the Company;</p> <p>(II) the legal person or other entity is directly or indirectly controlled by the legal person mentioned in (I) above, except for the Company or its subsidiaries;</p> <p>(III) the legal person or other entity is directly or indirectly controlled by the connected legal person of the Company mentioned in Article 9 herein, or the legal person or other entity, other than the Company or its subsidiaries in which such connected legal person acts as a director or senior management;</p> <p>(IV) the legal person or other entity holds more than 5% of the shares of the Company;</p> <p>(V) the legal person or other entity in whose favour the Company may act due to their special relations with the Company, as identified by Shanghai Stock Exchange (the “SSE”) based on substance rather than form, including the legal person or other entity holding more than 10% of shares of the subsidiaries which are of material influence to the Company.</p>	<p>Article 7 According to the SSE Listing Rules, a connected legal person <u>(or other entity)</u> of the Company refers to a legal person or other entity that meets one of the following criteria:</p> <p>(I) the person or entity directly or indirectly controls the Company;</p> <p>(II) the legal person or other entity is directly or indirectly controlled by the legal person <u>(or other entity)</u> mentioned in (I) above, except for the Company—or, its subsidiaries <u>and other entities controlled by it</u>;</p> <p>(III) the legal person or other entity is directly or indirectly controlled by the connected legal person of the Company mentioned in Article 9<u>8</u> herein, or the legal person or other entity, other than the Company—or, its subsidiaries <u>or other entities controlled by it</u>, in which such connected legal person acts as a director <u>(other than being an independent director)</u> or senior management;</p> <p>(IV) the legal person or other entity <u>and its party in concert</u> holds more than 5% of the shares of the Company;</p> <p>(V) the legal person or other entity in whose favour the Company may act due to their special relations with the Company, as identified by <u>the CSRC, Shanghai Stock Exchange</u> (the “SSE”) <u>or the Company</u> based on substance rather than form; including the legal person or other organization holding more than 10% of shares of the subsidiaries which are of material influence to the Company.</p>

Original Articles	Amended Articles
<p>Article 8 If the Company and the entity mentioned in item (II) above are under the common control of the same state-owned assets management agency, they shall not be deemed to have connected relationship. However, the legal representative or general manager of such entity or an entity with more than half of its directors concurrently serving as the Directors, supervisors or senior management of the Company shall not be excluded.</p>	<p>Article 8 If the Company and the entity mentioned in item (II) above are under the common control of the same state-owned assets management agency, they shall not be deemed to have connected relationship. However, the legal representative or general manager of such entity or an entity with more than half of its directors concurrently serving as the Directors, supervisors or senior management of the Company shall not be excluded.</p>
<p>Article 9 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 as specified in sub-paragraph (I) of Article 7;</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>Article 98 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 <u>as specified in sub-paragraph (I) of Article 7 that directly or indirectly control the Company;</u></p> <p>(IV) family members who have close relations with the persons as specified in sub-paragraphs (I) and (II) of this Article;</p>

Original Articles	Amended Articles
(V) other natural persons in whose favour the Company may act due to their special relations with the Company, as identified by the SSE based on substance rather than form, including natural persons holding more than 10% of shares of the controlled subsidiaries which are of material influence to the Company.	(V) other natural persons in whose favour the Company may act due to their special relations with the Company, as identified by <u>the CSRC, the SSE or the Company</u> based on substance rather than form; including natural persons holding more than 10% of shares of the controlled subsidiaries which are of material influence to the Company.
<p>Article 10 Any of the following legal persons or other entities or natural persons shall be regarded as connected persons of the Company according to the SSE Listing Rules:</p> <p>(I) legal persons or other entities or natural persons who have entered into agreements or arrangements with the Company or its connected persons, and who, upon effecting the agreements or the arrangements provided therein, or within the forthcoming twelve months, will become such legal persons or other entities or natural persons as described in Article 7 or Article 9;</p> <p>(II) legal persons or other entities or natural persons who used to be those as described in Article 7 or Article 9 in the previous twelve months.</p>	<p>Article 109 Any of the following legal persons or other entities or natural persons shall be regarded as connected persons of the Company according to the SSE Listing Rules:</p> <p>(I) legal persons or other entities or natural persons who <u>will become connected legal persons or entities or natural persons as described in Article 7 or Article 8 of this policy within twelve months</u> have entered into agreements or arrangements with the Company or its connected persons, and who, upon effecting the relevant agreements or the arrangements provided therein, or within the forthcoming twelve months, will become such legal persons or other entities or natural persons as described in Article 7 or Article 9;</p> <p>(II) legal persons or other entities or natural persons who used to be those as described in Article 7 or Article <u>98 of this policy</u> in the previous twelve months.</p>

Original Articles	Amended Articles
<p>Article 12 A connected transaction of the Company refers to any transaction between the Company or its subsidiaries and connected person (including one-off connected transaction and continuing connected transaction), or any transaction in relation to the acquisition of the Company's equity between independent third parties, or any transaction for accepting or providing financial assistance by a jointly owned entity, and mainly include the following transactions unless otherwise required by the listing rules of the places where the stock of the Company are listed:</p> <p>(I) purchase or disposal of assets (including the transaction deemed to be a disposal under the Hong Kong Listing Rules);</p> <p>(II) the grant, acceptance, transfer, exercise, non-exercise or termination of an option for purchasing or disposing of an asset or subscribing securities;</p> <p>(III) entering into or terminating a financial lease or operating lease or sublease (including the lease or sublease of property);</p> <p>(IV) investments (including entrusted financing and entrusted loans);</p>	<p>Article 121 A connected transaction of the Company refers to any transaction <u>regarding the transfer of resources or obligations</u> between the Company—or, its subsidiaries, <u>entities controlled by it</u> and <u>its</u> connected person (including one-off connected transaction and continuing connected transaction), or any transaction in relation to the acquisition of the Company's equity between independent third parties, or any transaction for accepting or providing financial assistance by a jointly owned entity, and mainly include the following transactions unless otherwise required by the listing rules of the places where the stocks of the Company are listed:</p> <p>(I) purchase or disposal of assets (including the transaction deemed to be a disposal under the Hong Kong Listing Rules);</p> <p>(II) the grant, acceptance, transfer, exercise, non-exercise or termination of an option for purchasing or disposing of an asset or subscribing securities; <u>or a decision of not exercising an option for purchasing or disposing of assets or subscribing securities;</u></p> <p>(III) entering into or terminating a financial lease or operating lease or sublease (including the lease or sublease of property);</p> <p>(IV) investments (including entrusted financing and entrusted loans <u>investments in subsidiaries</u>);</p>

Original Articles	Amended Articles
(V) provision of indemnity, or to provide or accept financial assistance (including granting loan facilities, lending, or providing indemnity, guarantee or mortgage for a loan);	(V) provision of indemnity, or to provide or accept financial assistance (including granting loan facilities <u>with or without interest</u> , lending, <u>entrusted loans</u> or providing indemnity, guarantee or mortgage for a loan);
(VI) entering into an agreement or arrangement for the establishment of a joint venture company in any form, such as a partnership or corporation, or entering into joint venture arrangement in any other form;	(VI) entering into an agreement or arrangement for the establishment of a joint venture company in any form, such as a partnership or corporation, or entering into joint venture arrangement in any other form;
(VII) issue of new securities of the Company or its subsidiaries;	(VII) issue of new securities of the Company or its subsidiaries, <u>including underwriting or sub-underwriting for the issuance of securities</u> ;
(VIII) provision of guarantee;	(VIII) provision of guarantee;
(IX) lease or rental of assets;	(IX) lease or rental of assets;
(X) entering into a management contracts (including entrusted or contracted asset and business management);	(X) entering into a management contract (including entrusted or contracted asset and business management);
(XI) donating or receiving assets as a gift;	(XI) donating or receiving of assets as a gift;
(XII) debt restructuring;	(XII) debt restructuring;
(XIII) transfer of research and development projects;	(XIII) <u>transfer or receipt</u> of research and development projects;
(XIV) entering into a licensing agreement;	(XIV) <u>waiver of rights (including the right of first refusal and right of first offer)</u>
(XV) purchase of raw materials, fuel and power;	(XV) entering into a licensing agreement;

Original Articles	Amended Articles
(XVI) sales of products and merchandise;	(XV) <u>(XVI)</u> purchase or sales of raw materials, fuel and , power, semi-finished products and/or finished products;
(XVII) provision, receipt or sharing of labor or services;	(XV) <u>(XVII)</u> sales of products and merchandise;
(XVIII) entrusted or contracted purchase and sale;	(XVII) <u>(XVIII)</u> provision, receipt or sharing of labor or services;
(XIX) deposits or loans with finance companies of the connected persons;	(XVIII) <u>(XIX)</u> entrusted or contracted purchase and sale;
(XX) joint investment with the connected persons;	(XIX) deposits or loans with finance companies of the connected persons;
(XXI) other matters which may give rise to a transfer of resources or obligations by agreement;	(XX) <u>deposit and loan businesses;</u>
(XXII) other matters which may give rise to a transfer of resources or obligations by agreement as determined by the SSE based on substance over form, including the provision of financial assistance and guarantee to a company jointly invested with connected persons in excess of the proportion of its shareholding or investment, and the waiver of the right to proportionally increase the capital contribution in the company jointly invested with the connected persons or right of pre-emption.	(XXI) joint investment with the connected persons;
	(XXII) other matters which may give rise to a transfer of resources or obligations by agreement;
	(XXIII) other matters which may give rise to a transfer of resources or obligations by agreement as determined by the SSE the stock exchanges where the stocks of the Company are listed based on substance over form, including the provision of financial assistance and guarantee to a company jointly invested with connected persons in excess of the proportion of its shareholding or investment, and the waiver of the right to proportionally increase the capital contribution in the company jointly invested with the connected persons or right of pre-emption.

Original Articles	Amended Articles
<p>Article 13 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 in a timely manner, and the Company shall report the same to the SSE for filing.</p>	<p>Article 1312 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 <u>and the list of connected persons</u> in a timely manner, and the Company shall report the same to the SSE for filing <u>duly complete the registration procedures</u>.</p>
<p>Article 14 The audit committee of the Company shall identify the list of connected persons of the Company, and shall report the same to the Board and Supervisory Committee in a timely manner.</p>	<p>Article 14 The audit committee of the Company shall identify the list of connected persons of the Company, and shall report the same to the Board and Supervisory Committee in a timely manner.</p>
<p>Article 19 The continuing connected transaction is a connected transaction involving the provision of financial assistance, services or goods, which is expected to extend over a period of time on an ongoing or recurring basis. Except that the Company needs to judge whether the relevant transaction is subject to the reporting, announcement and shareholder's approval when signing agreements, the Company shall need to monitor its implementation continuously and whether the amount exceeds the annual cap (as defined in Article 20 herein), and shall re-comply with the relevant requirements under the Hong Kong Listing Rules when there is a material change in terms of agreements and the amount exceeds the annual cap or upon the renewal of agreements.</p>	<p>Article 197 The continuing connected transaction is a connected transaction involving the provision of financial assistance, services or goods, which is expected to extend over a period of time on an ongoing or recurring basis. Except that the Company needs to judge whether the relevant transaction is subject to the reporting, announcement and shareholder's approval when signing agreements, the Company shall need to monitor its implementation continuously and whether the amount exceeds the annual cap (as defined in Article 2018 herein), and shall re-comply with the relevant requirements under the Hong Kong Listing Rules when there is a material change in terms of agreements and the amount exceeds the annual cap or upon the renewal of agreements.</p>

Original Articles	Amended Articles
<p>Article 23 Connected transactions subject to approval of the general meeting of the Company</p> <p>Pursuant to the Hong Kong Listing Rules as amended from time to time, after being considered and passed by the Board, the non-exempt connected transactions shall be submitted to the general meeting for consideration and approval. In accordance with the prevailing Hong Kong Listing Rules, if the percentage ratio of a non-exempt connected transaction based on the size test conducted under Article 21 herein is not (i) less than 5%, or (ii) less than 25% and the transaction consideration of each year is less than HK\$10 million, the transaction shall be subject to the reporting, announcement and independent shareholders' approval requirements.</p>	<p>Article 23<u>21</u> Connected transactions subject to approval of the general meeting of the Company</p> <p>Pursuant to the Hong Kong Listing Rules as amended from time to time, after being considered and passed by the Board, the non-exempt connected transactions shall be submitted to the general meeting for consideration and approval. In accordance with the prevailing Hong Kong Listing Rules, if the percentage ratio of a non-exempt connected transaction based on the size test conducted under Article 21<u>19</u> herein is not (i) less than 5%, or (ii) less than 25% and the transaction consideration of each year is less than HK\$10 million, the transaction shall be subject to the reporting, announcement and independent shareholders' approval requirements.</p>

Original Articles	Amended Articles
<p>Pursuant to the relevant business rules of SSE, where the connected transactions proposed to be entered into between the Company and the connected person meet one of the following standards, such transactions shall be submitted to the Board and the general meeting for consideration in addition to being disclosed in a timely manner:</p> <p>(I) major connected transaction with an amount of over RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantee, acceptance of monetary assets as gift and undertaking of liability solely for the reduction or exemption of obligations of the Company). Where the Company proposes to enter into a major connected transaction abovementioned, it shall provide an audit or assessment report in respect of the transaction target issued by a securities service institution qualified to engage in securities and futures related businesses. For targets involving in the connected transaction which is relevant to the daily operations, no audit or assessment is required.</p> <p>(II) provision of guarantee to the connected person by the Company.</p>	<p>Pursuant to the relevant business rules of SSE, where the connected transactions proposed to be entered into between the Company and the connected person meet one of the following standards, such transactions shall be submitted to the Board and the general meeting for consideration in addition to being disclosed in a timely manner:</p> <p>(I) major connected transaction with an amount of over RMB30 million and accounting for over 5% of the absolute value of the latest audited net assets of the Company (excluding the provision of guarantee, acceptance of monetary assets as gift and undertaking of liability solely for the reduction or exemption of obligations of the Company). Where the Company proposes to enter into a major connected transaction abovementioned, it shall provide an audit or assessment report in respect of the transaction target issued by a securities services institution qualified to engage in securities and futures related business. Targets involving in the connected transaction which is relevant to the daily operations For <u>routine targets involving in the connected transactions as defined under the SSE Listing Rules</u> which is relevant to the daily operations, no audit or assessment is required.</p> <p>(II) provision of guarantee to the connected person by the Company.</p>

Original Articles	Amended Articles
<p>Article 24 Where the Company and a connected person jointly contribute to establish a company, the contribution of the Company shall be deemed as the transaction amount and the provisions of Articles 22 to 23 herein shall be applicable.</p>	<p>Article 2422 Where the Company and a connected person <u>make joint investment and jointly contribute</u> to establish a company, or <u>increase or decrease the capital in a jointly invested enterprise</u>, the amount of investment or the increase reduction in capital contribution <u>made by</u> of the Company shall be deemed as the transaction amount and the provisions of approval procedures mentioned in this policy <u>Articles 22 to 23 hereof</u> shall be applicable.</p> <p><u>If all investors make their investments in cash and determine their respective shareholdings in the Company in pro-rata to their contribution amount, the requirement of approval by the general meeting may be waived.</u></p>
<p>Article 25 Where the Company proposes to waive its rights to increase capital on a pro-rata basis or pre-emptive right over a company jointly invested with the connected persons, the amount involved in the waiver of right to increase capital or pre-emptive right by the Company shall be deemed as the transaction amount and the provisions under Articles 22 to 23 above shall be applicable.</p>	<p>Article 2523 Where the Company proposes to waive its right to increase capital on a pro-rata basis or pre-emptive right over a company jointly invested with the connected persons, the amount involved in the waiver of right to increase capital or pre-emptive right by the Company shall be deemed as the transaction amount and the provisions under Articles 22 to 23 above shall be applicable. <u>the right of first refusal, the right of first offer or other rights over a company jointly invested with the connected persons (referred to as “target company” in this article) which results in changes of the scope of consolidated statements of the Company, the waived amount and the relevant financial indicators calculated according to the change of interest held of such target company shall be taken as calculation basis and the provisions on the approval procedures and disclosure obligations as specified in these rules shall apply.</u></p>

Original Articles	Amended Articles
<p>Where the Company waiving the capital increase right or pre-emptive right results in changes of the scope of consolidated statements of the Company, the latest closing total net assets corresponding to the Company's proposed waivers of the capital increase right or pre-emptive right shall be deemed as the transaction amount and the provisions under Articles 22 to 23 above shall be applicable.</p>	<p><u>Where the Company waives the right of first refusal, the right of first offer or other rights over the target company which does not result in the changes in scope of the consolidated statements of the Company, but a decrease in the shareholding of the Company in the target company, the waived amount and relevant financial indicators calculated according to the change of the interests held shall be taken as calculation basis and the provisions on the approval procedures and disclosure obligations as specified in these rules shall apply.</u></p> <p><u>Where the connected person of the Company unilaterally increases or reduces the capital of an enterprise controlled or held by the Company and the Company has waived the relevant rights over the enterprise, the provisions in relation to the waiver of rights herein shall apply. Where the action does not involve any waiver of rights, but may have a significant impact on the financial position and operating results of the Company, or causes changes in the connected relationship of the Company with the target company, the Company shall make disclosure in accordance with the business rules of the stock exchanges where the stocks of the Company are listed (if necessary).</u></p> <p>Where the Company waiving the capital increase right or pre-emptive right results in changes of the scope of consolidated statements of the Company, the latest closing total net assets corresponding to the Company's proposed waivers of the capital increase right or pre-emptive right shall be deemed as the transaction amount and the provisions under Articles 22 to 23 above shall be applicable.</p>

Original Articles	Amended Articles
<p>Article 26 Where the Company enters into a connected transaction relating to the “provision of financial assistance” or “entrusted wealth management”, calculation shall be based on the actual amount of the transaction and the provisions under Article 22 to Article 23 above shall apply.</p>	<p>Article 2624 Where the Company enters into <u>entrusted wealth management with a connected person and where it is difficult to complete approval procedure and fulfill disclosure obligations for each investment transaction due to the frequency and timeliness of the transaction, the Company may reasonably estimate the investment scope, investment amount and term and the amount shall be taken as the calculation basis. The provisions on approval procedures as specified in this policy shall apply.</u> a connected transaction relating to the “provision of financial assistance” or “entrusted wealth management”, calculation shall be based on the actual amount of the transaction and the provisions under Article 22 to Article 23 above shall apply.</p>

Original Articles	Amended Articles
<p>Article 27 In accordance with the SSE Listing Rules, where the Company enters into the following connected transactions, calculation shall be conducted in the principle of aggregation for twelve consecutive months and the provisions under Article 22 to Article 23 above shall apply accordingly:</p> <p>(I) transactions with the same connected person;</p> <p>(II) transactions with different connected persons in respect of relevant type of transaction target;</p> <p>The same connected person referred to above includes any legal person or other entities under the direct or indirect control of the same legal person or entity or natural person, or having control of the interests of each other or where the same connected natural person serves as the director or senior management.</p> <p>Factors that the Hong Kong Stock Exchange will consider for aggregation of a series of connected transactions include whether the transactions:</p> <p>(I) are entered into by the Company with the same party, or parties who are connected with one another or have other connected relationship;</p>	<p>Article 2725 In accordance with the SSE Listing Rules, where the Company enters into the following connected transactions, calculation shall be conducted in the principle of aggregation for twelve consecutive months and the provisions under Article 22 to Article 23 above <u>approval procedures and disclosure obligations as specified in this policy</u> shall apply accordingly:</p> <p>(I) transactions o with the same connected person;</p> <p>(II) transactions with different connected persons in respect of relevant type of same type of transaction target;</p> <p>The same connected person referred to above includes <u>other connected person under the control of same entity as the connected person</u> or having control of interest of each otherany legal person or other entities under the direct or indirect control of the same legal person or entity or natural person, or having control of the interests of each other or where the same connected natural person serves as the director or senior management.</p> <p>Factors that the Hong Kong Stock Exchange will consider for aggregation of a series of connected transactions include whether the transactions:</p> <p>(I) are entered into by the Company with the same party, or parties who are connected with one another or have other connected relationship;</p>

Original Articles	Amended Articles
<p>(II) involve the acquisition or disposal of securities or interests in specific company or group of companies;</p> <p>(III) involve the acquisition or disposal of parts of one assets; or</p> <p>(IV) together lead to substantial involvement by the Company in a new business activity which is not a principal business of the Company.</p> <p>The Company shall comply with the relevant requirements applicable to the type of transactions classified based on aggregate calculation.</p> <p>The connected transactions, which have been conducted in the principle of aggregation in accordance with the approval procedures of the general meetings, shall no longer be subject to aggregation.</p>	<p>(II) involve the acquisition or disposal of securities or interests in specific company or group of companies;</p> <p>(III) involve the acquisition or disposal of parts of one assets; or</p> <p>(IV) together lead to substantial involvement by the Company in a new business activity which is not a principal business of the Company.</p> <p>The Company shall comply with the relevant requirements applicable to the type of transactions classified based on aggregate calculation.</p> <p>The connected transactions, which have been conducted in the principle of aggregation in accordance with the approval procedures of the general meetings, shall no longer be subject to aggregation. <u>Connected transaction which has been disclosed by the Company but has not been approved by the general meeting shall be included in corresponding aggregate calculation to determine the applicable approval procedures.</u></p>

Original Articles	Amended Articles
<p>Article 28 Where the Company intends to enter into a major connected transaction with a connected person (except where the Company receives gifts in cash and liabilities that simply reduce or discharge the Company's obligations or provides guarantees), it shall submit the proposal to the Board for consideration and approval after receiving prior approval of independent directors. Independent directors may engage an independent financial advisor to issue a special report for their consideration before making a judgment.</p> <p>The audit committee of the Company shall evaluate such connected transactions, submit a written advice to the Board for consideration and report to the Supervisory Committee. The audit committee may engage an independent financial advisor to issue a report for its consideration.</p>	<p>Article 2826 Where the Company intends to enter into a major connected transaction with a connected person (except <u>for transactions which are exempted from approval and disclosure requirements under relevant rules</u> where the Company receives gifts in cash and liabilities that simply reduce or discharge the Company's obligations or provides guarantees), it shall submit the proposal to the Board for consideration and approval after receiving prior approval of independent directors. Independent directors may engage an independent financial advisor to issue a special report for their consideration before making a judgment.</p> <p>The audit committee of the Company shall evaluate such connected transactions, submit a written advice to the Board for consideration and report to the Supervisory Committee. The audit committee may engage an independent financial advisor to issue a report for its consideration.</p>

Original Articles	Amended Articles
<p>Article 29 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-third of the directors, they shall be approved by more than two-third 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) a person who has 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>Article 2927 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-third of the directors, they shall be approved by more than two-third 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) a person who has <u>having</u> 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>

Original Articles	Amended Articles
(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;	(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;
(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;	(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;
(VI) a person whose independent business judgment may be affected as determined by the China Securities Regulatory Commission (the “CSRC”), the SSE or the Company based on the principle of substance over form;	(VI) a person <u>director</u> whose independent business judgment may be affected as determined by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”), the SSE or the Company based on the principle of substance over form;
(VII) a person deemed to have material interests under the SSE Listing Rules or Hong Kong Listing Rules or its connected person.	(VII) a person deemed to have material interests under the SSE Listing Rules or Hong Kong Listing Rules or its connected person.

Original Articles	Amended Articles
<p>Article 30 When the general meeting considers a connected transaction, connected shareholders shall abstain from voting, nor shall they vote on behalf of other shareholders.</p> <p>The connected shareholders referred to in the above paragraph include the following shareholder or a shareholder under one of the following circumstances:</p> <p>(I) a counterparty to the transactions;</p> <p>(II) a person who has direct or indirect control over the counterparty to the transactions;</p> <p>(III) a person who is under direct or indirect control by the counterparty to the transactions;</p> <p>(IV) a person who is under direct or indirect common control of the same legal person or natural person as the counterparty to the transactions;</p> <p>(V) a shareholder whose voting rights are restricted or affected due to any outstanding share transfer agreement or any other agreement entered into with the counterparty to the transaction or its connected person;</p>	<p>Article 3028 When the general meeting considers a connected transaction, connected shareholders shall abstain from voting, nor shall they vote on behalf of other shareholders.</p> <p>The connected shareholders referred to in the above paragraph include the following shareholder or a shareholder under one of the following circumstances:</p> <p>(I) a counterparty to the transactions;</p> <p>(II) a person who has <u>having</u> direct or indirect control over the counterparty to the transactions;</p> <p>(III) a person who is under direct or indirect control by the counterparty to the transactions;</p> <p>(IV) a person who is under direct or indirect common control of the same legal person <u>or other entity</u> or natural person as the counterparty to the transactions;</p> <p>(V) <u>a person who is employed by a counterparty to the transactions or by a legal person or other entity with direct or indirect control over the counterparty to the transactions or by a legal person or other entity under direct or indirect control of the counterparty to the transactions;</u></p>

Original Articles	Amended Articles
<p>(VI) a shareholder in whose favour the Company may act as determined by CSRC or the SSE;</p> <p>(VII) a person or any connected person deemed to have material interests under the transaction according to the SSE Listing Rules or Hong Kong Listing Rules.</p>	<p><u>(VI) 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;</u></p> <p>(VII) a shareholder whose voting rights are restricted or affected due to any outstanding share transfer agreement or any other agreement entered into with the counterparty to the transaction or its connected person;</p> <p>(VII) a shareholder in whose favour the Company may act as determined by CSRC or the SSE;</p> <p>(VIII) a person or any connected person deemed to have material interests under the transaction according to the SSE Listing Rules or Hong Kong Listing Rules.</p>
<p>Article 31 The Supervisory Committee of the Company shall monitor the consideration, voting, disclosure and execution of connected transactions and express their opinions in the annual reports.</p>	<p>Article 31²⁹ The Supervisory Committee of the Company shall monitor the consideration, voting, disclosure and execution of connected transactions and express their opinions in the annual reports.</p>
<p>Article 32 When conducting a connected transaction, the Company shall enter into a written agreement which specifies the pricing policy of the connected transaction. During the course of a connected transaction, where there is any material change in such major terms of the agreement as the transaction price, the Company shall re-comply with the approval procedure with reference to the amended price of transaction.</p>	<p>Article 32⁰ When conducting a connected transaction, the Company shall enter into a written agreement which specifies the pricing policy of the connected transaction. During the course of a connected transaction, where there is any material change in such major terms of the agreement as the transaction price, the Company shall re-comply with the approval procedure <u>in accordance with the business rules of the stock exchanges where the stocks of the Company are listed</u> with reference to the amended price of transaction.</p>

Original Articles	Amended Articles
Article 37 The connected transaction referred herein between the Company and the connected persons shall be disclosed in the form of provisional announcement.	Article 37 The connected transaction referred herein between the Company and the connected persons shall be disclosed in the form of provisional announcement.
<p>Article 38 The Company shall submit the following documents to the SSE at the time of disclosure of the connected transaction of the Company:</p> <p>(I) a draft of the announcement;</p> <p>(II) an agreement or a letter of intent in relation to such transaction; a draft of the resolutions of the Board or the announcement of the resolutions of the Board; a letter of approval for the transaction from the competent authority (if applicable); a special report issued by a securities service institution (if applicable);</p> <p>(III) a prior written approval for the transaction by the independent directors;</p> <p>(IV) opinions of independent directors;</p> <p>(V) other documents requested by the SSE.</p>	<p>Article 385 The Company shall submit the following documents to the SSE at the time of disclosure of the connected transaction of the Company in accordance with the business rules of the SSE:</p> <p>(I) a draft of the announcement;</p> <p>(II) an agreement or a letter of intent in relation to such transaction <u>(if applicable)</u>; a draft of the resolutions of the Board or the announcement of the resolutions of the Board; a letter of approval for the transaction from the competent authority (if applicable); a special report issued by a securities service institution (if applicable);</p> <p>(III) a prior written approval for the transaction by the independent directors;</p> <p>(IV) opinions of independent directors;</p> <p>(V) other documents requested by the SSE.</p>

Original Articles	Amended Articles
<p>Article 39 The announcement on connected transactions as disclosed by the Company shall include the following information:</p> <p>(I) a brief description of the connected transaction and general information of the transaction target;</p> <p>(II) the prior approval and independent opinion provided by the independent directors;</p> <p>(III) the voting results of the Board (if applicable);</p> <p>(IV) the description of the connected relationship among parties to the transactions and the general information of the connected persons;</p> <p>(V) the pricing policy and basis for the transaction, including the relationship between the transaction price and book value or appraised value of the transaction target and the specific and fair market prices, as well as other specific matters related to pricing that are required to be disclosed due to the special circumstances of the transaction target.</p> <p>In the event of any substantial differences between the transaction price and the book value, appraised value or market price, reasons shall be disclosed. For any unfair transaction, the diverted interest arising from this connected transaction shall also be disclosed;</p>	<p>Article 3936 <u>The Company shall make an announcement on connected transactions based on the type of such connected transactions and in accordance with the business rules and guidelines of the stock exchanges where the stocks of the Company are listed. The announcement shall include the counterparties and transaction target, description of the connected relationship among parties to the transactions and the general information of connected persons, major details of the transaction agreement, pricing of the transaction and its basis, approval documents from competent authority (if any) and opinions of intermediaries (if applicable).</u>The announcement on connected transactions as disclosed by the Company shall include the following information:</p> <p>(I) a brief description of the connected transaction and general information of the transaction target;</p> <p>(II) the prior approval and independent opinion provided by the independent directors;</p> <p>(III) the voting results of the Board (if applicable);</p> <p>(IV) the description of the connected relationship among parties to the transactions and the general information of the connected persons;</p>

Original Articles	Amended Articles
<p>(VI) other important contents of the transaction agreement, including the transaction price, the terms of settlement, the nature and share of the connected person's interest in the transaction, the condition for the agreement to be effective, effective time and duration of the agreement;</p> <p>(VII) the purpose of the transaction and impact of the transaction on the Company, including the true intention and necessity of such connected transaction as well as the impact on the current and future financial condition and operating results;</p> <p>(VIII) the aggregate amount for all connected transactions entered into with such connected persons from the beginning of the year up to the date of disclosure;</p> <p>(IX) other information as required under Rule 9.13 of the SSE Listing Rules;</p> <p>(X) other information which facilitates the explanation of the nature of the transaction as required by CSRC and the SSE.</p> <p>Where the Company provides guarantee to a connected person or a shareholder with a shareholding of less than 5%, disclosure shall be made in accordance with Rule 9.14 of the Listing Rules.</p>	<p>(V) the pricing policy and basis of pricing for the transaction, including the relationship between the transaction price and book value or appraised value of the transaction target and the specific and fair market prices, as well as other specific matters related to pricing that are required to be disclosed due to the special circumstances of the transaction target.</p> <p>In the event of any substantial differences between the transaction price and the book value, appraised value or market price, reasons shall be disclosed. For any unfair transaction, the diverted interest arising from this connected transaction shall also be disclosed;</p> <p>(VI) other important contents of the transaction agreement, including the transaction price, the terms of settlement, the nature and share of the connected person's interest in the transaction, the condition for the agreement to be effective, effective term and time limit for performance of the agreement;</p> <p>(VII) the purpose of the transaction and impact of the transaction on the Company, including the true intention and necessity of such connected transaction as well as the impact on the current and future financial condition and operating results, etc.;</p>

Original Articles	Amended Articles
	<p>(VIII) the aggregate amount for all connected transactions entered into with such connected persons from the beginning of the year up to the date of disclosure;</p> <p>(IX) other information as required under Rule 9.13 of the SSE Listing Rules;</p> <p>(X) other information which facilitates the explanation of the nature of the transaction as required by CSRC and the SSE.</p> <p>Where the Company provides guarantee to a connected person or a shareholder with a shareholding of less than 5%, disclosure shall be made in accordance with Rule 9.14 of the Listing Rules.</p>
<p>Article 40 The Company shall disclose the major connected transactions entered into during the reporting period under the section of significant events in the annual reports and interim reports, and make separate disclosure by types as required in Article 41 to Article 44.</p>	<p>Article 4037 The Company shall disclose <u>different types of the</u> major connected transactions entered into during the reporting period under the section of significant events in the annual reports and interim reports <u>in accordance with the business rules and guidelines of the stock exchanges where the stocks of the Company are listed,</u> and make separate disclosure by types as required in Article 41 to Article 44.</p>
<p>Article 41 The disclosure of connected transactions in relation to the daily operation by the Company shall include:</p> <p>.....</p>	<p>Article 4138 <u>Unless otherwise as specified in the business rules and guidelines of the stock exchanges where the stocks of the Company are listed,</u> the disclosure of connected transactions in relation to the daily operation by the Company shall include:</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 42 The disclosure of major connected transactions in relation to acquisitions and sales of assets shall include:</p> <p>(I) parties to the connected transactions;</p> <p>(II) details of the transactions;</p> <p>(III) the pricing policy;</p> <p>(IV) the book value and appraised value of the assets, fair market value and transaction price; in the event of substantial differences between the transaction price and book value or appraisal value and fair market value, reasons shall be given;</p> <p>(V) the impact of settlement methods and transactions on the operating results and financial position of the Company.</p>	<p>Article 42 The disclosure of major connected transactions in relation to acquisitions and sales of assets shall include:</p> <p>(I) parties to the connected transactions;</p> <p>(II) details of the transactions;</p> <p>(III) the pricing policy;</p> <p>(IV) the book value and appraised value of the assets, fair market value and transaction price; in the event of substantial differences between the transaction price and book value or appraisal value and fair market value, reasons shall be given;</p> <p>(V) the impact of settlement methods and transactions on the operating results and financial position of the Company.</p>
<p>Article 43 The disclosure of connected transactions in relation to the joint investment with the connected persons shall include:</p> <p>(I) the co-investors;</p> <p>(II) the name, principal businesses, registered capital, total assets, net assets and net profit of the investee company;</p> <p>(III) the progress of the major projects under construction (if any).</p>	<p>Article 43 The disclosure of connected transactions in relation to the joint investment with the connected persons shall include:</p> <p>(I) the co-investors;</p> <p>(II) the name, principal businesses, registered capital, total assets, net assets and net profit of the investee company;</p> <p>(III) the progress of the major projects under construction (if any).</p>
<p>Article 44 Where there are borrowings as well as guarantees between the Company and the connected persons, the Company shall disclose the reasons for their existence and their impacts on the Company.</p>	<p>Article 44 Where there are borrowings as well as guarantees between the Company and the connected persons, the Company shall disclose the reasons for their existence and their impacts on the Company.</p>

Original Articles	Amended Articles
<p>Article 47 Non-exempt continuing connected transactions shall be dealt with on the following principles:</p> <p>.....</p> <p>(VI) for any continuing connected transactions, the Company must re-comply with the reporting, announcement and independent shareholders' approval requirements set out herein in the following circumstances:</p> <ol style="list-style-type: none"> 1. if the cap in Article 20 is exceeded; or 2. when the relevant agreement is renewed or there is a material change to the terms of the agreement. 	<p>Article 47<u>1</u> Non-exempt continuing connected transactions shall be dealt with on the following principles:</p> <p>.....</p> <p>(VI) for any continuing connected transactions, the Company must re-comply with the reporting, announcement and independent shareholders' approval requirements set out herein in the following circumstances:</p> <ol style="list-style-type: none"> 1. if the cap in Article 20<u>18</u> is exceeded; or 2. when the relevant agreement is renewed or there is a material change to the terms of the agreement.
<p>Article 48 Where the Company and a related person enter into a daily related transaction as specified in items (XV) to (XIX) of Article 12 herein, corresponding decision-making procedures and disclosure obligations shall be observed according to the specific circumstances.</p>	<p>Article 48<u>2</u> Where the Company and a related person enter into a daily related transaction as specified in items (XV) to (XIX) of Article 12<u>11</u> herein, corresponding decision-making procedures and disclosure obligations shall be observed according to the specific circumstances.</p>

Original Articles	Amended Articles
<p>Article 51 Where the Company enters into a large number of new daily connected transactions each year, the Company may, based on the type of transactions, make reasonable estimation of the aggregate amount of such daily connected transactions to be entered into in the year prior to the disclosure of the annual report for the preceding year, and submit the transactions to the Board or the general meeting for approval with reference to the estimated amount and make relevant disclosure.</p> <p>For daily connected transactions within the range of estimation, the Company shall make disclosure in its annual report and interim report in accordance with Article 41.</p> <p>Where the actual amount of the transactions of the Company exceeds the estimated aggregate amount, it shall resubmit the transactions to the Board or the general meeting for approval and make relevant disclosure in respect of the excessive amount.</p>	<p>Article 5145 Where the Company enters into a large number of new daily connected transactions each year, the Company may, based on the type of transactions, make reasonable estimation of the aggregate amount of such daily connected transactions to be entered into in the year prior to the disclosure of the annual report for the preceding year, and submit the transactions to the Board or the general meeting for approval <u>comply with the approval procedure</u> with reference to the estimated amount and make relevant disclosure.</p> <p>For daily connected transactions within the range of estimation, the The Company shall make disclosure <u>on the performance of daily connected transactions by type</u> in its annual report and interim report in accordance with Article 41 <u>the business rules and guidelines of the stock exchanges where the stocks of the Company are listed.</u></p> <p>Where the actual amount of the transactions of the Company exceeds the estimated aggregate amount, it shall resubmit the transactions to the Board or the general meeting for approval and make relevant disclosure in respect of the excessive amount <u>comply with the approval procedure and make relevant disclosure. In applying the provisions in relation to the transactions with actual amount exceeding the estimated aggregate amount, the aggregate amount of all connected transactions entered into between the connected parties under the same control and the Company shall be compared with the corresponding estimated aggregate amount. The amount of connected transactions entered into between connected parties not under the same control and the Company is not calculated on a consolidated basis.</u></p>

Original Articles	Amended Articles
<p>Article 53 Agreements on daily connected transactions shall contain the following details:</p> <p>(I) pricing principle and basis;</p> <p>(II) transaction price;</p> <p>(III) total transaction volume or the determination methods of the total transaction volume;</p> <p>(IV) time and method of payment;</p> <p>(V) comparison with the actual transaction amount of comparable daily connected transactions for the last three years;</p> <p>(VI) other major terms which are disclosable as required by the stock exchange where the stocks of the Company are listed (if any).</p>	<p>Article 53 Agreements on daily connected transactions shall contain the following details:</p> <p>(I) pricing principle and basis;</p> <p>(II) transaction price;</p> <p>(III) total transaction volume or the determination methods of the total transaction volume;</p> <p>(IV) time and method of payment;</p> <p>(V) comparison with the actual transaction amount of comparable daily connected transactions for the last three years;</p> <p>(VI) other major terms which are disclosable as required by the stock exchange where the stocks of the Company are listed (if any).</p>

Original Articles	Amended Articles
<p>Article 55 For major connected transactions in which the price of the assets of the connected person the Company intends to purchase exceeds 100% of the carrying value, apart from announcing the reason for the premium, the Company shall provide Internet voting or other convenient voting means for shareholders to attend the general meeting and shall comply with Article 56 to Article 59.</p>	<p>Article 5548 For major connected transactions <u>subject to the approval of the general meeting</u> in which the <u>deal</u> price of the assets of the connected person the Company intends to purchase has a premium of over 100% as compared to the carrying value <u>of the transaction target</u>, apart from announcing the reason for the premium, the Company shall provide Internet voting or other convenient voting means for shareholders to attend the general meeting and shall comply with Article 56 to Article 59 <u>the special requirements for such transactions specified by the CSRC and business rules of the stock exchanges where the stocks of the Company are listed. If the counterparty fails to provide any profit guarantee, indemnity undertaking or repurchase commitment of the transaction target within a specified period, the Company shall make announcement on the specific reasons, whether it has taken any relevant safeguard measures and whether it is conducive to protecting the interests of the Company and the legitimate rights and interests of minority shareholders.</u></p> <p><u>The profit forecast report relating to the assets the Company intends to purchase submitted in accordance with the business rules of the CSRC and the stock exchanges where the stocks of the Company are listed shall be audited by a qualified accounting firm under the Securities Law.</u></p>

Original Articles	Amended Articles
<p>Article 56 The Company shall provide a profit forecast report relating to the assets it intends to purchase. The profit forecast report shall be audited by an accounting firm qualified for conducting business relating to securities and futures.</p> <p>Where the Company fails to provide such profit forecast report, explanations shall be given for the reason thereof and a risk warning shall be made in the announcement on the connected transactions, with detailed analysis of the impact of such connected transactions on the continuing operations and future development of the Company.</p>	<p>Article 56 The Company shall provide a profit forecast report relating to the assets it intends to purchase. The profit forecast report shall be audited by an accounting firm qualified for conducting business relating to securities and futures.</p> <p>Where the Company fails to provide such profit forecast report, explanations shall be given for the reason thereof and a risk warning shall be made in the announcement on the connected transactions, with detailed analysis of the impact of such connected transactions on the continuing operations and future development of the Company.</p>
<p>Article 57 Where the Company appraises the assets it intends to purchase by means of valuation methods based on estimated future profit such as the discounted cash flow method and hypothetical development method, and determines the basis of pricing with reference to such estimation, the differences between the actual earnings and the estimated profit of relevant assets shall be disclosed in the annual reports for three consecutive years upon completion of the connected transactions, supplemented by an audit opinion issued by an accounting firm.</p> <p>The Company shall sign a compensation agreement in respect of the actual profit of relevant assets falling short of the estimated profit thereof and such agreement shall be unambiguous and feasible.</p>	<p>Article 57 Where the Company appraises the assets it intends to purchase by means of valuation methods based on estimated future profit such as the discounted cash flow method and hypothetical development method, and determines the basis of pricing with reference to such estimation, the differences between the actual earnings and the estimated profit of relevant assets shall be disclosed in the annual reports for three consecutive years upon completion of the connected transactions, supplemented by an audit opinion issued by an accounting firm.</p> <p>The Company shall sign a compensation agreement in respect of the actual profit of relevant assets falling short of the estimated profit thereof and such agreement shall be unambiguous and feasible.</p>

Original Articles	Amended Articles
<p>Article 58 Where the Company appraises the assets it intends to purchase by means of valuation methods such as the discounted cash flow method and hypothetical development method, disclosure shall be made in respect of relevant data under more than two valuation methods (including the above methods) and independent directors shall express their opinions on the independence of the valuation institution, reasonableness of the valuation assumptions and the fairness of the valuation.</p>	<p>Article 58 Where the Company appraises the assets it intends to purchase by means of valuation methods such as the discounted cash flow method and hypothetical development method, disclosure shall be made in respect of relevant data under more than two valuation methods (including the above methods) and independent directors shall express their opinions on the independence of the valuation institution, reasonableness of the valuation assumptions and the fairness of the valuation.</p>
<p>Article 59 The audit committee of the Company shall express its opinions on the above connected transactions which shall include:</p> <p>(I) the basis of the opinions and the factors considered;</p> <p>(II) whether the pricing is fair and reasonable and whether it is in the interest of the Company and its shareholders as a whole;</p> <p>(III) advice to non-connected Directors and non-connected shareholders on approving or disapproving such connected transactions.</p> <p>The audit committee of the Company may appoint an independent financial advisor to issue a report for consideration before making any decisions.</p>	<p>Article 549 The audit committee of the Company shall express its opinions on the above-connected transactions which shall include <u>the followings</u>:</p> <p>(I) the basis of the opinions and the factors considered;</p> <p>(II) whether the pricing is fair and reasonable and whether it is in the interest of the Company and its shareholders as a whole;</p> <p>(III) advice to non-connected Directors and non-connected shareholders on approving or disapproving such connected transactions.</p> <p>The audit committee of the Company may appoint an independent financial advisor to issue a report for consideration before making any decisions.</p>

Original Articles	Amended Articles
<p>Article 60 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) 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>(II) 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>(III) 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>Article 650 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) <u>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;</u></p> <p>(II) <u>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;</u></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 in cash;</p> <p>(HIV) 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>

Original Articles	Amended Articles
	<p>(H)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) <u>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;</u></p> <p>(VII) <u>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;</u></p> <p>(VIII) <u>connected transaction in which the price is fixed by the state;</u></p> <p>(IX) <u>other transactions as identified by the stock exchanges where the stocks of the Company are listed.</u></p>
<p>Article 61 For the following transactions between the Company and the connected person, applications may be made to the SSE for a waiver from approval and disclosure requirements for a connected transaction:</p> <p>(I) connected transactions entered into as a result of one party participating in a public tender, public auction and other activities where the participants are not specified;</p> <p>(II) daily connected transactions entered into between one party and another based on prices stipulated by the state.</p>	<p>Article 61 For the following transactions between the Company and the connected person, applications may be made to the SSE for a waiver from approval and disclosure requirements for a connected transaction:</p> <p>(H) connected transactions entered into as a result of one party participating in a public tender, public auction and other activities where the participants are not specified;</p> <p>(H) daily connected transactions entered into between one party and another based on prices stipulated by the state.</p>

Original Articles	Amended Articles
<p>Article 62 For the establishment of a company by the Company and a connected person through joint venture arrangement which constitutes a major connected transaction, where all contributing parties contribute in cash with each of their shareholdings in the company determined with reference to the proportion of each parties' capital contribution, the Company may apply to the SSE for a waiver from general meeting's approval requirement.</p>	<p>Article 62 For the establishment of a company by the Company and a connected person through joint venture arrangement which constitutes a major connected transaction, where all contributing parties contribute in cash with each of their shareholdings in the company determined with reference to the proportion of each parties' capital contribution, the Company may apply to the SSE for a waiver from general meeting's approval requirement.</p>
<p>Article 63 Where a connected person provides financial assistance in favour of the Company at an interest rate not exceeding the benchmark interest rate of loans as required by the People's Bank of China for the same period and where no pledge or guarantee is provided correspondingly by the Company in respect of such financial assistance, the Company may apply to the SSE for a waiver from approval and disclosure requirements of a connected transaction.</p> <p>Where a connected person provides a guarantee in favour of the Company and no counter guarantee is provided by the Company, the above paragraph shall apply.</p>	<p>Article 63 Where a connected person provides financial assistance in favour of the Company at an interest rate not exceeding the benchmark interest rate of loans as required by the People's Bank of China for the same period and where no pledge or guarantee is provided correspondingly by the Company in respect of such financial assistance, the Company may apply to the SSE for a waiver from approval and disclosure requirements of a connected transaction.</p> <p>Where a connected person provides a guarantee in favour of the Company and no counter guarantee is provided by the Company, the above paragraph shall apply.</p>
<p>Article 64 Where the same natural person serves as the independent director of both the Company and other legal person or entity and there are no other circumstances which make such person a connected person, when such legal person or entity enters into transactions with the Company, the Company may apply to the SSE for a waiver from approval and disclosure requirements of a connected transaction.</p>	<p>Article 64 Where the same natural person serves as the independent director of both the Company and other legal person or entity and there are no other circumstances which make such person a connected person, when such legal person or entity enters into transactions with the Company, the Company may apply to the SSE for a waiver from approval and disclosure requirements of a connected transaction.</p>

Original Articles	Amended Articles
<p>Article 65 Where the connected transaction to be disclosed by the Company is a national secret, trade secret or other situations recognized by the SSE, and any disclosure made or performance of relevant obligations may result in a breach of the national laws and regulations on confidentiality or a material prejudice to the interest of the Company, the Company may apply to the SSE for a waiver from disclosure or performance of relevant obligations.</p>	<p>Article 65 Where the connected transaction to be disclosed by the Company is a national secret, trade secret or other situations recognized by the SSE, and any disclosure made or performance of relevant obligations may result in a breach of the national laws and regulations on confidentiality or a material prejudice to the interest of the Company, the Company may apply to the SSE for a waiver from disclosure or performance of relevant obligations.</p>
<p>Article 67 Fully exempt connected transactions</p> <p>The following connected transactions shall constitute fully exempt connected transactions:</p> <p>The percentage ratio of a transaction (except for the issuance of new securities to connected persons) based on the size test conducted under Article 21 herein shall meets one of the following standards:</p> <p>(I) less than 0.1%;</p> <p>.....</p>	<p>Article 6752 Fully exempt connected transactions</p> <p>The following connected transactions shall constitute fully exempt connected transactions:</p> <p>The percentage ratio of a transaction (except for the issuance of new securities to connected persons) based on the size test conducted under Article 21<u>19</u> herein meets one of the following standards:</p> <p>(I) less than 0.1%;</p> <p>.....</p>

Original Articles	Amended Articles
<p>Article 69 Partially-exempt connected transactions</p> <p>Partially-exempt one-off connected transactions shall be dealt with in accordance with the announcement requirement under paragraph (I) of Article 46 and reporting requirement under paragraph (V) of Article 46. Partially-exempt continuing connected transactions shall be dealt with in accordance with the requirement under paragraph (I) of Article 46, reporting requirement under paragraph (V) of Article 46 and requirement of non-exempt continuing connected transactions under paragraphs (I) and (II) of Article 47.</p> <p>Partially-exempt financial assistance shall be dealt with in accordance with the requirement of partially-exempt one-off connected transactions or partially-exempt continuing connected transactions, depending on whether it is a one-off or continuing connected transaction.</p>	<p>Article 6954 Partially-exempt connected transactions</p> <p>Partially-exempt one-off connected transactions shall be dealt with in accordance with the announcement requirement under paragraph (I) of Article 460 and reporting requirement under paragraph (V) of Article 460. Partially-exempt continuing connected transactions shall be dealt with in accordance with the requirement under paragraph (I) of Article 460, reporting requirement under paragraph (V) of Article 460 and requirement of non-exempt continuing connected transactions under paragraphs (I) and (II) of Article 471.</p> <p>Partially-exempt financial assistance shall be dealt with in accordance with the requirement of partially-exempt one-off connected transactions or partially-exempt continuing connected transactions, depending on whether it is a one-off or continuing connected transaction.</p>
<p>Article 70 A one-off connected transaction conducted on normal commercial terms and meeting the following conditions shall constitute a partially exempt one-off connected transaction. The percentage ratio of such transaction based on the size test conducted under Article 21 herein shall meet one of the following standards:</p> <p>(I) less than 5%; or</p> <p>(II) less than 25%, and the total consideration of which is less than HK\$10 million.</p> <p>This article is not applicable to the issue of new securities by the Company to its related persons.</p>	<p>Article 7055 A one-off connected transaction conducted on normal commercial terms and meeting the following conditions shall constitute a partially exempt one-off connected transaction. The percentage ratio of such transaction based on the size test conducted under Article 2119 herein shall meet one of the following standards:</p> <p>(I) less than 5%; or</p> <p>(II) less than 25%, and the total consideration of which is less than HK\$10 million.</p> <p>This article is not applicable to the issue of new securities by the Company to its related person.</p>

Original Articles	Amended Articles
<p>Article 71 The provision of financial assistance by the Company to its related persons or jointly held entities on normal commercial terms shall constitute partially exempt financial assistance. The percentage ratio of such provision of financial assistance based on the size test conducted under Article 21 herein shall meet one of the following standards:</p> <p>(I) less than 5%; or</p> <p>(II) less than 25%, and the relevant assistance and any preferential benefits granted to the related person amount to less than HK\$10 million in aggregate.</p>	<p>Article 7156 The provision of financial assistance by the Company to its related persons or jointly held entities on normal commercial terms shall constitute partially exempt financial assistance. The percentage ratio of such provision of financial assistance based on the size test conducted under Article 2119 herein shall meet one of the following standards:</p> <p>(I) less than 5%; or</p> <p>(II) less than 25%, and the relevant assistance and any preferential benefits granted to the related person amount to less than HK\$10 million in aggregate.</p>
<p>Article 75 Subject to the approval of the general meeting, these rules shall be effective from the date of the Company's public offering of overseas listed foreign shares (H shares) and listing on the Hong Kong Stock Exchange. The original Administrative Rules for Connected Transaction of Wuxi AppTec Co., Ltd. shall automatically lapse from the effective date of these rules.</p>	<p>Article 7560 Subject to the approval of the general meeting, these rules shall be effective from the date of the Company's public offering of overseas listed foreign shares (H shares) and listing on the Hong Kong Stock Exchange. The original Administrative Rules for Connected Transaction of Wuxi AppTec Co., Ltd. shall automatically lapse from the effective date of these rules.</p>

The proposed amendments to the External Guarantees Policy are as follows:

Original Articles	Amended Articles
<p>Article 1 To regulate the external guarantees of Wuxi AppTec Co., Ltd. (hereinafter referred to as “the Company”), strictly control the external guarantees of the Company, protect the legal rights and interests of the Shareholders and investors, these rules are formulated in accordance with the Company Law of the People’s Republic of China, the Property Law of the People’s Republic of China, the Guarantee Law of the People’s Republic of China, the Listing Rules of Shanghai Stock Exchange, Circular on Regulating the Funds between Listed Companies and Related Parties and Listed Companies’ Provision of Guarantees to Other Parties (Zheng Jian Fa [2003] No. 56), Circular on Regulating External Guarantees by Listed Companies (Zheng Jian Fa [2005] No. 120), the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”), other laws and regulations, normative documents and Articles of Association of Wuxi AppTec Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>	<p>Article 1 To regulate the external guarantees of Wuxi AppTec Co., Ltd. (hereinafter referred to as “the Company”), strictly control the external guarantees of the Company, protect the legal rights and interests of the Shareholders and investors, these rules are formulated in accordance with the Company Law of the People’s Republic of China, the Property Law<u>Civil Code</u> of the People’s Republic of China, the Guarantee Law of the People’s Republic of China <u>the Regulatory Guidelines for Listed Companies No. 8</u> Regulatory Requirements for Capital Transaction and External Security of Listed Companies promulgated by the China Securities Regulatory Commission (hereinafter referred to as “CSRC”), the Listing Rules of Shanghai Stock Exchange <u>promulgated by the Shanghai Stock Exchange</u>, Circular on Regulating the Funds between Listed Companies and Related Parties and Listed Companies’ Provision of Guarantees to Other Parties (Zheng Jian Fa [2003] No. 56), Circular on Regulating External Guarantees by Listed Companies (Zheng Jian Fa [2005] No. 120) <u>Guidelines No. 1 for the Self-regulatory Rules of the Shanghai Stock Exchange</u> Standardized Operation, the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (hereinafter referred to as “Hong Kong Listing Rules”), other laws and regulations, normative documents and Articles of Association of Wuxi AppTec Co., Ltd. (hereinafter referred to as “Articles of Association”).</p>

Original Articles	Amended Articles
<p>Article 2 These rules are applicable to the external guarantees provided by the Company and its wholly-owned subsidiaries and holding subsidiaries (hereinafter referred to as “subsidiary(ies)”).</p>	<p>Article 2 These rules are applicable to the external guarantees <u>and financial assistance</u> provided by the Company and its wholly-owned subsidiaries and holding subsidiaries (hereinafter referred to as “subsidiary(ies)”).</p>
<p>Article 3 External guarantees mentioned in these rules refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries. External guarantees provided by subsidiaries of the Company shall be deemed as guarantees provided by the Company and shall be subject to these rules. Subsidiaries shall notify the Company in a timely manner to perform information disclosure obligations after the proposals in relation to guarantees are resolved by its board of directors or shareholders, (general) meeting.</p> <p>The total guarantees provided by the Company and its holding subsidiaries mentioned in these rules refer to sum of external guarantees provided by the Company (including guarantees provided by the Company to its holding subsidiaries) and external guarantees provided by its holding subsidiaries.</p>	<p>Article 3 External guarantees mentioned in these rules refer to guarantees provided by the Company to others, including guarantees provided by the Company to its holding subsidiaries.</p> <p>External <u>Guarantees</u> provided by subsidiaries of the Company <u>to any non-consolidated entities</u> shall be deemed as guarantees provided by the Company and shall be subject to <u>the provisions of these rules</u>. Subsidiaries shall notify the Company in a timely manner to perform information disclosure obligations after the proposals in relation to guarantees are resolved by its board of directors or shareholders, (general) meeting.</p> <p>The total guarantees provided by the Company and its holding subsidiaries mentioned in these rules refer to sum of external guarantees provided by the Company (including guarantees provided by the Company to its holding subsidiaries) and external guarantees provided by its holding subsidiaries.</p>
<p>Article 4 All directors shall prudently deal with and strictly control any debt risks arising from external guarantees, and shall be jointly and severally liable for any losses arising from illegal or improper external guarantees. Controlling shareholders and other related parties shall not force the Company to provide any guarantees for others.</p>	<p>Article 4 All directors shall prudently deal with and strictly control any debt risks arising from external guarantees, and shall be jointly and severally liable for losses arising from illegal or improper external guarantees. Controlling shareholders and other connected parties shall not force the Company to provide any guarantees for others.</p>

Original Articles	Amended Articles
	<p>Article 5 <u>Provision of financial assistance mentioned in these rules refer to interest-bearing or interest-free loans entrusted loans provided by the Company and its subsidiaries, except for the following circumstances:</u></p> <p><u>(I) the principal business of the Company or its subsidiaries is to provide external borrowings, loans and other financing business, and the Company or its subsidiaries hold financial licenses;</u></p> <p><u>(II) the target of financial assistance is a consolidated subsidiary, shareholders of which are not controlling shareholders, de facto controllers of the Company and their connected parties;</u></p> <p><u>(III) any other circumstances as specified by the China Securities Regulatory Commission (hereinafter referred to as the “CSRC”) and the Shanghai Stock Exchange.</u></p>

Original Articles	Amended Articles
<p>Article 6 Before deciding to provide guarantees for any guarantees targets other than subsidiaries, the Company shall understand the credit and financial standing of the guarantees targets, and the financial department of the Company shall make a full analysis of the credit and financial standing of the guaranteed enterprises, and the interests and risks of the guarantee, and conduct site visits regarding the production and operation, financial conditions, investment projects progress and personnel situation of the guaranteed enterprises (if necessary), evaluate the profitability, the repayment ability and growth ability of the guaranteed enterprises, and make recommendations on whether to issue the guarantee, the specific way of providing the counter-guarantee and the guaranteed amount.</p> <p>Where the Company provides guarantees for others (except for guarantees for its consolidated subsidiaries), it shall adopt necessary measures such as counter-guarantee to prevent risks to the extent that it is commercially reasonable and feasible.</p>	<p>Article 67 Before deciding to provide guarantees for any guarantees targets other than subsidiaries, the Company shall understand the credit and financial standing of the guarantees targets, and the financial department of the Company shall make a full analysis of the credit and financial standing of the guaranteed enterprises, and the interests and risks of the guarantee, and conduct site visits regarding the production and operation, financial conditions, investment projects progress and personnel situation of the guaranteed enterprises (if necessary), evaluate the profitability, the repayment ability and growth ability of the guaranteed enterprises, and make recommendations on whether to issue the guarantee, the specific way of providing the counter-guarantee and the guaranteed amount.</p> <p>Where the Company provides <u>external</u> guarantees, <u>it shall take all necessary measures to check the credit and financial standing of the guarantees targets, and shall decide whether to provide guarantees after judging the repayment ability of guarantees targets in a prudent manner</u> for others (except for guarantees for its consolidated subsidiaries), it shall adopt necessary measures such as counter-guarantee to prevent risks to the extent that it is commercially reasonable and feasible.</p> <p><u>Where the Company provides guarantees to its controlling shareholders, de facto controllers and their connected parties, it shall request the provision of counter-guarantee by them.</u></p>

Original Articles	Amended Articles
<p>Article 7 External guarantee considered and approved by the Board require the affirmative vote of not less than two-thirds of all the directors attending, in addition to the affirmative vote of a simple majority of all the directors.</p> <p>When the Board considers the resolution of guarantee to shareholders, de facto controllers and their connected parties, connected director shall not vote on the said resolution for himself/herself or on behalf of another director. Such a Board meeting may be held in the presence of a majority of the non-connected directors and a resolution passed at a Board meeting shall require the approval of a majority of the non-connected directors; while resolutions requiring approval of over two-thirds of the Board shall be passed by over two-thirds of the non-connected directors. If the number of non-connected directors attending the meetings is less than three, such matter shall be submitted to the general meeting for consideration.</p>	<p>Article 78 External guarantee considered and approved by the Board require the affirmative vote of not less than two-thirds of all the directors attending, in addition to the affirmative vote of a simple majority of all the directors.</p> <p>When the Board considers the resolution of guarantee to shareholders, de facto controllers and their connected parties, connected director shall not vote on the said resolution for himself/herself or on behalf of another director. Such a Board meeting may be held in the presence of a majority of the non-connected directors and a resolution passed at a Board meeting shall require the approval of a majority of the non-connected directors; while resolutions requiring approval of over two-thirds of the Board shall be passed by over two-thirds of the non-connected directors. If the number of non-connected directors attending the meetings is less than three, such matter shall be submitted to the general meeting for consideration.</p>

Original Articles	Amended Articles
<p>Article 8 External guarantees subject to the approval of the general meeting of shall be considered and approved by the Board before they are submitted to the general meeting for approval. The following external guarantees shall be subject to approval by the general meeting:</p> <p>(I) any external guarantee provided after the total amount of external guarantee provided by the Company and its holding subsidiaries reaches or exceeds 50% of the net assets in the latest audited consolidated financial statements of the Company;</p> <p>(II) a guarantee to be provided to a guarantee target which has a gearing ratio in excess of 70%;</p> <p>(III) guarantee to be provided to its shareholders, de factor controllers and their connected parties;</p> <p>(IV) any guarantee with an amount exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company for twelve consecutive months;</p> <p>(V) a single guarantee with an amount exceeding 10% of the net assets in the latest audited consolidated financial statements of the Company;</p> <p>(VI) any guarantee with an amount exceeding 50% of the net assets in the latest audited consolidated financial statements of the Company and the absolute amount exceeding RMB50 million for twelve consecutive months;</p>	<p>Article 89 External guarantees subject to the approval of the general meeting of shall be considered and approved by the Board before they are submitted to the general meeting for approval. The following external guarantees shall be subject to approval by the general meeting:</p> <p>(I) any external guarantee provided after the total amount of external guarantee provided by the Company and its holding subsidiaries reaches or exceeds 50% of the net assets in the latest audited consolidated financial statements of the Company;</p> <p>(II) a guarantee to be provided to a guarantee target which has a gearing ratio in excess of 70%;</p> <p>(III) guarantee to be provided to its shareholders, de factor controllers and their connected parties;</p> <p>(IV) any guarantee with an amount exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company for twelve consecutive months;</p> <p>(V) a single guarantee with an amount exceeding 10% of the net assets in the latest audited consolidated financial statements of the Company;</p> <p>(VI) any guarantee with an amount exceeding 50% of the net assets in the latest audited consolidated financial statements and the absolute amount exceeding RMB50 million for twelve consecutive months <u>any external guarantee provided after the total amount of external guarantee provided by the Company and its subsidiaries exceeding 30% of the total assets in the latest audited consolidated financial statements of the Company;</u></p>

Original Articles	Amended Articles
<p>(VII) other circumstances as stipulated by stock exchanges of the places where the shares of the Company are listed and the Articles of Association.</p> <p>The guarantee in item (IV) above shall be passed by votes representing more than two-thirds of voting rights held by the shareholders attending the general meeting.</p> <p>When considering resolutions on the provision of guarantees to its shareholders, de factor controllers and their connected parties at the general meeting, such shareholders or shareholders controlled by such de factor controllers shall abstain from voting on such resolutions. Such resolutions shall be passed by votes representing more than half of the voting rights held by other shareholders present at the general meeting.</p>	<p>(VII) other circumstances as stipulated by stock exchanges of the places where the shares of the Company are listed and the Articles of Association.</p> <p>The guarantee in item (IV) above shall be passed by votes representing more than two-thirds of voting rights held by the shareholders attending the general meeting.</p> <p>When considering resolutions on the provision of guarantees to its shareholders, de factor controllers and their connected parties at the general meeting, such shareholders or shareholders controlled by such de factor controllers shall abstain from voting on such resolutions. Such resolutions shall be passed by votes representing more than half of the voting rights held by other shareholders present at the general meeting.</p>
	<p>Article 10 For guarantees provided by the Company to its subsidiaries, if there is a large number of transactions each year, and it is difficult to submit to the Board or the general meeting for consideration due to the fact that each guarantee agreement is required to be entered into on a recurring basis, the Company shall estimate the total amount of new guarantees for the next 12 months of the two types of subsidiaries with a gearing ratio of 70% or above and that of less than 70%, and submit the estimation to the general meeting for consideration.</p>

Original Articles	Amended Articles
	<p>Article 11 Where the subsidiaries of the Company provide external guarantees to its consolidated legal persons or other organizations, the Company shall disclose the information of such guarantees in a timely manner in accordance with the rules of stock exchange of the places where the shares of the Company are listed after the subsidiaries have deliberated on such guarantees, except for the guarantees that shall be submitted to the general meeting in accordance with these rules.</p> <p>Any guarantees provided by the subsidiaries of the Company to entities other than those specified in the preceding paragraph shall be deemed as provided by the Company and shall be subject to the provisions of these rules.</p>
<p>Article 9 After the external guarantee is approved by the general meeting or the Board of the Company, the legal affairs department shall review the relevant legal filings such as the principal creditor's rights contract, the guarantee contract and the counter-guarantee contract, and the president (or chief executive officer) shall sign a written guarantee contract with the principal creditor on behalf of the Company, or a written counter-guarantee contract (if any) with the counter-guarantee provider.</p>	<p>Article 912 After the external guarantee is approved by the general meeting or the Board of the Company, the legal affairs department shall review the relevant legal filings such as the principal creditor's rights contract, the guarantee contract and the counter-guarantee contract (if any), and the president (or chief executive officer) or other persons authorized by the general meeting or the Board shall sign a written guarantee contract with the principal creditor on behalf of the Company, or a written counter-guarantee contract (if any) with the counter-guarantee provider.</p>

Original Articles	Amended Articles
	<p><u>Article 13 Any “financial assistance” provided by the Company shall be subject to the approval of the Board or the general meeting.</u></p> <p><u>Financial assistance subject to the approval of the Board shall be passed by more than half of all the directors and more than two-thirds of the attending directors.</u></p> <p><u>The financial assistance provided under any of the following circumstances shall be subject to the approval of the general meeting upon the consideration and approval of the Board:</u></p> <p><u>(I) a single amount of financial assistance in excess of 10% of the latest audited net assets of the Company;</u></p> <p><u>(II) the target of financial assistance has a gearing ratio in excess of 70% based on its latest financial statements;</u></p> <p><u>(III) the total amount of financial assistance provided in the latest twelve months exceeds 10% of the latest audited net assets of the Company;</u></p> <p><u>(IV) other circumstances as stipulated by the stock exchanges of the places where the shares of the Company are listed or the Articles of Association.</u></p> <p><u>Where the target of the financial assistance is a consolidated holding subsidiary and its shareholders do not include its controlling shareholders, de facto controllers and their connected parties, the provisions of the preceding two paragraphs may be exempted.</u></p>

Original Articles	Amended Articles
	<p>Article 14 The Company shall not provide financial assistance to any connected party as defined under the Listing Rules of Shanghai Stock Exchange, except for financial assistance provided to an affiliated joint-stock company not controlled by the controlling shareholders and de factor controllers of the Company whose other shareholders will provide financial assistance on the same conditions in proportion to their capital contributions.</p> <p>Where the Company provides financial assistance to any affiliated joint-stock company as defined under the preceding paragraph, the assistance shall be passed by the majority of all non-connected directors and more than two-third of attending non-connected directors and shall be subject to the approval of the general meeting.</p>

Original Articles	Amended Articles
	<p>Article 15 In considering the provision of financial assistance, the Board shall prudently take into account any reasons for the provision of financial assistance and shall comprehensively assess the asset quality, operating conditions, industry prospects, solvency and credit standing of the target of assistance as well as the capabilities of guarantees and contractual capacities of the third parties. The Board also shall make prudent judgement on the risks and fairness of the financial assistance and the solvency of the target of the financial assistance.</p> <p>Independent directors of the Company shall express their independent opinions on the necessity, legality and compliance, fairness, impact on the rights and interests of the Company and its minority shareholders and potential risks of the provision of financial assistance.</p>
<p>Article 11 The Company shall improve its internal control system. Directors, other senior management officers and branches of the Company shall not enter into any guarantee contracts on behalf of the Company without approval by the general meeting or the Board within their respective scope of authority.</p>	<p>Article 11 17 The Company shall improve its internal control system. Directors, other senior management officers and branches of the Company shall not enter into any guarantee contracts on behalf of the Company without approval by the general meeting or the Board within their respective scope of authority.</p> <p>The Board of the Company shall review all guarantees provided by the Company each year and verify if there is any illegal guarantee. The Board shall disclose the results of the verification in accordance with the requirements of the listing rules of the stock exchanges of the places where the shares of the Company are listed (if applicable).</p>

Original Articles	Amended Articles
<p>Article 13 Any director, president (or chief executive officer) and other senior management officer of the Company who enter into a guarantee contract beyond their authority without prior consent and without abiding by the provisions hereof and causing damage to the Company shall be held accountable.</p>	<p>Article 1319 Where any Any—director, president (or chief executive officer) and other senior management officer of the Company who enter into a guarantee contract beyond their authority without prior consent and without abiding by the provisions hereof <u>or the Company has any illegal guarantee and causing damage to the Company shall be held accountable</u>, the Company shall disclose the same in a timely manner and take reasonable and effective measures to release or rectify such illegal guarantee, minimize any losses incurred by the Company and safeguard the interests of the Company and its minority shareholders. Persons who cause such damage shall be held accountable.</p>
<p>Article 15 The Company shall, within commercially reasonable and practicable scope, request the guaranteed enterprise to provide assets of real substance, including fixed assets, equipment, machinery and real estate for pledge or charge to faithfully implement the counter-guarantee measures.</p> <p>During the guarantee period, the Company shall track and monitor any change in the financial position and assets pledged/charged of the guaranteed enterprise and shall pay visits to the guaranteed enterprise on a regular or irregular basis. The financial department shall issue a repayment reminder to the guaranteed enterprise one month before the expiry of the debts of the guaranteed enterprise.</p>	<p>Article 1521 The Company shall, within commercially reasonable and practicable scope <u>in accordance with the provisions of these rules</u>, request the guaranteed enterprise to provide assets of real substance, including fixed assets, equipment, machinery and real estate for pledge or charge to faithfully implement the counter-guarantee measures.</p> <p>During the guarantee period, the Company shall track and monitor any change in the financial position and assets pledged/charged of the guaranteed enterprise and shall pay visits to the guaranteed enterprise on a regular or irregular basis. The financial department shall issue a repayment reminder to the guaranteed enterprise one month before the expiry of the debts of the guaranteed enterprise.</p>

Original Articles	Amended Articles
<p>Article 16 If the guaranteed party fails to perform its repayment obligation within 10 business days after expiry of its debts, the financial department of the Company shall implement the counter-guarantee measures. During the guarantee period, if the guaranteed party is subject to organizational change, cancellation, bankruptcy or liquidation, the Company shall exercise its right of recourse in accordance with the relevant laws.</p>	<p>Article 1622 If the guaranteed party fails to perform its repayment obligation within 10 business days after expiry of its debts <u>or other commercially reasonable period of time</u>, the financial department of the Company shall implement the counter-guarantee measures <u>(if any)</u>. During the guarantee period, if the guaranteed party is subject to organizational change, cancellation, bankruptcy or liquidation, the Company shall exercise its right of recourse in accordance with the relevant laws.</p>
	<p>Article 23 The Company shall adhere to the <u>principle of risk control in the process of providing financial assistance.</u></p>
	<p>Article 24 The financial department is <u>responsible for the management of financial assistance of the Company. Before providing financial assistance, it shall conduct risk investigation of asset quality, operating conditions, industry prospects, solvency, credit standing and other aspects of the target of the financial assistance, and propose risk prevention measures, including whether the target of the financial assistance or other third parties provide any guarantees for such financial assistance. Where a third party provides guarantees for financial assistance, the financial department shall investigate the basic information of the third party and its guarantee performance ability.</u></p> <p><u>The financial department shall provide written explanation of the above investigation for decision-making by the Board.</u></p>

Original Articles	Amended Articles
	<p>Article 25 For the purpose of providing financial assistance, the Company shall enter into agreements with the target of financial assistance and other relevant parties, stipulating the conditions to be observed by the target, amount of financial assistance, duration, liabilities for breach of agreement and other matters.</p>
<p>Article 18 The independent directors of the Company shall, in the annual report, give specific descriptions on the status of the accrued and prevailing external guarantees of the Company as well as the status of executing the relevant guarantees requirements, and express independent opinions.</p>	<p>Article 1827 The independent directors of the Company shall, in the annual report, give specific descriptions on the status of the accrued <u>outstanding external guarantees by the end of the reporting period</u> and prevailing external guarantees of the Company as well as the status of executing the relevant guarantees requirements, and express independent opinions.</p>
<p>Article 19 Any external guarantee considered and approved by the Board or the general meeting of the Company shall be disclosed in newspapers designated by the CSRC and the stock exchanges of the places where the shares of the Company are listed for information disclosure in a timely manner (if required). The information disclosed shall include but not limited to resolutions of the Board or the general meeting, the total amount of guarantees provided by the Company and its holding subsidiaries as at the date of information disclosure, and the total amount of guarantees provided by the Company to its holding subsidiaries.</p>	<p>Article 1928 Any external guarantee considered and approved by the Board or the general meeting of the Company shall be disclosed in newspapers designated by the CSRC and <u>on the websites of the stock exchanges of the places where the shares of the Company are listed and in the media as stipulated by the CSRC and for information disclosure</u> in a timely manner (if required) <u>in accordance with relevant requirements</u>. The information disclosed shall include but not limited to resolutions of the Board or the general meeting, the total amount of the guarantees provided by the Company and its holding subsidiaries as at the date of information disclosure, and the total amount of guarantees provided by the Company to its holding subsidiaries.</p>

Original Articles	Amended Articles
<p>Article 21 When dealing with the loan guarantee business, the Company shall submit the Articles of Association, original documents of resolutions of the Board or resolutions of general meetings in relation to guarantees, and materials such as designated newspapers for publishing the information on guarantees to any banking financial institutions.</p>	<p>Article 2130 When dealing with the loan guarantee business, the Company shall submit the Articles of Association, original documents of resolutions of the Board or resolutions of general meetings in relation to guarantees, and materials such as designated newspapers for publishing <u>for disclosure in relation to the information on guarantees to any banking financial institutions.</u></p>
<p>Article 23 The external guarantees of the Company's holding subsidiaries shall be provided according to the abovementioned provisions of these rules. The Company's holding subsidiaries shall fulfill its information disclosure obligation after a resolution is passed by the Board meeting or the general meeting.</p>	<p>Article 2332 The external guarantees of the Company's holding subsidiaries shall be provided according to the abovementioned provisions of these rules. The Company's holding subsidiaries shall fulfill its information disclosure obligation after a resolution is passed by the Board meeting or the general meeting in relation to any external guarantees provided in accordance with Clause 1 of Article 11.</p>
	<p>Article 33 <u>The financial assistance provided by the Company and its subsidiaries shall be disclosed in accordance with the listing rules of the stock exchanges of the place where the shares of the Company are listed and the relevant business guidelines after approval at the Board meeting in a timely manner.</u></p>

Original Articles	Amended Articles
	<p>Article 34 For any previously disclosed financial assistance, the Company shall disclose the relevant information and the proposed remedy measures in a timely manner, and explain the Board's judgement on the solvency of the target receiving such assistance and any risks of recovering such financial assistance in any of the following circumstances:</p> <p>(I) the target receiving such assistance fails to make repayment which falls due in a timely manner;</p> <p>(II) the target receiving such assistance or the third party which provides guarantee in respect of such financial assistance faces financial difficulties, insolvency, lack of liquidity, bankruptcy and other events that materially affect their repayment ability;</p> <p>(III) other circumstances specified by the Shanghai Stock Exchange.</p>
<p>Article 24 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, 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 2435 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 <u>and provide a guarantee</u>, 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>

Original Articles	Amended Articles
	<p>Article 36 If the provision of external financial assistance violates these rules, thereby incurring any loss to the Company, the relevant persons shall be held accountable for economic responsibilities. If the case is serious and constitutes a crime, it shall be transferred to judiciary authorities for handling according to relevant laws.</p>
<p>Article 25 Matters not covered herein shall be implemented in accordance with relevant national laws and regulations, normative documents, listing rules of stock exchanges where the shares of the Company are listed and the Articles of Association. Where these rules conflict with laws and regulations, normative documents, listing rules of stock exchanges where the shares of the Company are listed or the Articles of Association modified through legal procedures, the relevant laws and regulations, normative documents, listing rules of stock exchanges where the shares of the Company are listed and the Articles of Association shall prevail, and these rules shall be revised immediately.</p>	<p>Article 2537 Matters not covered herein shall be implemented in accordance with relevant national laws and regulations, normative documents, listing rules of stock exchanges where the shares of the Company are listed and the Articles of Association. Where these rules conflict with laws and regulations, normative documents, listing rules of stock exchanges where the shares of the Company are listed or the Articles of Association modified through legal procedures, the relevant laws and regulations, normative documents, listing rules of stock exchanges where the shares of the Company are listed and the Articles of Association shall prevail, and these rules shall be revised immediately in a timely manner.</p>
<p>Article 28 Subject to the approval by the general meeting, these rules shall come into effect on the date of the public offering of overseas listed foreign shares (H shares) of the Company and their listing on The Stock Exchange of Hong Kong Limited. From the effective date of these rules, the former Rules of External Guarantees of Wuxi AppTec Co., Ltd. shall automatically lapse.</p>	<p>Article 2840 Subject to the approval by the general meeting, The formulation and amendment of these rules shall be subject to the approval of the general meeting—come into effect on the date of the public offering of overseas listed foreign shares (H shares) of the Company and their listing on The Stock Exchange of Hong Kong Limited. From the effective date of these rules, the former Rules of External Guarantees of Wuxi AppTec Co., Ltd. shall automatically lapse.</p>

In accordance with the current business development and future development strategy of the Company, the international business volume of the Company will continue to increase, and its foreign exchange exposure will also increase accordingly. When the exchange rate fluctuates significantly, the impact of exchange gains and losses on the Company's operating performance may also increase. In order to effectively prevent the adverse impact of significant exchange rate fluctuations on its operations and reduce foreign exchange risk, the Company has carried out a foreign exchange hedging business with banks since 2017. The Company will continue to carry out the forward foreign exchange settlement and sales business with banks in 2022 to lock the exchange rate, and reduce the impact of exchange rate fluctuations on its operating profit, in active response to the uncertainties in the exchange rate market.

Taking into consideration its export income level, the management of the Company proposes that the total amounts of the foreign exchange hedging business carried out by the subsidiaries within the scope of the Company and its consolidated statements in 2022 (hereinafter referred to as the “**subsidiaries**”) shall not exceed US\$5.0 billion or other equivalent foreign currencies (hereinafter referred to as “**Total Amounts of the Foreign Exchange Hedging Business**”). The proposed foreign exchange hedging businesses includes, but not limited to, futures business, swap business, exchange swaps, option business and other foreign exchange derivative products, and the major currencies are United States dollars and Hong Kong dollars. The term shall be 12 months from the date of approval of this resolution at the 2021 AGM or until the date of approval of the Total Amounts of the Foreign Exchange Hedging Business for 2023 by the Board or at the general meeting in 2022 (subject to approval and authorization)(whichever is shorter). The fund shall be revolving within the above limit and during the validity period of the resolution. The specific amount shall be subject to the highest balance of foreign exchange hedging in a single day and the amount incurred shall not be calculated repeatedly.

In order to standardize the foreign exchange derivatives trading business of the Company and its subsidiaries and ensure the safety of the Company's assets, the management proposes that the Board, under authorization of the general meeting of the Company, further authorizes its financial department to carry out the foreign exchange derivatives trading business within the quota approved at the general meeting based on the business conditions and actual demand on the premise of being approved at the general meeting of the Company. All the foreign exchange derivatives trading businesses of all subsidiaries shall be reported to the Company's financial department for approval, and the relevant business shall only be implemented after their internal procedures have been completed.

In order to meet needs of the Company's business development, reduce financing costs and seize favourable market opportunities in a timely manner, in accordance with the Company Law of the People's Republic of China and other relevant laws and regulations, the listing rules of the stock exchanges where the Company's shares are listed, and the Articles of Association, the Board of Directors of the Company intends to propose to the general meeting to generally and unconditionally authorise the Board of Directors (and for the Board of Directors to sub-delegate the chairman and his authorised person(s)) to determine and implement specific matters regarding the issuance of debt financing instruments within the quota as approved at the general meeting:

I. Principal Terms for Issuance of the Debt Financing Instruments

1. Categories of the Debt Financing Instruments: The relevant debt financing instruments include, but are not limited to, short-term debentures, super short-term debentures, medium term notes, private placement debt financing instruments, enterprise bonds, corporate bonds, A share or H share convertible bonds, overseas RMB bonds and foreign currency bonds, perpetual bonds, credit loans (including syndicated loans) and other domestic or overseas debt financing instruments denominated in RMB or foreign currency permitted by the competent regulatory authority.
2. Size of Issuance: The size of issuance of domestic and overseas debt financing instruments totalling not more than RMB10 billion (or an equivalent amount in foreign currency) (calculated based on the aggregate balance outstanding upon the issuance and, in the case of an instrument denominated in a foreign currency, based on the median rate of the exchange rates published by the People's Bank of China on the date of the issuance) is authorised to be issued either one-off or in tranches within the validity period of such authorisation.
3. Currency of Issuance: The currency of issuance of debt financing instruments may be RMB or foreign currency based on the review and approval results of the issuance of debt financing instruments and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
4. Term and Interest Rate: The maximum term shall be no more than 10 years, with a single term or hybrid type of multiple terms. Domestic debt financing instruments with an indefinite term will not be subject to the above time limit. The specific term structure, the size of issuance with different terms of debt financing instruments and their interest rates shall be determined by the Board of Directors or the chairman and his authorised person(s) in accordance with the relevant regulations and the prevailing market conditions.

5. Issuer: The Company or its domestic or overseas wholly-owned subsidiary, or special-purpose vehicle established by the Company. If a domestic or overseas wholly-owned subsidiary or special-purpose vehicle is the issuer of debt financing instruments, the Company shall provide guarantees (including those provided by the issuer of debt financing instruments itself and/or by the Company) within the quota for issuance of its debt financing instruments, enter into a keep-well agreement or adopt a third-party credit enhancement method for such issuance.
6. Issuance Price: The specific issuance price shall be determined by the Board of Directors or the chairman and his authorised person(s) in accordance with relevant regulations and market conditions.
7. Use of Proceeds: It is expected that, after deducting the issuance expenses, the proceeds raised from the issuance of debt financing instruments are to be used for purposes including meeting the needs of daily operations, repaying loans, replenishing working capital and/or investment and acquisition. The specific use of proceeds shall be determined by the Board of Directors or the chairman and his authorised person(s) in accordance with the capital needs of the Company from time to time.
8. Method of Issuance: It shall be determined based on the approval process of debt financing instruments, and the domestic and overseas market conditions of debt financing instruments at the time of such issuance.
9. The debt financing instruments to be issued are proposed to be listed on the Inter-bank Bond Market, the Shanghai Stock Exchange (hereinafter referred to as the “SSE”), the Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Hong Kong Stock Exchange**”), or other domestic or foreign exchanges.

II. Authorisation for Issuance of Debt Financing Instruments

1. It is proposed that the general meeting to generally and unconditionally authorise the Board of Directors (and for the Board of Directors to sub-delegate the chairman and his authorised person(s)) to determine in their absolute discretion, and deal with all matters in respect of the issuance of debt financing instruments in accordance with the Company's needs from time to time as well as the market conditions, including but not limited to:
 - (1) to determine and implement the specific proposal of the issuance of debt financing instruments, including but not limited to the establishment and determination of the appropriate issuer, the type of the debt financing instruments to be issued, the method of issuance, currency, the nominal value of debt financing instruments, issue price, size of issuance, interest rate or its determination mechanism, issuance targets, markets for issuance, timing of issuance, term of issuance, issuance in instalments and number of tranches (if applicable), sale-back clause and redemption clause (if applicable), option for raising the coupon rate (if applicable), rating arrangement, guarantees (if applicable), principal and interest repayment period, conversion price, use of proceeds, specific placing arrangement, underwriting arrangement, debt repayment guarantee and all matters in relation to the issuance of debt financing instruments.
 - (2) to carry out all necessary and ancillary actions and procedures in relation to the issuance of debt financing instruments, including but not limited to, engaging intermediary institutions, applying for and handling approval, registration and filing procedures with the relevant government departments and/or regulatory authorities in connection with the issuance of debt financing instruments on behalf of the Company, executing, revising and implementing all necessary legal documents relating to the issuance of debt financing instruments, selecting trustee(s) for the issuance of debt financing instruments, formulating the rules for meetings of the holders of bonds, handling any related information disclosure matters related to debt financing instruments in accordance with the applicable laws and regulations and requirements from regulatory authorities, and handling other matters in connection with the issuance and trading of debt financing instruments.
 - (3) in the event of changes in regulatory policies or market conditions, except for the matters which must be voted on at the general meeting of the Company in accordance with relevant laws, regulations and the Articles of Association, subject

to the scope of the authorisation by the general meeting, to adjust relevant matters such as the specific plan for issuing debt financing instruments in accordance with the opinion of the regulatory authorities or in response to changes in market conditions, or to determine whether or not to continue the work for such issuance in accordance with actual conditions.

- (4) to determine and handle relevant matters in connection with the listing of debt financing instruments to be issued on the Inter-bank Bond Market, the SSE, the Hong Kong Stock Exchange or other domestic or foreign exchanges based on market conditions.
 - (5) to handle any other specific matters related to the issuance of debt financing instruments and execute all relevant or necessary documents.
2. To agree that at the time of the approval and authorisation of the above matters at the general meeting, the Board of Directors be further authorised to delegate the chairman and his authorised person(s) to implement the issuance of debt financing instruments in accordance with the Company's needs and other market conditions.
3. To authorise the chairman and his authorised person(s) to approve, execute and publish relevant documents, announcements and circulars and make relevant information disclosure in accordance with the applicable rules and regulations in the place where the shares of the Company are listed.

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

The validity period of authorisation for issuance of debt financing instruments shall be effective for a period of 36 months from the date of approval at the 2021 AGM.

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

NOTICE OF ANNUAL GENERAL MEETING OF 2021



WUXI APPTEC CO., LTD.* 無錫藥明康德新藥開發股份有限公司

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

(Stock Code: 2359)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (the “AGM”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “Company”) will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, May 6, 2022 at 2:00 p.m. for the following purposes of considering and, if deemed appropriate, approving the following resolutions. In this notice, unless the context otherwise requires, capitalised terms and used herein shall have the same meanings as defined in the Company’s circular (the “Circular”) dated March 31, 2022.

ORDINARY RESOLUTIONS

1. to consider and approve the report of the Board of Directors for the year 2021;
2. to consider and approve the report of the Supervisory Committee for the year 2021;
3. to consider and approve the financial report for the year 2021;
4. to consider and approve the proposed 2021 Profit Distribution Plan;
5. to consider and approve the proposed provision of external guarantees for subsidiaries of the Company;
6. subject to the passing of resolution no. 15 below, to consider and approve the proposed election of Dr. Minzhang Chen (陳民章) as an executive director of the Company;
7. to consider and approve the proposed re-appointment of Deloitte Touche Tohmatsu (a special general partnership) (德勤華永會計師事務所(特殊普通合伙)) and Deloitte Touche Tohmatsu (德勤•關黃陳方會計師行), respectively, as PRC financial report and internal control report auditors of the Company and as offshore financial report auditors of the Company for the year 2022 and to authorize the Board to fix their remuneration;

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING OF 2021

8. to consider and approve the proposed amendments to the External Investment Management Policy;
9. to consider and approve the proposed amendments to the Connected Transactions Management Policy;
10. to consider and approve the proposed amendments to the External Guarantees Policy;
11. to consider and approve the proposed foreign exchange hedging limit;
12. to consider and approve the change in implementation entity and implementation location of the Suzhou Project by applying a portion of the net proceeds from the A Share Listing originally allocated to the Suzhou Project to the Nantong Project;
13. to consider and approve the proposed use of surplus net proceeds from the A Share List and the non-public issuance of A Shares to permanently replenish working capital of the Company subsequent to completion of the Tianjin Project and the Changzhou STA Centre Project.

SPECIAL RESOLUTIONS

14. to consider and approve the proposed increase of registered capital;
15. to consider and approve the proposed amendments to the Articles of Association;
16. to consider and approve the proposed amendments to the Rules of Procedure for Shareholders' Meetings;
17. to consider and approve the proposed amendments to the Rules of Procedure for Board Meetings;

NOTICE OF ANNUAL GENERAL MEETING OF 2021

18. to consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to issue A Shares and/or H Shares:

“**THAT:**

- (a) Generally and unconditionally authorizing the Board of Directors to re-delegate the Chairman and its authorized persons to determine to allot, issue and deal with the A Shares and/or H Shares or similar rights separately or simultaneously, and to determine the terms and conditions for allotment, issuance and disposal of new shares or issue similar rights, including but not limited to:
 - (i) Class and number of new Shares to be issued;
 - (ii) Pricing mechanism and/or issue price of the new Shares to be issued (including price range);
 - (iii) The starting and closing dates of such issue;
 - (iv) The class and number of the new shares to be issued to existing Shareholders; and/or
 - (v) To make or authorize the share offer, agreements, share options, conversion rights or other rights (including the relevant rights under the share incentive plans of the Company, unless otherwise required by applicable laws and regulations) that may require the exercise of such rights (the “**General Mandate**”).
- (b) The number of the A Shares or H Shares (excluding the shares issued by way of the conversion of public reserve into share capital) to be allotted, issued and dealt with (whether pursuant to an option or otherwise) by the Board of Directors or the Chairman and its authorized persons separately or simultaneously in accordance with the General Mandate referred to in paragraph (a) above shall not exceed 20% of the number of the A shares and/or H shares of such class in issue of the Company at the time when this resolution is passed at the general meeting of the Company.
- (c) Where the Board of Directors or the Chairman and its authorized persons have, during the effective period of the mandate specified in the paragraph (g) of this resolution, determined to allot, issue and deal with the A shares and/or H shares or similar rights, and the Company also has, during the effective period of the

NOTICE OF ANNUAL GENERAL MEETING OF 2021

mandate, obtained the relevant approval, permission from, or registration (if applicable) with the regulatory authorities, the Board of Directors of the Company or the Chairman and its authorized persons may, during the effective period of such approval, permission or registration, complete the relevant allotment, issuance and disposal of such shares.

- (d) Authorizing the Board of Directors or the Chairman and its authorized persons to obtain an approval from all relevant government departments and/or regulatory authorities (if applicable) in accordance with the applicable laws as amended from time to time (including but not limited to the Company Law of the People's Republic of China, the Securities Law of the People's Republic of China the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange and the applicable laws and regulations of the regulatory authorities of the places where the shares of the Company are listed) to exercise the General Mandate.
- (e) Authorizing the Board of Directors or the Chairman and its authorized persons to approve, execute and do or procure to be executed and done, all such documents, deeds and things as it may consider necessary in connection with the allotment, issuance and disposal of any new shares under the above-mentioned General Mandate, handle the necessary procedures and take other necessary actions.
- (f) Authorizing the Board of Directors or the Chairman and its authorized persons to increase the registered capital of the Company and make appropriate and necessary amendments to the Articles of Association of the Company in accordance with the way, type and number of the allotment and issuance of new shares of the Company and the actual shareholding structure of the Company upon completion of the allotment and issuance of new shares.
- (g) The effective period of the General Mandate shall be from the passing of this resolution to the following date, whichever is earlier:
 - (i) from the date when this resolution is passed at the AGM until the expiry of 12 months since then;
 - (ii) the date of conclusion of the 2022 annual general meeting of the Company; or
 - (iii) at the time of passing a special resolution by the Shareholders at the general meeting to revoke or vary the mandate under this resolution.”

NOTICE OF ANNUAL GENERAL MEETING OF 2021

19. to consider and if thought fit, pass with or without amendments, the following resolution regarding the proposed granting of general mandate to repurchase A Shares and/or H shares:

“THAT:

- (a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A shares listed on the Shanghai Stock Exchange and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;
- (b) The aggregate nominal amount of A shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the number of A shares and/or H Shares of the Company in issue as at the date of the passing of this resolution at the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company, respectively;
- (c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (i) The passing of a special resolution with the same terms as this resolution at both the H Share Class Meeting and A Share Class Meeting of the Company;
 - (ii) The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (iii) The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.

NOTICE OF ANNUAL GENERAL MEETING OF 2021

- (d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
- (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;
 - (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (vi) Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad; and
 - (vii) Execute and handle other documents and matters related to the repurchase of shares.

NOTICE OF ANNUAL GENERAL MEETING OF 2021

- (e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:
- (i) Upon conclusion of the 2022 annual general meeting of the Company;
- (ii) The expiration of a period of twelve months following the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively;
- (iii) The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.”
20. to consider and approve the proposed authorization for issuance of onshore and offshore debt financing instruments.

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

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

Hong Kong, March 31, 2022

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

NOTICE OF ANNUAL GENERAL MEETING OF 2021

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 Hong Kong Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time appointed for the meeting or the adjourned meeting (as the case may be) (i.e. not later than 2:00 p.m. on Thursday, May 5, 2022 (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 Friday, April 29, 2022 to Friday, May 6, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, April 28, 2022. In order to be eligible to attend and vote at the meeting, the Bondholders shall exercise the conversion rights attaching to the Bonds no later than 5:30 p.m. on Friday, April 1, 2022.
5. For determining the entitlement to the proposed final dividend under the 2021 Profit Distribution Plan (subject to approval by the shareholders at the AGM), the Register of Members of the Company will be closed from Wednesday, June 1, 2022 to Wednesday, June 8, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Tuesday, May 31, 2022. In order to be entitled to the proposed final dividend, the Bondholders shall exercise the conversion rights attaching to the Bonds no later than 5:30 p.m. on Friday, May 27, 2022.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the AGM:
 - (a) Attendees who choose to attend physically should, in advance, pay attention to and observe the regulations and requirements of Shanghai during the pandemic control period in relation to, among other things, health conditions declaration, isolation and observation. Attendees should also ensure their body temperatures are normal and they have no symptoms such as respiratory tract discomfort.

NOTICE OF ANNUAL GENERAL MEETING OF 2021

- (b) Compulsory body temperature checks will be conducted for every attendee.
 - (c) Every attendee must wear a surgical face mask and observe other self-protection measures throughout the AGM.
 - (d) Examine the Travel Code and COVID-19 RT-PCR test report of the attendees if needed.
 - (e) Attendees who cannot fulfill the then applicable regulations and requirements in relation to pandemic control will not be able to access the venue of the AGM. They can exercise their right to vote at the AGM by proxy.
8. In addition, the Company encourages the Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the meeting in person, by completing and returning the enclosed form of proxy for use at the AGM in accordance with the instructions printed thereon.
9. Subject to the development of COVID-19 and with reference to the pandemic control measures as applicable from time to time, the Company may implement further changes to the arrangement of the AGM (including but not limited to conducting the AGM via electronic means), and may issue further announcement(s) in this regard as and when appropriate.

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2022



WUXI APPTEC CO., LTD.* 無錫藥明康德新藥開發股份有限公司

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

(Stock Code: 2359)

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2022

Notice is hereby given that the first H Share Class Meeting for 2022 (the “**H Share Class Meeting**”) of WuXi AppTec Co., Ltd.* (無錫藥明康德新藥開發股份有限公司) (the “**Company**”) will be held at Sheraton Shanghai Waigaoqiao Hotel, 28 Jilong Road, Pilot Free Trade Zone, Shanghai, China on Friday, May 6, 2022 after the conclusion of the annual general meeting for 2021 and the first A share class meeting for 2022 and any adjournments thereof, for the following purposes of considering and, if deemed appropriate, approving the following resolution. In this notice, unless the context otherwise requires, capitalised terms and used herein shall have the same meanings as defined in the Company’s circular (the “**Circular**”) dated March 31, 2022.

SPECIAL RESOLUTION

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

“**THAT:**

- (a) Subject to the restrictions set forth in paragraph (b) and (c) below, the exercise by the Board of Directors during the Relevant Period of all the powers of the Company to repurchase the A shares listed on the Shanghai Stock Exchange and the H Shares listed on the Hong Kong Stock Exchange, subject to and in accordance with all applicable laws, regulations and rules and/or requirements of the governmental or regulatory body of securities in the PRC, the Hong Kong Stock Exchange and the Shanghai Stock Exchange or any other governmental or regulatory body be and is hereby approved;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2022

- (b) The aggregate nominal amount of A shares and/or H Shares of the Company authorized to be repurchased by the Company pursuant to the approval mentioned above during the Relevant Period shall not exceed 10% of the number of A shares and/or H Shares of the Company in issue as at the date of the passing of this resolution at the AGM, the A Share Class Meeting and the H Share Class Meeting of the Company, respectively;
- (c) The first approval mentioned above shall be conditional upon satisfaction of all the following conditions:
 - (i) The passing of a special resolution with the same terms as this resolution at both the AGM and A Share Class Meeting of the Company;
 - (ii) The obtainment of an approval from all relevant regulatory authorities having jurisdiction over the Company (if applicable) as required by the laws, regulations and rules of the PRC; and
 - (iii) The Company not being required by any of its creditors to repay or to provide guarantees in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company having, at its absolute discretion, repaid or provided guarantee in respect of such amount) pursuant to the notification procedures under the “Company Law of the People’s Republic of China” and the Articles of Association of the Company. If the Company determines to repay any amount to any of its creditors, the Company will do so out of its internal funds.
- (d) Subject to the approval of all relevant government authorities in the PRC for the repurchase of such shares of the Company being granted and subject to the abovementioned conditions, the Board of Directors be and is hereby authorized to:
 - (i) Formulate and implement the specific repurchase plans, including but not limited to repurchase price and number of repurchased shares, and determine the time and duration of repurchase, etc.;
 - (ii) Notify creditors and issue announcements in accordance with the requirements of the relevant laws, regulations, normative documents and the Articles of Association;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2022

- (iii) Open overseas share accounts and carry out the related changes of foreign exchange registration procedures;
 - (iv) Carry out the relevant approval and filing procedures as required by regulatory authorities and the stock exchanges in the place where the shares of the Company are listed;
 - (v) Carry out, execute and implement all such documents, do all such acts and things or take any steps as they consider desirable, necessary or expedient in connection with and to give effect to the repurchase of shares in accordance with the requirements of relevant laws and regulations and the listing rules of the stock exchanges in the place where the shares of the Company are listed;
 - (vi) Carry out the cancellation procedures for repurchased shares, reduce the registered capital, and make amendments which it deems appropriate to the Articles of Association of the Company to reflect the relevant provisions such as the total share capital and shareholding structure of the Company, and carry out the relevant statutory registrations and filings procedures at home and abroad; and
 - (vii) Execute and handle other documents and matters related to the repurchase of shares.
- (e) For the purpose of this resolution, the “**Relevant Period**” means the period from the passing of this resolution at the AGM and the passing of those resolutions having the same terms with this resolution at its A Share Class Meeting and H Share Class Meeting, respectively, until whichever is the earliest of:
- (i) Upon conclusion of the 2022 annual general meeting of the Company;
 - (ii) The expiration of a period of twelve months following the passing of this resolution at the H Share Class Meeting and the passing of those resolutions having the same terms with this resolution at its AGM and A Share Class Meeting, respectively;

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2022

- (iii) The time at which the authorization conferred by this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting, or by a special resolution of its H shareholders and A shareholders at the H Share Class Meeting and the A Share Class Meeting, respectively.”

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

Hong Kong, March 31, 2022

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

* For identification purpose only

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of the Hong Kong Stock Exchange and the Company in accordance with the Hong Kong Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 24 hours before the time appointed for the meeting or the adjourned meeting (as the case may be) (i.e. not later than 2:00 p.m. on Thursday, May 5, 2022 (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.

NOTICE OF THE FIRST H SHARE CLASS MEETING FOR 2022

4. For determining the entitlement to attend and vote at the meeting, the Register of Members of the Company will be closed from Friday, April 29, 2022 to Friday, May 6, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Share Class Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, April 28, 2022. In order to be eligible to attend and vote at the meeting, the Bondholders shall exercise the conversion rights attaching to the Bonds no later than 5:30 p.m. on Friday, April 1, 2022.
5. For determining the entitlement to the proposed final dividend under the 2021 Profit Distribution Plan (subject to approval by the shareholders at the 2021 AGM), the Register of Members of the Company will be closed from Wednesday, June 1, 2022 to Wednesday, June 8, 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H Share Registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration not later than 4:30 p.m. on Tuesday, May 31, 2022. In order to be entitled to the proposed final dividend, the Bondholders shall exercise the conversion rights attaching to the Bonds no later than 5:30 p.m. on Friday, May 27, 2022.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures to reduce the risk of contracting and spreading of COVID-19 at the H Share Class Meeting:
 - (a) Attendees who choose to attend physically should, in advance, pay attention to and observe the regulations and requirements of Shanghai during the pandemic control period in relation to, among other things, health conditions declaration, isolation and observation. Attendees should also ensure their body temperatures are normal and they have no symptoms such as respiratory tract discomfort.
 - (b) Compulsory body temperature checks will be conducted for every attendee.
 - (c) Every attendee must wear a surgical face mask and observe other self-protection measures throughout the H Share Class Meeting.
 - (d) Examine the Travel Code and COVID-19 RT-PCR test report of the attendees if needed.
 - (e) Attendees who cannot fulfill the then applicable regulations and requirements in relation to pandemic control will not be able to access the venue of the H Share Class Meeting. They can exercise their right to vote at the H Share Class Meeting by proxy.
8. In addition, the Company encourages the Shareholders to exercise their right to vote at the H Share Class Meeting by appointing the chairman of the H Share Class Meeting as their proxy to vote on the relevant resolutions at the H Share Class Meeting instead of attending the meeting in person, by completing and returning the enclosed form of proxy for use at the H Share Class Meeting in accordance with the instructions printed thereon.
9. Subject to the development of COVID-19 and with reference to the pandemic control measures as applicable from time to time, the Company may implement further changes to the arrangement of the H Share Class Meeting (including but not limited to conducting the H Share Class Meeting via electronic means), and may issue further announcement(s) in this regard as and when appropriate.