

证券代码: 603259 证券简称: 药明康德 公告编号: 临 2018-023

无锡药明康德新药开发股份有限公司关于修订《公司章程》的公告

本公司董事会及全体董事保证本公告内容不存在任何虚假记载、误导性陈述或者重大遗漏,并对其内容的真实性、准确性和完整性承担个别及连带责任。

无锡药明康德新药开发股份有限公司(以下简称“本公司”)于2018年8月6日召开了本公司第一届董事会第二十次会议,会议审议通过了关于增选联席首席执行官并修订《无锡药明康德新药开发股份有限公司章程》的议案以及关于按照H股上市公司要求修订《无锡药明康德新药开发股份有限公司章程》的议案。具体情况如下:

关于增选联席首席执行官并修订《无锡药明康德新药开发股份有限公司章程》的议案。具体情况如下: 基于公司经营发展需要,本公司拟增选一名联席首席执行官,并对现行《无锡药明康德新药开发股份有限公司章程》(以下简称“《公司章程》”)的相关条款进行如下修订:

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists various articles of the company's articles of association, such as Article 10 regarding the Board of Directors and Article 11 regarding the Executive Director, detailing changes in their composition and election procedures.

上述修订后形成的《公司章程》同日在上海证券交易所网站(www.sse.com.cn)及指定媒体予以披露,尚需提交本公司2018年第二次临时股东大会审议,经股东大会批准后生效。在股东大会审议通过前,董事会授权董事长办理修订《公司章程》的相关工商备案手续。

鉴于本公司拟发行境外上市外资股(H股)并在香港联合交易所有限公司(以下简称“香港联交所”)主板挂牌上市(以下简称“本次发行上市”),根据《中华人民共和国公司法》、《中华人民共和国证券法》、《国务院关于印发股份有限公司境外募集股份及上市的特别规定》、《到境外上市公司章程必备条款》、《关于到香港上市公司对公司章程作补充修改的意见的函》等中国境内有关法律法规的规定以及《香港联合交易所有限公司证券上市规则》、香港法律对中国境内注册成立且发行人在香港发行股票上市的要求,结合本公司的实际情况及需求,在本公司股东大会审议通过关于增选联席首席执行官并修订《无锡药明康德新药开发股份有限公司章程》的议案的基础上,本公司拟对该议案修订的《公司章程》进行进一步修订,形成本次修订草案。同时,拟提请股东大会授权董事会及其授权人士,为本次发行上市之目的,根据境内外法律法规的规定或者境内外有关政府部门和监管机构的要求与建议以及本次发行上市的实际情况等,对本次股东大会审议通过的《公司章程》(修订草案)进行调整和修改,包括但不限于对文字、章节、条款、生效时间、注册资本、股权结构等进行调整和修改。

《公司章程》(修订草案)经股东大会批准,自本公司发行的境外上市外资股(H股)在香港交易所上市之日起生效。在此之前,经股东大会审议通过的《关于增选联席首席执行官并修订《无锡药明康德新药开发股份有限公司章程》的议案》(以下简称“《公司章程》”)将继续适用。 本次修订的具体修订内容详见附件《无锡药明康德新药开发股份有限公司章程修订明细表》。

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 19, 20, and 21, focusing on the Company's share structure, including the total number of shares and the classification of shares.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 22, 23, and 24, detailing the Company's capital structure, including registered capital, share types, and the process of issuing new shares.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 25 and 26, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 27 and 28, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 29 and 30, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 31 and 32, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 33 and 34, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 35 and 36, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 37 and 38, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 39 and 40, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 41 and 42, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 43 and 44, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 45 and 46, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 47 and 48, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 49 and 50, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 51 and 52, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 53 and 54, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 55 and 56, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 57 and 58, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 59 and 60, detailing the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

Table with 2 columns: 修订前 (Before Revision) and 修订后 (After Revision). It lists Articles 61 and 62, covering the Company's share repurchase and the Company's financial structure, including the Company's financial statements and the Company's financial position.

无锡药明康德新药开发股份有限公司章程 修订明细表

Table with 4 columns: 原有条文 (Original Text), 修订后条文 (Revised Text), 现有条文索引 (Current Article Index), and 本次修订依据 (Basis for Revision). It provides a detailed line-by-line comparison of the original and revised articles of association, including changes to the Board of Directors, Executive Director, Share Structure, and Financial Structure.