

Bluestar Adisseo Company 蓝星安迪苏股份有限公司

Independent Directors' Independent Opinions on Proposals in The Second Meeting of the 7th Session of the Board 独立董事关于第七届董事会第二次会议议案的 的独立意见

According to China Securities Regulatory Commission's ("CSRC") *Guidelines for the Establishment of Independent Directors System in Listed Companies*, *Listed Company Governance Guidelines*, *Shanghai Stock Exchange Listing Rules of Stock (the "Listing Rules of Stocks")*, the *Articles of Association of Bluestar Adisseo Company ("AOA")*, and Bluestar Adisseo Company's (the "Company") *Rules for the Work of the Independent Director*, we, as independent directors of the Company, on the basis of independent decision, honesty and fiduciary, review and discuss the following proposals deliberated in the second meeting of the 7th session of the board, and issue our independent opinions as follows:

根据中国证券监督管理委员会《关于在上市公司建立独立董事制度的指导意见》、《上市公司治理准则》、《上海证券交易所股票上市规则》（以下简称“《股票上市规则》”）及《蓝星安迪苏股份有限公司章程》（以下简称“《公司章程》”）与蓝星安迪苏股份有限公司（以下简称“公司”）《独立董事工作制度》的有关规定，作为公司独立董事，本着实事求是、认真负责的态度，基于独立判断的立场，对公司第七届董事会第二次会议审议的议案，发表独立意见如下：

1. Proposal on compensation plan of partial management team

关于《公司部分管理层薪酬》的议案

From our perspective, this plan clearly defines the salary structure and the possible compensation of partial management team based on the company's performance. It could encourage the team to realize profits without sacrificing future benefits. It also provide the alignment between the managers and shareholders by creating a win-win perspective. We believe this plan is in compliance with relevant laws, rules and the AOA, and it does not prejudice the Company or the shareholders, especially the

medium and small shareholders. We agree with the new.

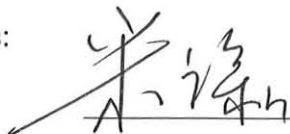
我们认为，本议案对公司部分管理层的工资结构和基于公司表现给予的奖励做出了清晰地界定。可以激励管理层在不牺牲公司长远利益的情况下，追求更高的回报率，使管理层利益与股东利益相统一。同时该议案也符合法律、法规和公司章程的相关规定，不会损害全体投资者，尤其是中小股东的利益。因此我们同意本次激励计划。

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【本页为独立董事关于第七届董事会第二次会议议案独立意见的签字页】

Independent Directors:

独立董事:



SONG Lixin

宋立新



DING Yuan

丁远



Jean Falgoux

24 October 2018

2018年10月24日

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