Bluestar Adisseo Company

蓝星安迪苏股份有限公司

Independent Directors' Independent Opinion on Nomination of WANG Peng as the Secretary of the Board of Directors

独立董事关于聘任王鹏为董事会秘书的独立意见

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 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 Proposal in respect of Nomination of WANG Peng as the Secretary of the Board of Directors deliberated in the 4th meeting of the 6th term of board , and issue our independent opinion as follows:

根据中国证券监督管理委员会（以下简称"中国证监会"）《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》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，对公司第六届董事会第四次会议审议的《关于聘任王鹏为公司董事会秘书的议案》进行审议，发表独立意见如下：

As nominated by the chairperson of the board of directors, the Company proposes to nominate WANG Peng as the secretary of the board of directors. After reviewing and researching on relevant background information of the candidate, we have not found situations where a candidate would be disqualified from taking senior management posts as stipulated in Article 147 of *the Company Law of the People's Republic of China*(the "Company Law"), or where a candidate is banned by CSRC to enter into the market without the ban being raised. This candidate has legitimate qualifications for the post. The nomination and appointment of such candidate comply with *the Company Law*, relevant laws, rules, regulatory documents, AOA, and bylaws. The appointment procedure is legal and valid. We approve the appointment of the candidate by the 4^{th} meeting of the 6^{th} term of board of directors.

根据董事长的提名，公司拟聘任王鹏为董事会秘书。经审阅该人履历并了解相关情况，没有发现其有《中华人民共和国公司法》（以下简称"《公司法》"）第 147 条规定的不得担任高管情形的人员，以及被中国证监会确定为市场禁入者，并且禁入尚未解除之现象，任职资格合法。对该人员的提名、聘任程序符合《公司法》等相关法律、法规和规范性文件以及《公司章程》和内部制度的规定，聘任程序合法有效。同意本公司第六届董事会第四次会议对该人员的聘任。

Independent Directors:	______________	______________
独立董事：	SONG Lixin	ZHOU Guomin
	宋立新	周国民
	______________	
	Jean Falgoux	

April 13, 2016

2016 年 4 月 13 日