

**NANJING SINOLIFE UNITED COMPANY LIMITED\***  
**南京中生聯合股份有限公司**  
*(a joint stock limited liability company incorporated in the People's Republic of China)*

**Procedure for Shareholders to Propose Director**

Pursuant to the relevant requirements including the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the articles of association of Nanjing Sinolife United Company Limited, a summary of the procedures for nominating director candidates (including candidates for independent non-executive directors) for election by the shareholders of Nanjing Sinolife United Company Limited (the “**Company**”) is as follows:

1. The board of directors and shareholder(s) individually or collectively holding more than 5% of the shares of our Company may nominate director candidates. The foresaid shareholder(s) may nominate by submitting a proposal to the board in writing ten days prior to the convening of the general shareholders’ meeting; the board shall notify other shareholders within two days upon receiving the proposal and submit this proposal to the general shareholders’ meeting for consideration. Meanwhile, the Company will include in the announcement or supplementary circular the particulars of such person proposed to be elected as a director as required under the Listing Rules. In such circumstances, pursuant to Rule 13.70 of the Listing Rules, the convener of the shareholders’ general meeting shall assess whether the shareholders’ general meeting is to be adjourned to give the shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.
2. The director candidates shall, prior to the convening of the shareholders’ general meeting, give written undertakings that they agree to accept the nomination, and that their personal information disclosed to the public is true and complete, and undertake that they will duly perform their obligations as directors if they are elected.
3. A written notice concerning the intention to nominate the director candidates and the nominees’ statement for acceptance of the nomination shall be sent to the Company at least seven days prior to the date of the shareholders’ general meeting. (The beginning date of the seven-day notice period shall not be earlier than the second day after the notice of proposed meeting of the election is despatched and the ending date shall not be later than seven days before the shareholders’ general meeting is convened).

4. To comply with the relevant disclosure requirements of the directors under the Listing Rules and in order to enable shareholders to make an informed decision for the election of directors, the nominating parties shall provide the shareholders with the biographies and basic information of the director candidates including, but not limited to, the following:

- (a) full name and age;
- (b) position(s) held with the Company and/or its subsidiaries (if any);
- (c) relevant experiences including (i) other directorships held in the past three years in public companies which are listed in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment (including part-time employments) and such other information (which may include business experience, education background and academic qualifications) of which shareholders should be aware of, pertaining to the ability and integrity of the candidate;
- (e) relationships with the Company or any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company, or an appropriate negative statement;
- (f) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (g) a statement made by the nominee in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to the effect that there is no information to be disclosed pursuant to any of such requirements nor there is any other matter relating to the nominee's standing for election as a director that needs to be brought to the shareholders' attention;
- (h) whether he/she was subject to any punishment by the China Securities Regulatory Commission, China Insurance Regulatory Commission and other relevant authorities and any censorship by stock exchanges; and
- (i) contact details.

5. The board of directors, the board of supervisors or shareholder(s) individually or collectively holding more than 1% of the shares of our Company may nominate director candidates to be independent non-executive directors. The nominee shall make a statement to the effect that he/she is not related to the Company in any way that might affect his/her independence and objective judgment.

6. The Nomination Committee shall have sufficient knowledge of the profession,

academic qualifications, titles and detailed information on work experiences including all part-time employments of the nominee, and shall furnish an opinion in respect of the nominee's qualifications and independence to act as an independent non-executive director.

Note: In case of any discrepancies between the Chinese and the English versions, the Chinese version shall prevail.

Hong Kong, 21 December 2013

*\* For identification purposes only*