

**Terms of Reference for the Nomination Committee  
of the Board of Directors of  
Nanjing Sinolife United Company Limited**

**Chapter 1 General Provisions**

**Article 1** In order to standardise nomination of management members of the Company, optimize composition of the Board of Directors (the “**Board**”), and improve the corporate governance structure, the Company sets up the Nomination Committee (the “**Committee**”) of the Board and formulates these working rules (the “**Terms of Reference**”), in accordance with the Company Law of the People’s Republic of China, Guidelines for Corporate Governance of Listed Companies, the articles of association (the “**Articles of Association**”) of Nanjing Sinolife United Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and other relevant provisions.

**Article 2** The Committee is a specific working body set up by the Board. Its main responsibilities are to select candidates for the Directors and management personnel (the “**Management**”) of the Company, determine selection criteria, settle the procedures and give recommendations on such issues.

**Chapter 2 Composition**

**Article 3** The Committee shall consist of three Directors, the majority of whom shall be independent non-executive Directors.

**Article 4** Members of the Committee shall be nominated by Chairman of the Board or by at least half of independent non-executive Directors or one-third of all Board members, and is subject to appointment by the Board.

**Article 5** The Committee shall have one convener who shall be an independent non-executive Director member and is responsible for chairing the Committee. The convener shall be appointed by the Board.

**Article 6** The terms of office of the Committee shall be identical to that of the Board. A member may offer himself/herself for re-election upon the expiration of his/her term of office. Any member of the Committee who ceases to be a Director of the Company during the term shall be automatically disqualified as a member of the Committee, and the vacancy shall be filled by the Committee in light of the Articles 3 to 5 above.

### **Chapter 3 Duties and Authorities**

**Article 7** The main duties and authorities of the Committee are described below:

- (1) to make proposals to the Board in respect of the size and composition of the Board based on the Company's operation, assets scale and equity structure;
- (2) to review, at least annually, the structure, number of members and composition of the Board (including aspects of skills, knowledge and experiences), and to make recommendations on any change of the Board proposed in light of the corporate strategy of the issuer;
- (3) to study the criteria and procedures to select Directors and Management and make recommendations to the Board;
- (4) to search for any person with adequate qualification for being a Director, and to select and nominate such person to take the role of Director or to provide opinions in respect of such nomination;
- (5) to review the particulars of the candidates for Directors and Management and submit proposals;
- (6) to review the particulars of other senior management who shall be appointed by the Board and make recommendations in respect of such candidates;
- (7) to assess the independence of Independent non-executive Directors; and
- (8) to deal with other matters as authorised by the Board.

**Article 8** The Committee shall be accountable to the Board; and its proposals shall be submitted to the Board for consideration and decision. In the absence of sufficient grounds or solid evidence, the controlling shareholder shall fully respect the proposals of the Committee, and shall not nominate alternative candidates for Directors and Management.

### **Chapter 4 Procedures of Decision Making**

**Article 9** According to provisions of relevant laws and regulations and the Articles of Association and subject to the Company's actual situation, the Committee shall review criteria and procedures for selection and terms of office of the Company's Directors and Management. Any resolution formed in this regard shall be submitted to the Board for consideration and approval, and shall be implemented accordingly.

**Article 10** The procedures for the Committee to nominate candidates for Directors and Management are as follows:

- (1) to actively communicate with relevant departments of the Company to study their demand for new Directors and Management within the Company and to come up with written materials;
- (2) to extensively look for candidates for the Directors and Management in the Company within the Company, its subsidiaries, its associates or the recruitment market;

- (3) to collect information on the candidates, including their profession, education background, job title, detailed work experience and all the part-time positions, etc, and to come up with written materials;
- (4) to obtain consent of the proposed candidates for their nomination, or otherwise the candidates shall not be nominated for Directors or Management;
- (5) to convene a meeting of the Committee to examine qualifications of the preliminarily proposed candidates according to the job requirements for Directors and Management;
- (6) to propose candidates for Directors and the new Management and submit relevant materials to the Board prior to the election of the new Directors and appointment of the new Management;
- (7) to conduct follow-up work according to the decisions and feedbacks of the Board.

## **Chapter 5 Procedural Rules**

**Article 11** Meetings of the Committee could only be convened with presence of more than two thirds of the members. Each member has one vote. Pass of resolutions at such meetings shall be subject to a simple majority of votes represented by all the members of the Committee in favor of such resolutions.

**Article 12** As for meetings of the Committee, votes could be made by show of hands or by poll. And for extraordinary meetings, the Committee may adopt voting by communications.

**Article 13** The Committee may invite Directors, Supervisors and other senior management of the Company to attend meetings if necessary.

**Article 14** If necessary, the Committee may engage intermediary institutions to provide professional opinions on its decisions at the costs of the Company.

**Article 15** The procedures for convening a meeting of the Committee, the method of voting and the proposals passed at the meeting shall comply with the governing laws, regulations, the Articles of Association and the Terms of Reference.

**Article 16** The Committee shall keep minutes for its meetings. Members present at such meetings shall sign on the minutes that shall be maintained by the Secretary to the Board of the Company.

**Article 17** Proposals passed and voting results reached at meetings of the Committee shall be reported in writing to the Board of the Company.

**Article 18** Members present at meetings and others invited to attend such meetings are obliged to keep all matters discussed at such meetings confidential, and shall not disclose relevant information without authorization.

## **Chapter 6 Addendum**

**Article 19** The Terms of Reference shall come into effect since the date when they are approved by resolution of the Board of the Company.

**Article 20** Any matters not covered by the Terms of Reference shall be implemented in accordance with the relevant PRC laws and regulations and the Articles of Association. If the Terms of Reference contravene any laws and regulations as newly issued by the PRC or the Articles of Association as amended with legal procedures, the relevant PRC laws and regulations and the Articles of Association shall prevail, and the Terms of Reference shall be amended immediately and reported to the Board for consideration and approval.

**Article 21** The power to interpret the Terms of Reference is vested in the Board of the Company.

Board of Directors of  
**Nanjing Sinolife United Company Limited**  
21 December 2013