



**SINO-LIFE GROUP LIMITED**  
**中國生命集團有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8296)

## **PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

### **1. PROVISIONS IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

1.1 The provisions for a shareholder to propose a person for election as a director of the Company are set out in Article 16.4 of the Amended and Restated Memorandum of Association of the Company (the “**Articles**”).

1.2 Extract of Article 16.4 is set out below:

“No person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the Secretary notice in writing by a member of the Company (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.”

### **2. REQUIREMENTS UNDER THE RULES GOVERNING THE LISTING OF SECURITIES ON THE GROWTH ENTERPRISE MARKET ON THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “LISTING RULES”)**

2.1 If the notice from a shareholder of the Company (the “**Shareholder**”) to propose a person for election as a director at the general meeting where such notice is received by the Company before publication of the notice of general meeting, the Company shall disclose in the circular details required under Rule 17.53(2) of the Listing Rules of such person proposed to be elected as a director pursuant to Rule 17.46A of the Listing Rules.

2.2 If the notice from a Shareholder to propose a person for election as a director at the general meeting where such notice is received by the Company after publication of the notice of general meeting, pursuant to Rules 17.46B and 17.46A of the Listing Rules, the Company shall:

- publish an announcement or issue a supplementary circular upon receipt of such notice;
- include in the announcement or supplementary circular the particulars of such person proposed to be elected as a director required under Rule 17.50(2) of the Listing Rules; and
- assess whether or not it is necessary to adjourn the meeting of the election to give Shareholders at least 10 business days (as defined in the Listing Rules) to consider the relevant information disclosed in the announcement or supplementary circular.

### **3. PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR**

- 3.1 If a Shareholder wishes to propose a person (the “**Candidate**”) for election as a director of the Company at a general meeting, he/she shall deposit a written notice (the “**Notice**”) at the Company’s head office at Room 1806, 18th Floor, Dominion Centre, 43-59 Queen's Road, Wanchai, Hong Kong (attention to: The board of directors and the company secretary).
- 3.2 The Notice (i) must include the personal information of the Candidate as required by Rule 17.50(2) of the Listing Rules; and (ii) must be signed by the Shareholder concerned and signed by the Candidate indicating his/her willingness to be elected and consent of publication of his/her personal information.
- 3.3 If the Notice is submitted after the dispatch of the notice of general meeting appointed for such election, the period for lodgment of the Notice shall commence on the day after the dispatch of the notice of general meeting and end no later than seven days prior to the date of such general meeting. In any event, the minimum length of the period during which any Notice to be given shall be at least seven days.
- 3.4 In order to allow the Shareholders sufficient time to receive and consider the proposal of election of the Candidate as a director of the Company, Shareholders are encouraged to submit and lodge the Notice as early as practicable.

30 March 2012

*Note: If there is any inconsistency between the English and Chinese versions of this document, the English version shall prevail.*