

Terms of Reference for the Strategy and Development Committee
of the Board of Directors of
Nanjing Sinolife United Company Limited

Chapter 1 General Provisions

Article 1 In order to accommodate the needs of strategic development of the Company, strengthen its core competitiveness, determine its development plans, improve its procedures for making investment decisions, enhance the scientificity of its decision-making process, improve the effectiveness and quality of material investment decisions and perfect its corporate governance structure, the Company sets up the Strategy and Development Committee (the “**Committee**”) of the Board of Directors (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 conduct researches and submit proposals concerning the long-term development strategies and material investment decisions of the Company.

Chapter 2 Composition

Article 3 The Committee shall consist of three Directors, including at least one independent non-executive Director.

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 at least one-third of the total Board members, and is subject to appointment by the Board.

Article 5 The Committee shall have one convener who shall be Chairman of the Board of the Company.

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.

Article 7 There is an investment review panel under the Committee, which is led by General Manager of the Company. Besides, the panel shall have one deputy head who shall be the Deputy General Manager of the Company in charge of project management operation. Members of the panel shall consist of people in charge of the Project Department, the Financial Department and the Production Technology Department of the Company.

Chapter 3 Duties and Authorities

Article 8 The main duties and authorities of the Committee are described below:

- (1) to conduct researches and submit proposals concerning the long-term development strategies of the Company;
- (2) to conduct researches and submit proposals concerning the material investment and financing projects that must be approved by the Board;
- (3) to conduct researches and submit proposals concerning the material capital operation projects and asset operation projects that must be approved by the Board;
- (4) to conduct researches and submit proposals concerning other significant issues that may affect the development of the Company;
- (5) to inspect the implementation of the items above;
- (6) other matters as authorised by the Board.

Article 9 The Committee is accountable to the Board and shall submit its proposals to the Board for consideration and decision.

Chapter 4 Procedures of Decision Making

Article 10 The investment review panel shall be responsible for preliminary preparations for decision making by the Committee, and for provision of information of the Company regarding to:

- (1) Persons-in-charge of the relevant departments of the Company or its holding (or non wholly-owned) enterprises shall submit information about major investment and financing, working capital, objectives of asset operation, preliminary feasibility reports and general information of the partners;
- (2) The investment assessment unit shall carry out initial review and issue a written opinion on the approval of the project, which shall be submitted to the Committee for the record;
- (3) The relevant departments of the Company or its holding (or non wholly-owned) enterprises shall hold discussions with external parties regarding any agreements, contracts, constitutive documents and feasibility reports in relation with major investment and financing, and shall report to the investment assessment unit;
- (4) The investment assessment unit shall review and issue written opinions, and make a formal proposal to the Committee.

Article 11 The Committee shall convene meetings to discuss the proposals submitted by the investment assessment unit. The results of discussion shall be submitted to the Board and relayed to the investment assessment unit as feedback.

Chapter 5 Procedural Rules

Article 12 The Committee shall convene at least one meeting annually, the notice of which shall be given to all the members of the Committee not less than seven days before the meeting. Meetings shall be chaired by the convener. In case of absence of the convener, another member may be appointed to chair the meeting.

Article 13 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 14 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 15 Head and deputy head of the investment review panel may be present at a meeting of the Committee. Where necessary, the Committee may also invite Directors, Supervisors and other senior management of the Company to attend meetings.

Article 16 If necessary, the Committee may engage intermediary institutions to provide professional opinions on its decisions at the costs of the Company.

Article 17 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 18 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 19 Proposals passed and voting results reached at meetings of the Committee shall be reported in writing to the Board of the Company.

Article 20 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 authorisation.

Chapter 6 Addendum

Article 21 The Terms of Reference shall come into effect since the date when they are approved by resolution of the Board of the Company.

Article 22 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 23 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