

Simcere Pharmaceutical Group Limited

先聲藥業集團有限公司

(Incorporated in Hong Kong with limited liability)

(the “Company”)

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

1. Provisions in the Articles of Association of the Company

Set out below is article 109 of the articles of association (the “Articles”) of the Company, pursuant to which the shareholders of the Company may propose (“Nomination Proposal”) a person (“Candidate”) for election as a director (the “Director”) of the Company at a general meeting:

- (a) *The Company may, from time to time, by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board.*
- (b) *No person (other than a Director retiring in accordance with the Articles of Association) shall be eligible for election to the office of Director at any general meeting under the last paragraph unless:*
 - (i) *he is recommended by the Board for re-election; or*
 - (ii) *he is nominated by notice in writing by a member (other than the person to be proposed) entitled to attend and vote at the meeting, and such notice of nomination shall be given to the Company Secretary within the seven-day period (or a longer period as may be determined by the Directors from time to time) commencing no earlier than the day after the despatch of the notice of such meeting and ending no later than seven days prior to the date appointed for such meeting. The notice of nomination shall be accompanied by a notice signed by the proposed candidate indicating his willingness to be appointed or re-appointed.*

2. Requirements under the Listing Rules

Listing Rules 13.70 and 13.74 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) are relevant to a Nomination Proposal and state as follows: -

Nomination of directors

13.70 The issuer shall publish an announcement in accordance with rule 2.07C or issue a supplementary circular upon receipt of a notice from a shareholder to propose a person for election as a director at the general meeting where such notice is received by the issuer after publication of the notice of meeting. The issuer shall include particulars of the proposed director in the announcement or supplementary circular.

Note: The issuer must assess whether or not it is necessary to adjourn the meeting of the election to give shareholders at least 10 business days to consider the relevant information disclosed in the announcement or supplementary circular.

Notices

13.74 The issuer shall also disclose the details required under rule 13.51(2) of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting).

3. The Procedures for Making a Nomination Proposal

If a shareholder wishes to make a Nomination Proposal, such shareholder shall deposit a written notice (the “**Nomination Notice**”) with the company secretary at 40/F, Sunlight Tower, No. 248 Queen’s Road East, Wan Chai, Hong Kong within a period determined by the Directors. Such period will be no less than seven days commencing no earlier than the date following the despatch of the notice of relevant general meeting and ending no later than seven days prior to the date of such meeting.

The Nomination Notice must (i) include details of the Candidate as required by Listing Rule 13.51(2); (ii) be signed by the shareholder making the Nomination Proposal with its contact details (e.g. full name, contact telephone number, correspondence address); and (iii) be enclosed with a letter signed by the Candidate consenting to his/her willingness to be appointed or re-appointed and to the disclosure of information relating to himself/herself in any publication of the Company.

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