

Natural Beauty Bio-Technology Limited

Procedures for Nomination of Directors by Shareholders

(Effective from 27 March 2012)

1. Pursuant to Rule 13.51D of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Natural Beauty Bio-Technology Limited (the “Company”) sets out these procedures for nomination of Directors by shareholders of the Company (the “Procedures”) to provide shareholders of the Company (the “Shareholders”) with detailed procedures by which they can use for nominating a person for election as a director of the Company (the “Director”).
2. Pursuant to Article 121 of the articles of association of the Company, no person other than a retiring Director shall, unless recommended by the board of Directors (the “Board”), be eligible for election to the office of Director at any general meeting unless, during a period of at least 7 days which commences no earlier than the day after the despatch of the notice of the meeting appointed for such election and ends no later than 7 days prior to the date of such meeting, there has been given to the company secretary of the Company (“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.
3. At the same time as the notice in writing by the nominated candidate mentioned in paragraph 2 above is served, the nominated candidate shall also provide the following information to the Secretary:
 - (a) full name and age;
 - (b) positions held with the Company and other members of the Company’s group of companies (if any);
 - (c) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
 - (d) current employment and such other information (which may include business experience and academic qualifications) of which Shareholders should be aware of, pertaining to the ability or integrity of the candidate;
 - (e) length or proposed length of service with the Company;

- (f) relationships with any Directors, senior management or substantial or controlling Shareholders;
 - (g) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), or an appropriate negative statement;
 - (h) contact details;
 - (i) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate's standing for election as a Director that should be brought to the Shareholders' attention;
 - (j) an independence confirmation on the factors for determining the independence of a Director referred to in Rule 3.13(1) to (8) of the Listing Rules (if such candidate is nominated to become an independent non-executive Director); and
 - (k) a written consent to the publication of personal data.
4. The nomination committee of the Company shall review the information provided according to paragraph 3 above before recommendation is made to the Board for consideration and Shareholders for approval at the relevant general meeting, if applicable.
 5. Upon receipt of a notice from a Shareholder to propose a person for election as a Director at a general meeting where such notice is received by the Company after the publication of the notice of meeting, the Company shall publish an announcement on the website of the Stock Exchange (through e-submission in accordance with Rule 2.07C of the Listing Rules) and the Company's website or issue a supplementary circular. The Company shall include particulars of the proposed candidate in the announcement or supplementary circular.
 6. Upon approval of the proposed appointment as a Director at the relevant general meeting, the Company shall publish an announcement of the appointment as soon as practicable which shall include the details of the new Director pursuant to the requirement of Rule 13.51 (2)(a) to (x) of the Listing Rules.
 7. The Procedures shall be reviewed on an annual basis and as required.
 8. In the event of a conflict between the Chinese translation and the English text hereof, the English text shall prevail.