



**SYDNEY STOCK
EXCHANGE**

**LISTING RULES
APPENDIX 18-1**

15 February 2016

APPENDIX 18-1

DIRECTOR'S DECLARATION AND UNDERTAKINGS

NOTES:

- Note 1:* Every person required to lodge this **Appendix** with **Sydney Stock Exchange** must complete Part 1 and Part 2 herein. Part 3(A) need be completed by an **applicant** or if the **listee** continues to retain a **sponsor**. Part 3(B) must be completed whenever this **Appendix 18-1** is required.
- Note 2:* Please answer all questions, and if a question is answerable in the negative, please answer "No". Please make your answers as specific as possible. Do not leave any section blank.
- Note 3:* If insufficient space is provided for completion of any question, additional information may be entered on a separate sheet of paper duly signed and attached.
- Note 4:* A reference to "company" includes any body corporate or corporation wherever incorporated or otherwise established,
- Note 5:* Every person required to lodge this **Appendix 18-1** must execute the declaration in Part 1 as a statutory declaration.
- Note 6:* Unless the context otherwise requires, questions included in this **Appendix 18-1** are intended to apply to acts done or matters occurring anywhere, whether in or outside Australia, and should not be construed to have any territorial limit.
- Note 7:* The failure of any person required to lodge this **Appendix 18-1** to complete Part 1 of this **Appendix 18-1** truthfully, completely and accurately, or the failure to execute Part 2 of this **Appendix** or to observe any of the undertakings made under that Part, constitutes a breach of the **Sydney Stock Exchange Listing Rules 18.1**. This application must be accompanied by a Statutory Declaration in Part 1, made up to a date not earlier than 14 days before the date of this application.
- Note 8:* The declaration is required to be made in accordance with the law of the place where the declaration is executed. The table below sets out the persons who may witness a declaration.
- Note 9:* If you have any doubt as to how any part of this **Appendix** should be executed, you should consult your solicitor or legal advisers.

PART 1

Declaration

1 State:-	
(a) present surname and any former surname(s)	YIN
(b) alias, if any	No
(c) present forename(s) and any former forename(s)	PIN
(d) date of birth	11-4-1986
(e) residential address	The former sea garden, 37 building 9f, Taoyuan road, Nanshan district, Shenzhen city, Guangdong province, China
(f) nationality and former nationality, if any	The People's Republic of China
(g) professional qualifications, if any	No
(h) passport number(s) and place of issue	E25728321 GUANGDONG
(i) name of listee	Australia Samly Holdings Group Limited

2	Are you a director of any company?	
	<p>If so, state the name of each such company, its place of incorporation, the nature of its business and the date of commencement of your directorship in such company.</p>	<p>AUSTRALIA SAMLY HOLDINGS GROUP LIMITED</p> <p>C/- Baker & McKenzie, AMP Centre, Level 27, 50 Bridge Street, Sydney, NSW, AUSTRALIA, 2000</p> <p>Dietary supplements of research and development, production, sales and service</p>
	<p>Note: Where a company of which you are a director has securities listed on Sydney Stock Exchange, the name of any subsidiary company of which you are also a director need not be stated.</p>	
3	The names of all related parties	NO
4	Have you at any time been adjudged bankrupt or insolvent?	NO
	<p>If so, state the Court by which you were adjudged bankrupt or insolvent and, if discharged, the date and conditions on which you were granted your discharge.</p>	
5	Have you at any time been a party to a deed of arrangement or entered into any other form of arrangement or composition with your creditors?	NO

If so, give full particulars.	
6 Are there any unsatisfied judgments or court orders of continuing effect against you?	NO
If so, give full particulars.	
7 Has any company been dissolved or put into liquidation (otherwise than by a members' voluntary winding up when the company was solvent) or bankruptcy or been the object of an analogous proceeding, or entered into any form of arrangement or composition with creditors, or had a receiver, trustee or similar officer appointed over it during the period when you were one of its directors or within 12 months after your ceasing to act as one of its directors?	NO
If so, give full particulars, including the name of the company, its place of incorporation or establishment, the nature of its business, the nature of the proceeding involved, the date of commencement of the proceeding, and the amounts involved together with an indication of the outcome or current position of the proceeding.	

<p>8 Have you been convicted of any offence:-</p> <p>(a) involving fraud, dishonesty or corruption;</p> <p>(b) under the Act, or any comparable legislation of other jurisdictions; or</p> <p>(c) in respect of which you have, within the past 10 years, been sentenced as an adult to a period of imprisonment of six months or more, including suspended or commuted sentences?</p>	<p>NO</p>
<p>If so, give full particulars, including details of (i) each such offence, (ii) the court by which you were convicted, (iii) the date of conviction, and (iv) the penalty imposed.</p>	

<p>9 (a) (i) Have you been identified as an insider dealer pursuant to the Act?</p> <p>(ii) Has any company with which you were or are connected or any company for which you act or have acted as an officer been identified as an insider dealer pursuant to the Act at any time during the period when you were connected and/or acted as an officer?</p> <p>(b) (i) Have you been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, stock exchange or futures exchange at any time?</p> <p>(ii) Has any company in which you were or are a controlling shareholder or were or are a director or officer been found guilty of or been involved in insider dealing, or been held by any Court or competent authority to be in breach of any securities or financial markets laws, rules or regulations including any rules and regulations of any securities regulatory authority, or financial market at any time during the period when you were a controlling shareholder, director or officer?</p>	<p>NO</p>
<p>If so, give full particulars.</p>	

<p>10 Have you, in connection with the formation or management of any company, partnership or unincorporated institution, been adjudged by a Court or arbitral body civilly liable for any fraud, breach of duty or other misconduct by you towards such company, partnership or unincorporated institution or towards any of its members or partners?</p>	<p>NO</p>
<p>If so, give full particulars.</p>	
<p>11 Has any company of which you were or are a director had its business registration or licence revoked at any time during the period when you were a director of the company?</p>	<p>NO</p>
<p>If so, give full particulars, including the date upon which such registration or licence was revoked, the reasons for the revocation, the outcome and current position.</p>	
<p>12 Have you ever been disqualified from holding, or deemed unfit to hold, the position of director of a company, or from being involved in the management or conduct of the affairs of any company, pursuant to any applicable law, rule or regulation or by any competent authority?</p>	<p>NO</p>
<p>If so, give full particulars.</p>	

<p>13 Have you ever been refused admission to membership of any professional body or been censured or disciplined by any such body to which you belong or belonged or been disqualified from membership in any such body or have you ever held a practising certificate or any other form of professional certificate or licence subject to special conditions?</p>	<p>NO</p>
<p>If so, give full particulars.</p>	
<p>14 Are you currently subject to (i) any investigation, hearing or proceeding brought or instituted by any securities regulatory authority, including the Takeovers Panel or any other securities regulatory commission or panel, or (ii) any judicial proceeding in which violation of any securities law, rule or regulation is or was alleged?</p>	<p>NO</p>
<p>15 Are you a defendant in any current criminal proceeding involving an offence which may be material to an evaluation of your character or integrity to be a director of the listee?</p>	<p>NO</p>
<p>If so, give full particulars.</p>	
<p>16 Do you have any past or present financial or other interest in the business of the listee or its subsidiaries or any connection with any connected person (as such term is defined in the Listing Rules) of the listee?</p> <p><i>Note: Please answer this question if you are being appointed as</i></p>	<p>NO</p>

<p><i>an independent non-executive director of the listee; otherwise, please state not applicable.</i></p>	
<p>17 Other than the information, which you have disclosed pursuant to the foregoing questions, are you aware of any matter the non-disclosure of which may affect the truthfulness, completeness or accuracy of your response to any of the foregoing questions?</p>	<p>NO</p>
<p>If so, give full particulars.</p>	

Statutory Declaration

I ,YIN...PIN....., ofThe former sea garden, 37 building 9f, Taoyuan road, Nanshan district, Shenzhen city, Guangdong province.China.....

[Insert residential address], solemnly and sincerely declare that the foregoing answers are true, complete and accurate, that I have not made any statements or omissions which would render such answers untrue or misleading, that I understand the possible consequences of making a false declaration, and that I understand that **Sydney Stock Exchange** may rely upon the foregoing answers in assessing my suitability to act as a director of the **listee**.

[include appropriate declaration]

PART 2

Undertaking

Further, I,YIN PIN....., undertake with **Sydney Stock Exchange** that:-

- (a) in the exercise of my powers and duties as a director of the **listee** I shall use my best endeavours to procure that the **listee** shall so comply;-
- (b) I shall, in the exercise of my powers and duties as a director of the **listee**, comply to the best of my ability with the **Act** from time to time in force in Australia, and I shall use my best endeavours to procure that the **listee** shall so comply;
- (c) I shall cooperate in any investigation conducted by **Sydney Stock Exchange**, including answering promptly and openly any questions addressed to me, promptly producing the originals or copies of any relevant documents and attending before any meeting or hearing at which I am requested to appear;
- (d) I hereby irrevocably appoint the **listee** as my agent, for so long as I remain a director of the **listee**, for receiving on my behalf any correspondence from and/or service of notices and other documents by **Sydney Stock Exchange**;
- (e) I shall provide to **Sydney Stock Exchange**, immediately upon my resignation as a director of the **listee**, my up-to-date contact information, including my address for correspondence from and service of notices and other documents by **Sydney Stock Exchange** and telephone number; and
- (f) I hereby give my authority to the listing manager of **Sydney Stock Exchange**, or such equivalent person, to disclose any of the foregoing particulars given by me to members of the Sydney Stock Exchange compliance committee and, with the approval of the Chairman or a Deputy Chairman or Managing Director of **Sydney Stock Exchange**, to such other persons, as the said listing manager, or his/her equivalent may from time to time think fit.

Signature (director):



Date: 11-8-2016

Name:

YIN PIN 尹嫔

PART 3

(A) If the **listee** is a new **applicant** or continues to retain a **sponsor**, the following sponsor's certification must be completed:-

Sponsor's Certification

We,, are the **sponsor** for the **listee** appointed for the purpose referred to in **Listing Rule 3.1** and have offices located at We hereby certify that we have read the answers provided by[Insert name of director/declarant] in Part 1 of this **Appendix** and we are not aware of any information that would lead a reasonable person to inquire further concerning the truthfulness, completeness or accuracy of any of the answers so provided.

Executed this.....day of....., 20.....,
in

(Signed).....

.....



悉尼证券交易所

上市规则
附件 18-1

2016 年 2 月 15 日

悉尼证券交易所有限公司

ACN 080 399 220

邮箱: info@ssx.sydney

www.ssx.sydney

地址: 323 Castlereagh Street, Sydney NSW 2000

电话: (61-2) 9217 2723 传真: (61-2) 9215 2833

澳大利亚金融市场牌照 (悉尼证券交易所有限公司) 2004

附件 18-1

董事声明及承诺

注释：

- 注释 1：* 需要向**悉尼证券交易所**提交本**附件**的任何人均必须完整填写本**附件**的第 1 部分和第 2 部分。**申请人** ,或**上市公司**继续聘用**保荐人**时 ,还需完整填写 3(A)部分。一旦要求提交本**附件 18-1** ,则必须完整填写 3(B)部分。
- 注释 2：* 请回答所有问题。如果答案为否定,请填写“否”。请务必尽可能详细地填写您的答案。所有条目均不得留空。
- 注释 3：* 如答题空间不足,可将额外的信息另外填写在纸上,签字后随**附件**一起提交。
- 注释 4：* “公司”的含义包括注册成立或以其他方式成立的任何实体企业或法人团体。
- 注释 5：* 需要提交本**附件**的任何人均必须签署第 1 部分的声明,并将其作为法定声明。
- 注释 6：* 除非有特殊情况,否则,无论相关行动或事件发生于何处,无论是否在澳大利亚境内, **附件 18-1** 中的问题均适用, 且不应受到任何区域性限制。
- 注释 7：* 如果需要提交**附件 18-1** 的任何人未能如实、完整并准确地填写第 1 部分,或未能履行**附件**第 2 部分的内容,或遵守于该部分作出的承诺,则将被视为违反**悉尼证券交易所上市规则 18.1** 的规定。申请书需附带第 1 部分列出的法定声明,声明的签署日期不得早于填写申请书前的 14 天。
- 注释 8：* 声明的内容应符合声明签署地的法律规定。下表中的相关人员可以作为声明的联署人。
- 注释 9：* 如果您对于如何履行本**附件**的任何部分有任何疑问,请咨询您的律师或法律顾问。

附件 18-1

董事声明及承诺

第 1 部分：

声明

1. 说明：

- (a) 姓氏及任何曾用姓氏尹.....
- (b) 别名（如有）.....
- (c) 名字及任何曾用名嫔.....
- (d) 出生日期1986 年 4 月 11.....
- (e) 居住地址广东省深圳市南山区桃园路前海花园 37 栋 9F.....
- (f) 国籍和曾属国籍（如有）中国.....
- (g) 专业资质（如有）.....
- (h) 护照号码和发放地E25728321.....广东.....
- (i) 上市公司名称澳大利亚生命力控股集团.....

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董事声明及承诺

2. 您是否是任何公司的董事？

如果是，请说明所有相关公司的名称、注册地、主营业务类型以及您出任该公司董事的开始日期。

注释：(1) 如果您担任董事的公司已有**证券在悉尼证券交易所上市**，则无需说明您担任董事的子公司的名称。

澳大利亚生命力控股集团

注册地：澳大利亚新南威尔士州悉尼市桥街 50 号 AMP 中心 27 楼贝克·麦坚实律师事务所

主营业务：膳食营养补充剂的研发、生产、销售、服务

出任董事时间：2015 年 6 月 24 日

3. 所有关联方的名称

无

4. 您是否曾被判定为破产或资不抵债？

如果是，请说明判定您破产或资不抵债的法院的名称，且如果您被免除债务，请说明您在何时及何种条件下被免除债务。

无

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董事声明及承诺

5. 您是否曾签订过债务清算契据 ,或与债权人签订过任何形式的协议或安排？

如果有，请说明详情。

无

6. 是否存在任何对您持续产生影响的不执行生效判决或法院判令？

如果有，请说明详情。

无

7. 在您担任公司董事期间或在您卸任后 12 个月内，是否有公司解体、清算（不包括在公司有偿付能力的情况下，相关成员主动停业）、破产或受到类似处理，或与债权人签订任何形式的协议或安排，或指派了接收人、托管人或类似人员？

如果有，请说明详情，包括公司名称、注册地或成立地、业务类型、相关处理的类型、开始执行相关处理的日期、所涉及的金额以及其结果或当前情况。

无

8. 您是否曾被指控：
-

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董事声明及承诺

- (a) 涉嫌欺诈、失信或腐败；
- (b) 违反**公司法**或其他司法辖区的同类法律；或
- (c) 并在过去 10 年内，作为成年人，因该指控被判处入狱六个月以上，包括缓刑和减刑？

如果有，请说明详情，包括(i)指控的详情、(ii)进行判决的法院的详情、(iii)定罪日期、(iv)处以的刑罚。

无

9. (a) (i) 您是否曾根据**公司法**，被认定为内幕交易者？
- (ii) 您曾经或现在与之有所关联的公司，或任何你担任或曾经担任高级职员的公司是否曾在您与之有所关联或担任高级职员期间，根据**公司法**，被认定为内幕交易者？
- (b) (i) 您是否曾被判有或涉嫌内部交易，或被法院或相关权力机构认定为违反证券或金融市场法律、规则或规定，包括任何证券监管机构、股票交易所或期货交易所任一时间内的规则和规定？
- (ii) 您曾经担任或现在担任控股股东、董事或高级职员的公司是否曾在您任职期间被判有或涉嫌内部交易，或被法院或相关权力机构认定为违反证券或金融市场法律、规则或规定，包

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括任何证券监管机构、股票交易所或期货交易所任一时间内的规则和规定？

如果有，请说明详情。

无

- 10.** 您在参与公司、合作伙伴或未注册机构的创建或管理期间，是否有法院或仲裁机构依据民法认定您对公司、合作伙伴或未注册机构，或其成员和合伙人，犯有欺诈、失职或其他不当行为？

如果有，请说明详情。

无

- 11.** 您曾经担任或现在担任董事的公司是否曾在您任职期间被吊销营业注册证或执照？

如果有，请说明详情，包括该营业注册证或执照被吊销的日期、吊销原因，结果以及当前的情况。

无

- 12.** 您是否曾根据相关法律、规则或规定或根据相关权力机构的裁决，被认定为没有资格或不适合担任公司董事，或参与任何公司管理或事务处理？

如果有，请说明详情。

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无

13. 您是否曾被拒绝成为任何专业机构的成员,或受到您曾经或当前所属的此类机构的审查或处罚,或曾被取消此类机构的会员资格?或者,您是否曾持有执业证书或在特殊情况下持有其他类似专业证书或执照?

如果有,请说明详情。

无

14. 您当前是否正面临以下问题:(i)任一证券监管机构,包括收购委员会或其他证券委员会及专家组对您开展或采取调查、听证会或诉讼;或者(ii)因涉嫌或曾经涉嫌违反证券法、证券规则或规定而面临司法诉讼?

无

15. 您当前是否是任何刑事诉讼的被告(该诉讼涉及的指控对于评估您是否具备担任**上市公司**董事的性格或诚信而言有重要意义)?

如果有,请说明详情。

无

16. 您是否曾经或现在与**上市公司**或其子公司的业务存在金融或其他利益关系,或与**上市公司**的相关人员(**上市规则**中做出了相关定义)存在关联?
-

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注释：如果您曾经担任**上市公司**的独立非执行董事，请回答此问题；
否则，请说明不存在相关情况。

无

17. 除了您在上述问题中披露的信息以外，您是否知悉任何可能因没有进行披露而对您在回答上述问题时的真实性、完整性或准确性产生影响的事宜？

如果有，请说明详情。

无

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董事声明及承诺

法定声明

本人，.....尹嫔.....，居住地址.....广东省深圳市南山区桃园路前海花园 37 栋 9F.....

[输入居住地址]谨郑重至诚地声明，上述答案内容真实、完整、准确，本人未曾做出任何将导致答案不真实或具有误导性的声明或遗漏，本人了解虚假声明可能带来的严重后果，了解**悉尼证券交易所**可能根据上述答案判定本人是否适合担任上市公司董事的职务。

[输入适当声明]

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董事声明及承诺

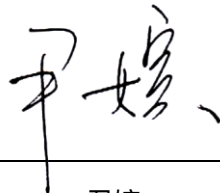
第 2 部分：

承诺

而且，本人，尹嫔，向**悉尼证券交易所**承诺：

- (a) 在行使**上市公司**董事权力并履行职责的过程中，本人将尽最大努力，保证**上市公司**同样遵守规定；
- (b) 行使**上市公司**董事权力并履行职责的过程中，本人将竭尽所能地遵守澳大利亚**公司法**的相关规定，并且尽最大努力，保证**上市公司**同样遵守相关规定；
- (c) 本人将努力配合**悉尼证券交易所**开展的调查，包括及时公开地回答所有向本人提出的问题、立即提供相关文件的原件及副本，以及参加任何要求本人参加的会议或听证会；
- (d) 本人特此不可撤销地指定**上市公司**在本人担任**上市公司**董事期间，作为本人的代理人，代表本人接收**悉尼证券交易所**的信件和/或送达通知书以及其他文件。
- (e) 一旦辞去**上市公司**董事职务，本人将立即向**悉尼证券交易所**提供本人最新的联络信息，包括本人接受**悉尼证券交易所**信件、送达通知书和其他文件的地址和本人的电话号码；以及
- (f) 本人特此授权，**悉尼证券交易所**上市经理或有相同职权的人员可以向**悉尼证券交易所**合规委员会披露本人提供的上述所有细节，而且，在上述上市经理或有相同职权的人员认为合适的情况下，经**悉尼证券交易所**主席、副主席或常务董事批准后，也可以向其他人员披露。

签名（董事）：



日期：2016-11-8

姓名：

尹嫔

附件 18-1
董事声明及承诺

第 3 部分

(A) 如果**上市公司**是新的**申请人**，或继续聘用**保荐人**，则需填写下列**保荐人证明**：

保荐人证明

我方，.....，系**上市公司**根据**上市规则 3.1** 指派的**保荐人**，我方办公地址为.....我方特此证明，我方已经阅读本**附件**第 1 部分中.....[输入董事/声明人姓名]提供的所有答案，我方不知悉任何可能导致相关人员就上述答案的真实性、完整性或准确性进行合理质询的信息。

签署日期：20.....年.....月.....日，签署地点：.....

(签名).....