

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

NANJING SINOLIFE UNITED COMPANY LIMITED* **南京中生聯合股份有限公司**

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock code: 03332)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Nanjing Sinolife United Company Limited (the “**Company**”) will be held at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the People's Republic of China at 10:30 a.m. on Tuesday, 3 February 2015 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary or special resolutions of the Company, where appropriate:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the form and substance of the conditional share transfer agreement (“**Share Transfer Agreement**”) dated 20 November 2014 entered into between (i) Mark Joseph Mathews; (ii) Daren Murray Blanchard; (iii) DBI Trustee Limited; and (iv) Brian Blanchard Trustee Limited as vendors, 上海惟翊投資管理有限公司 (Shanghai Weiyi Investment & Management Limited Company, being its unofficial English name) as buyer, (i) Daren Murray Blanchard; (ii) David John Blanchard; and (iii) Brian Mark Blanchard as the vendors' guarantors, and (i) the Company; and (ii) 上海復星惟實一期股權投資基金合夥企業 (Shanghai Fosun Weishi Tranche One Private Equity Partnership Limited, being its unofficial English name) as the buyer's guarantors (a copy of which has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification), in relation to the acquisition of the entire share capital of Good Health Products Limited, and all the transactions contemplated thereby, be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors (“**Directors**”) of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Share Transfer Agreement, or any of the transactions contemplated under the Share Transfer Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not fundamentally different from those as provided under the Share Transfer Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

2. “**THAT** the change in use of approximately 31% of the proceeds from the global offering of the H shares of the Company from constructing a new production line in the Company’s production base in Nanjing, Jiangsu Province to (i) financing the transactions contemplated under the Share Transfer Agreement; and (ii) be used for future expansion in the production capacity of the Company and its subsidiaries (further details are set out under the section headed “Change in use of proceeds” in the “Letter from the Board” in the circular of the Company dated 19 December 2014) be and the same is hereby generally and unconditionally approved.”

SPECIAL RESOLUTIONS

3. “**THAT** the articles of association of the Company be amended as follows:
- (i) **Article 5** of the articles of association of the Company is proposed to be deleted in its entirety and replaced with the following:

“The Company is a joint stock limited liability company (listed) which has perpetual existence.”

- (ii) **Article 16** of the articles of association of the Company is proposed to be deleted in its entirety and replaced with the following:

“In May 2013, the Company upon its establishment issued 6,111,100 ordinary shares (at a par value of RMB1 each), representing 10% of the Company’s then total ordinary shares, to Shanghai Fosun Chuangfu Shareholding Fund Limited Partnership.

As approved by the securities authorities of the State Council, the Company may issue not more than 234,370,000 overseas listed foreign invested shares at a par value of RMB0.1 each, all being ordinary shares. In 2014, the Company issued to the public 227,058,000 overseas foreign shares (including the over-allotted shares) which are listed on the Hong Kong Stock Exchange.

The share capital structure of the Company: there are a total of 838,169,000 ordinary shares, of which 476,685,000 shares are held by Gui Pinghu, one of our promoters, 52,965,000 shares are held by Wu Yanmei, one of our promoters, 274,720 shares are held by Song Jiming, 6,599,550 shares are held by Zhang Yuan, 5,498,570 shares are held by Xu Li, 659,340 shares are held by Yu Min, 659,340 shares are held by Zhu Feifei, 659,340 shares are held by Ge Hongxia, 659,340 shares are held by Shen Yehai, 659,340 shares are held by Zhou Qian, 659,340 shares are held by Zhu Yu, 659,340 shares are held by Wang Tingting, 551,480 shares are held by Liang Lijun, 551,480 shares are held by Zhang Tinghua, 551,480 shares are held by Wu Xuemei, 441,590 shares are held by Duanmu Chuanfen, 441,590 shares are held by Zhi Hui, 274,720 shares are held by Gao Zhen, 274,720 shares are held by Wang Li,

274,720 shares are held by Chen Hairong, 61,111,000 shares are held by Shanghai Fosun Chuangfu Shareholding Fund Limited Partnership and 227,058,000 shares are held by the holders of overseas foreign listed shares.”

- (iii) **Article 19** of the articles of association of the Company is proposed to be deleted in its entirety and replaced with the following:

“The registered capital of the Company is RMB83,816,900.”

- (iv) **Article 151** of the articles of association of the Company is proposed to be deleted in its entirety and replaced with the following:

“The Company shall publish its financial reports twice in each fiscal year, that is, the interim financial report shall be published within 90 days after the end of the first six months of each fiscal year; and the annual financial report shall be published within 120 days after the end of each fiscal year.”

4. **“THAT** subject to the passing of resolution numbered 3 above, the adoption of an amended and restated articles of association of the Company (incorporating the amendments stated in resolution numbered 3 above and all previous amendments to the existing articles of association of the Company, a copy of which has been produced to this meeting and marked “**B**” and initialed by the chairman of this meeting for the purpose of identification) in substitution for and to the exclusion of the existing articles of association of the Company be and is hereby approved.”

Yours faithfully,
By order of the Board
Nanjing Sinolife United Company Limited
Gui Pinghu
Chairman

Nanjing, People’s Republic of China, 19 December 2014

Notes:

1. Shareholders who intend to attend the EGM in person or by proxy should deposit the reply slip at the Company's registered office at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC at least 20 days before the EGM, i.e. no later than Tuesday, 13 January 2015.
2. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint one or more persons (whether such person is a shareholder of the Company or not) as his proxy or proxies to attend and vote on his behalf.
3. In order to be valid, the proxy form together with the notarised power of attorney and other authorisation documents, if any, must be lodged at the Company's registered office at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC for holders of domestic shares or the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for holders of H shares at least 24 hours prior to the EGM for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time.

If the proxy is a legal person, his legal representative or any representative authorised by the board of directors or by other decision-making body shall attend the EGM on its behalf. If the shareholder is a recognised clearing house (or its agent), the shareholder may authorise one or more suitable persons to act as its representative at the above meeting; however, if more than one person are authorised, the proxy form shall clearly indicate the number and types of shares each person is authorised to represent. The persons after such authorisation may represent the recognised clearing house (or its agent) to exercise the rights, as if they were the individual shareholders of the Company.

A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the above meeting.

4. For determining the entitlement to attend and vote at the EGM, the register of members of H Shares of the Company will be closed from Saturday, 3 January 2015 to Tuesday, 3 February 2015, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant H share certificates must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 2 January 2015.
5. Completion and return of an instrument appointing a proxy will not preclude a member of the Company from attending and voting in person at the EGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolutions will be decided by way of poll.
7. The form of proxy for use at the EGM is enclosed herewith.

As at the date of this notice, the executive Directors are Mr. Gui Pinghu, Ms. Zhang Yuan, Ms. Xu Li and Ms. Zhu Feifei; the non-executive Director is Mr. Xu Chuntao; and the independent non-executive Directors are Mr. Jiang Fuxin, Ms. Feng Qing and Mr. Vincent Cheng.

* *For identification purpose only*