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## **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: 3332)**

### **NOTICE OF CLASS MEETING FOR HOLDERS OF H SHARES**

**NOTICE IS HEREBY GIVEN** that at the class meeting for holders of H shares (“**H Shares Class Meeting**”) of NANJING SINOLIFE UNITED COMPANY LIMITED\* (“**Company**”, together with its subsidiaries, “**Group**”) will be held at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the People’s Republic of China (“**PRC**”) at 10:15 a.m. (or immediately after the extraordinary general meeting of the Company to be convened and held on the same date and at the same place) on Tuesday, 30 June 2015 for the purposes of considering and, if thought fit, passing with or without modifications, the following special resolutions of the Company:

#### **SPECIAL RESOLUTIONS**

1. “**THAT**, subject to the approvals by the relevant regulatory authorities, including the China Securities Regulatory Commission (“**CSRC**”), the allotment and issue of A shares (“**A Shares**”) by the Company in the PRC (“**Issue of A Shares**”) and each of the following principle terms and conditions of the Issue of A Shares be approved and confirmed (each and every item as a separate resolution):

*(i) Class and nominal value of new shares to be issued*

A Shares with a nominal value of RMB0.10 each or, subject to the implementation of the share consolidation of the Company (“**Share Consolidation**”), with a nominal value of RMB1.00 each in the share capital of the Company.

*(ii) Number of A Shares to be issued*

Not more than 150,000,000 A Shares in unconsolidated form (“**Unconsolidated A Shares**”) with a nominal value of RMB0.10 each or, subject to the implementation of the Share Consolidation, 15,000,000 A Shares in consolidated form (“**Consolidated A Shares**”) with a nominal value of RMB1.00 each (subject to any adjustment resulting from any change to the issued share capital of the Company up to completion of the Issue of A Shares).

The number of A Shares to be issued pursuant to the Issue of A Shares shall be adjusted upon any change to the issued share capital of the Company between the date on which the relevant resolutions approving the Issue of A Shares at the

\* *For identification purposes only*

relevant extraordinary general meeting (“**EGM**”) of the Company and the class meeting for holders of domestic shares of the Company, together with the H Shares Class Meeting (“**Class Meetings**”) are passed, up to completion of the Issue of A Shares, to the extent that the maximum number of A Shares to be issued shall represent approximately 15.18% of the entire issued capital of the Company as enlarged by the Issue of A Shares upon completion of the Issue of A Shares.

The final number of A Shares to be issued and the structure of such issue shall be subject to approvals by the CSRC and other relevant regulatory authorities in the PRC, and subject to adjustment (if any) by the board (“**Board**”) of directors (“**Directors**”) of the Company as authorised by the shareholders of the Company (“**Shareholders**”) at the EGM and the Class Meetings and within the range approved by the CSRC having regard to the relevant circumstances.

*(iii) Basis for determination of the issue price*

Subject to the approval of the CSRC for the Issue of A Shares, the issue price range of the A Shares will be determined on the basis of market conditions prevailing in the PRC securities market at the time of the Issue of A Shares by way of market consultation or any such other price determination method(s) as approved by the CSRC. The final issue price range will be determined by the Board with reference to the net asset value of the Company and the results of market consultation.

*(iv) Target subscribers*

The target subscribers of the Issue of A Shares are natural persons, legal persons and other institutional investors recognised by the CSRC, who maintain A share accounts with the Shanghai Stock Exchange (except those prohibited by the PRC laws and regulations and other regulatory requirements to which the Company is subject to). If any of the aforesaid persons are connected persons of the Company (as defined under the Rules Governing the Listing of Securities (“**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”)), the Company will take every reasonable step to comply with the relevant requirements under the Listing Rules or application laws and regulations in the PRC.

*(v) Proposed stock exchange for listing*

The Shanghai Stock Exchange

*(vi) Method of issue*

The issue will be conducted via placement through offline offering to investors subject to market consultation and online subscription of the issue price, or such other method(s) as approved by the CSRC.

*(vii) Use of proceeds*

The Company intends to apply the proceeds in the following projects with a total estimated investment amount of approximately RMB220 million (equivalent to approximately HK\$275 million):

- (1) development of projects in relation to E-business platforms, with an investment amount of approximately RMB120 million (equivalent to approximately HK\$150 million);
- (2) marketing and promotion of the E-business platforms, with an investment amount of approximately RMB50 million (equivalent to approximately HK\$62.5 million); and
- (3) approximately RMB50 million to replenish the general working capital of the Company (equivalent to approximately HK\$62.5 million).

The Company may, in accordance with the prevailing circumstances and the progress of the above projects, utilise its internal resources or raise bank loans to finance the aforesaid projects prior to completion of the Issue of A Shares, and to repay the funds raised and already applied by the Group in developing such projects upon completion of the Issue of A Shares.

In the event the proceeds from the Issue of A Shares are not sufficient to finance the above projects, the shortfall will be covered by internal resources or bank loans to be raised by the Group. In case the actual proceeds of the Issue of A Shares exceed the estimated investment amount mentioned above, the surplus will be used to replenish the general working capital of the Company.

*(viii) Distribution plan of accumulated undistributed profits*

Subject to the approval by the Shareholders at a general meeting of the Company and upon completion of the Issue of A Shares, all Shareholders (including holders of existing domestic shares of the Company (“**Domestic Shares**”) and holders of existing H shares of the Company (“**H Shares**”)) shall be entitled to the undistributed profits of the Company accumulated up to completion of the Issue of A Shares. Holders of A Shares shall not be entitled to any dividend declared irrespective whether the record date of such dividend declaration is before or after completion of the Issue of A Shares.

*(ix) Validity of the resolution*

This resolution for the Issue of A Shares will be effective for a period of 12 months commencing from the date it is approved by the Shareholders in the EGM and the Class Meetings.

(x) *Authorisation to the Board*

The Board be authorised in the EGM and the Class Meetings to take all such actions and to sign or execute all such documents or instruments for and on behalf of the Company as may be necessary or expedient and make arrangements for all specific matters relating to, in connection with, or to effect, the Issue of A Shares, in accordance with the relevant requirements of the CSRC, the Stock Exchange and the Shanghai Stock Exchange. The authorisation proposed to be granted to the Board shall include without limitation:

- (1) to have full and total authority to determine and effect the Issue of A Shares and the listing of A Shares and Domestic Shares, including but not limited to determining the timing of issue, the number of A Shares to be issued, the issue price and its determination mechanism, the structure of the issue, the target subscribers of the A Shares, the method of issue and other related application procedures and formalities pursuant to the resolutions in relation to the Issue of A Shares and the listing of A Shares and Domestic Shares as approved by the Shareholders at the EGM and the Class Meetings, and subject to the relevant requirements under the relevant rules and regulations and the relevant securities rules in the PRC market;
- (2) to deal with all filing and application matters relating to or in connection with the Issue of A Shares and the listing of A Shares and Domestic Shares, including but not limited to the application for approvals, registration, filing with, seeking licenses and consents from relevant governmental and regulatory authorities, stock exchanges and securities clearing institutions; to sign, execute, amend and complete all agreements, contracts or necessary documents relating to the Issue of A Shares and the listing of A Shares and Domestic Shares (including but not limited to the offering circular, prospectus, sponsor agreement, underwriting agreement, listing agreement, all types of announcements and notices to the Shareholders);
- (3) to adjust and amend the proposal for the Issue of A Shares and the listing of A Shares and Domestic Shares according to the implementation of such proposals, market conditions, policies adjustments and comments from governmental and regulatory authorities, and to deal with matters relating to the Issue of A Shares and the listing of A Shares and Domestic Shares pursuant to such new policies if there shall be any change to the relevant policies in the PRC relating to issue of new shares;
- (4) to make necessary or appropriate adoption of and amendments to the relevant provisions of the articles (“**Articles**”), the rules of procedures (“**Rules of Procedures**”) and the internal rules (“**Internal Rules**”) of the Company relating to, in connection with the listing of A Shares and Domestic Shares, and to deal with the application for approval, and the change of business registration, the filing and registration with relevant governmental authorities;

- (5) to make necessary or appropriate adoption of and amendments to the Articles, the Rules of Procedures and the Internal Rules in the event they conflict with the regulatory rules or documents promulgated by the CSRC and/or the relevant stock exchange, or in accordance with the comments from the CSRC and/or the relevant stock exchange;
- (6) to deal with all matters relating to the listing of A Shares and Domestic Shares on the relevant stock exchange;
- (7) to deal with all matters in relation to the application or the use of net proceeds from the Issue of A Shares subject to the approval of the CSRC, including but not limited to, utilising the internal resources of the Company or raise bank loans to finance its projects prior to completion of the Issue of A Shares, and to repay the funds raised and already applied by the Group in developing such projects upon completion of the Issue of A Shares; adjusting and amending related matters according to the prevailing circumstances and comments from relevant governmental authorities in the course of implementation in financing and investing in the projects, including but not limited to adjusting the budget for each project already included in the scope of investment by application of proceeds (including adjusting the number of projects), the subject, progress and means of implementation; confirming the specific account(s) for the proceeds from the Issue of A Shares; implementing the application of the proceeds after completion of the Issue of A Shares and the listing of A Shares and Domestic Shares; financing the projects with internal resources or bank loans in the event the proceeds from the Issue of A Shares is not sufficient to finance the projects; and to apply any surplus to replenish the general working capital of the Group;
- (8) to engage relevant intermediaries and to liaise and agree on their respective remuneration; and
- (9) to process all related matters in connection with the Issue of A Shares, take all such actions as may be necessary or expedient and to determine and make arrangements for all specific matters relating to or in connection with the Issue of A Shares as permitted by the relevant laws and regulations.

The above authorisation granted to the Board shall be effective for a period of 12 months commencing from the date this resolution is passed.”

2. “**THAT** subject to the passing of special resolution numbered 1 and the passing of resolution at the respective Class Meetings approving the Issue of A Shares, and the Stock Exchange granting the listing of, and permission to deal in, the H Shares in their consolidated form (“**Consolidated H Shares**”), the Board be and is hereby authorised to implement the Share Consolidation and other relevant matters such that each share in the capital of the Company shall have a nominal value of RMB1.00.

The Board shall be authorised to handle the following matters regarding the proposed Share Consolidation, including but not limited to:

- (1) determine and implement at its discretion and with full authority the proposed Share Consolidation, including but not limited to the specific timing of the Share Consolidation, the issue of the relevant announcements, the application for the listing of, and permission to deal in, the Consolidated H Shares;
- (2) determine the board lot size for trading in the Consolidated H Shares in accordance with the requirements of the relevant authorities and the Company's own situation and implement such change in board lot size as considered appropriate by the Board for the interests of the Company and the Shareholders;
- (3) amend the Articles as a result of the implementation of the Share Consolidation and submit the amended Articles to the relevant authorities of the PRC and Hong Kong for approval, filing or registration; and
- (4) carry out such procedures, take such other actions and execute such documents as are in its discretion necessary and appropriate to effect and complete the proposed Share Consolidation.

The approval and authorisation regarding the proposed Share Consolidation shall be valid for 12 months from the date of approval of this resolution.”

Yours faithfully,  
By order of the Board  
**NANJING SINOLIFE UNITED COMPANY LIMITED\***  
**Gui Pinghu**  
*Chairman*

Nanjing, the People's Republic of China, 15 May 2015

*Notes:*

1. Holders of H Shares who intend to attend the H Shares Class Meeting 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 H Shares Class Meeting, i.e. no later than Tuesday, 9 June 2015.
2. Holders of H Shares of the Company entitled to attend and vote at the H Shares Class Meeting 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 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 H Shares Class Meeting 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 or by other decision-making body shall attend the H Shares Class Meeting 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 H Shares Class Meeting, the register of members of the Company will be closed from Saturday, 30 May 2015 to Tuesday, 30 June 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 H Shares Class Meeting, holders of H Shares whose transfers have not been registered shall deposit all transfer documents accompanied by the relevant share certificates at 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, 29 May 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 H Shares Class Meeting 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 Listing Rules, the above resolutions will be decided by way of poll, except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands.
7. The form of proxy for use at the H Shares Class Meeting 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.*