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If you have sold or transferred all your shares in Nanjing Sinolife United Company Limited, you should at once hand this circular together with the accompanying reply slip and form of proxy to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS; (2) PROPOSED AMENDMENTS TO THE ARTICLES; AND (3) NOTICE OF EGM

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the EGM to be held at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC on Friday, 23 October 2015 at 10:00 a.m. is set out in this circular and the reply slip and form of proxy are also enclosed hereto. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's registered office in the PRC, at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares), as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. Shareholders who intend to attend the EGM in person or by proxy should complete and return the reply slips in accordance with the instructions printed thereon on or before Friday, 2 October 2015.

* *For identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	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 PRC, the H Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic share(s) of the Company with a nominal value of RMB0.10 each in the share capital of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve, among other matters, (i) the re-election of the Directors and the Supervisors; and (ii) the amendments to the Articles
“Group”	collectively, the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	H share(s) of the Company with a nominal value of RMB0.10 each in the share capital of the Company
“Latest Practicable Date”	1 September 2015, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of RMB0.10 in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent

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LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Gui Pinghu (*Chairman*)
Ms. Zhang Yuan (*Chief executive officer*)
Ms. Xu Li
Ms. Zhu Feifei

Non-executive Director:

Mr. Xu Chuntao

Independent non-executive Directors:

Mr. Jiang Fuxin
Ms. Feng Qing
Mr. Vincent Cheng

Registered office and headquarters:

30/F, Deji Building
188 Chang Jiang Road
Xuanwu District
Nanjing, Jiangsu Province
PRC

***Principal place of
business in Hong Kong:***

40th Floor, Jardine House
1 Connaught Place
Hong Kong

7 September 2015

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS;
AND
(2) PROPOSED AMENDMENTS TO THE ARTICLES**

I. INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the EGM relating to, among other things, the proposed re-election of all the existing Directors and the existing Supervisors (other than the two employee representative Supervisors who will be re-elected by the employees of the Group) and the proposed amendments to the Articles; together with the notice of EGM.

II. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS

The term of office of the first session of the members of the Board and the Board of Supervisors will expire on 24 October 2015. The following persons have been nominated for, and agreed to their re-election as members to the second session of the Board or the Board of Supervisors. Separate ordinary resolutions to approve their re-election will be proposed at the EGM for the Shareholders' consideration and approval. It is also proposed that (i) any Director be authorised, on behalf of the Company, to enter into a service agreement (or letter of

* For identification purposes only

LETTER FROM THE BOARD

appointment in the case of non-executive Director(s) or independent non-executive Director(s)) with each of the following persons with a term of three years, effecting from the date when the resolution in relation to his/her re-election is passed; and (ii) the Board and the Board of Supervisors, after obtaining the approval from Shareholders at the EGM, be authorised to determine the remuneration of each Director and Supervisor, respectively.

Proposed Director or Supervisor	Current position in the Company	Proposals
Mr. Gui Pinghu (桂平湖)	Executive Director	Re-elected to be executive Director
Ms. Zhang Yuan (張源)	Executive Director	Re-elected to be executive Director
Ms. Xu Li (徐麗)	Executive Director	Re-elected to be executive Director
Ms. Zhu Feifei (朱飛飛)	Executive Director	Re-elected to be executive Director
Mr. Xu Chuntao (許春濤)	Non-executive Director	Re-elected to be non-executive Director
Mr. Jiang Fuxin (蔣伏心)	Independent non-executive Director	Re-elected to be independent non-executive Director
Ms. Feng Qing (馮晴)	Independent non-executive Director	Re-elected to be independent non-executive Director
Mr. Vincent Cheng (鄭嘉福)	Independent non-executive Director	Re-elected to be independent non-executive Director
Ms. Yu Min (余敏)	Supervisor representing the Shareholders	Re-elected to be Supervisor
Mr. Tao Xingrong (陶興榮)	Supervisor representing the Shareholders	Re-elected to be Supervisor
Ms. Wu Xuemei (吳雪梅)	Supervisor representing the Shareholders	Re-elected to be Supervisor

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Brief information concerning the above proposed Directors and Supervisors (collectively called “**Nominee(s)**”) is set out in Appendix I to this circular. The Supervisors representing the employees of the Company shall be elected by the employees of the Company in the form of democratic election. The results of such election will be announced together with the poll results of the EGM.

Except for those stated in Appendix I to this circular, as at the Latest Practicable Date, no Nominee has held any directorship in any other listed companies or taken up a post in any affiliated companies of the Company in the past three years. In addition, except for those stated in Appendix I to this circular, no Nominee has any relationship with any other Director, Supervisor, senior management, substantial Shareholder or controlling Shareholder of the Company. No Nominee has any equity interest in the Company within the meaning of Part XV of the SFO.

The Nominees will be elected subject to approval by Shareholders at the EGM, and their terms of office will be three years, effective from the date when the resolution in relation to his/her re-election is passed. The remuneration of each Director and Supervisor will be determined with reference to their duties, responsibilities, experience as well as the current market situations.

Except for those stated in this circular, the Company considers that there is no other information relating to the Nominees to be disclosed pursuant to Rule 13.51(2) of the Listing Rules nor any matter which needs to be brought to the attention of the Shareholders as at the Latest Practicable Date.

III. PROPOSED AMENDMENTS TO THE ARTICLES

Reference is made to the announcement of the Company dated 25 August 2015. The Board proposes to amend the Articles to simplify the disclosure on the share capital structure of the Company. The Board also proposes to adopt a new set of amended and restated Articles containing the aforesaid proposed amendments to the Articles in substitution for and to the exclusion of the existing Articles.

The proposed amendments to the Articles are as follows:

(i) Existing **Article 15** of the Articles:

“As approved by the governmental bodies authorized by the State Council, the Company issued 55,000,000 shares at a par value of RMB1 each to its promoter upon its establishment. Such shares were acquired and held by the promoter.”

It is proposed that the existing **Article 15** be deleted in its entirety and replaced with the following:

“As approved by the governmental bodies authorized by the State Council, the Company issued 55,000,000 shares at a par value of RMB1 each to its promoters upon its establishment. Such shares were acquired and held by the promoters.

LETTER FROM THE BOARD

Upon the establishment of the Company, the name of the promoters, their number of shares held, equity interest, method of investment and date of investment were as follows:

No.	Name of promoter	Number of shares held ('0000 shares)	Equity interest (%)	Method of investment	Date of investment
1	Gui Pinghu	4,766.85	86.67	personal assets	8 October 2012
2	Wu Yanmei	529.65	9.63	personal assets	8 October 2012
3	Nanjing Zhongyan Investment Limited Partnership	203.50	3.70	personal assets	8 October 2012
Total		<u>5,500</u>	<u>100</u>	”	

(ii) Existing **Article 16** of the Articles:

“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.”

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It is proposed that the existing **Article 16** 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.

As at 23 August 2015, the share capital structure of the Company: there are a total of 838,169,000 ordinary shares, of which 477,126,590 shares are held by Gui Pinghu, one of the promoters, 52,965,000 shares are held by Wu Yanmei, one of the promoters, 81,019,410 shares are held by other holders of the domestic shares and 227,058,000 shares are held by the holders of overseas foreign listed shares.”

Save for the proposed amendments to the Articles set out above, other provisions in the Articles remain unchanged.

The Company confirms that the amendments to the Articles will not affect the existing businesses and operations of the Group and the Directors confirm that the proposed amendments to the Articles are in compliance with the Listing Rules. Based on the confirmation made by the Company’s PRC legal adviser, the proposed amendments of the Articles comply with the PRC laws.

The proposed amendments to the Articles and the proposed adoption of the new Articles are subject to the approval of Shareholders by way of special resolutions at the EGM.

Shareholders are advised that the Articles are available in English and Chinese. The English translation of the Articles is for reference only. In case of any inconsistency, the Chinese version shall prevail.

IV. EGM

A notice convening the EGM to be held at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC on Friday, 23 October 2015 at 10:00 a.m. is set out on pages 14 to 19 of this circular. Ordinary resolutions will be proposed at the EGM to consider and, if thought fit, to approve the re-election of Directors and Supervisors, by way of poll. Special resolutions will be proposed at the EGM to consider and, if thought fit, to approve the amendments to the Articles and the adoption of the new Articles by way of poll. The poll results of the EGM will be announced after the EGM.

LETTER FROM THE BOARD

Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or to the Company's registered office in the PRC, at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish. Shareholders who intend to attend the EGM in person or by proxy should complete and return the reply slip in accordance with the instructions printed thereon on or before Friday, 2 October 2015.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the EGM shall be taken by poll. In order to determine the Shareholders who are eligible to attend the EGM, the register of members of the Company will be closed from Wednesday, 23 September 2015 to Friday, 23 October 2015 (both dates inclusive) during which period no transfer of Shares will be registered.

V. RECOMMENDATION

The Directors consider that all matters proposed to be approved at the EGM are in the interests of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Your attention is also drawn to the additional information set out in the appendix to this circular.

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

* For identification purposes only

I. PROPOSED DIRECTORS

Mr. Gui Pinghu (桂平湖), aged 55, the founder of the Group, is the chairman and was appointed as an executive Director on 24 May 1999. Mr. Gui is also a director of Australia Cobayer Health Food Co. Pty Ltd., Shanghai Weiyi Investment & Management Limited* (上海惟翊投資管理有限公司) (“**Shanghai Weiyi**”) and Good Health Products Limited, Shanghai Weiyi’s wholly-owned subsidiary. He is primarily responsible for the strategic development of the Company. He graduated from a college in Nanjing, majoring in Chinese in July 1989 and was awarded a degree of Executive Master of Business Administration, which was a part-time programme from Fudan University in June 2010. As at the Latest Practicable Date, Mr. Gui was interested in approximately 86.74% of the Domestic Shares.

From November 1992 to October 1994, he was the general manager of Hainan East & West Advertisement Art Company* (海南東西方廣告藝術公司). Subsequently, he became the general manager of Nanjing Tangshan Garden Hotel* (南京湯山花園酒店) between January 1995 and December 1996. During the period between January 1997 and December 1998, he was the general manager of Nanjing Xin Chuang Mould and Die Factory* (南京新創模具廠). In May 1999, he established the Company and has since then been the Director. He has more than 10 years of experience in the nutritional supplements industry.

Ms. Zhang Yuan (張源), aged 45, was appointed as an executive Director and the Chief Executive Officer on 17 June 2011. Ms. Zhang is also a director of Nanjing Zhongsheng Bio-Tech Co. Limited* (南京中生生物科技有限公司), Hangzhou Zhongyan Biological Products Co. Limited* (杭州中研生物製品有限公司), Beijing Zhongsheng Wonderful Health Technology Co. Limited* (北京中生美好健康科技有限公司), Guangzhou Zhongyuan Bio-Tech Co. Limited* (廣州中院生物科技有限公司), Zhenjiang Zhongsheng Health Bio-Tech Co. Limited* (鎮江中生健康科技有限公司), Shanghai Kanghe Biological Technology Company Limited* (上海康赫生物科技有限公司), Tianjing Kanger Biological Technology Company Limited* (天津康爾生物科技有限公司), Hangzhou Aoka Biological Technology Company Limited* (杭州澳卡生物科技有限公司), Good Health Products Limited and Nanjing Zhaiyigou Electronic Commerce Company Limited* (南京宅易購電子商務有限公司). She was appointed as the chairman of Shanghai Weiyi in October 2014. Ms. Zhang is primarily responsible for the management, organisation and implementation of Board decisions. As at the Latest Practicable Date, Ms. Zhang was interested in approximately 1.08% of the Domestic Shares.

Ms. Zhang has more than 10 years of experience in the nutritional supplements industry. She was appointed as the office supervisor in May 1999 and the deputy general manager in January 2008. Ms. Zhang obtained a degree of Executive Master of Business Administration, which was a part-time programme from Nanjing University in June 2012.

Ms. Xu Li (徐麗), aged 41, was appointed as an executive Director on 25 October 2012. Ms. Xu is also a director of Suzhou Zhongsheng Health & Biological Products Co. Limited* (蘇州中生健康生物製品有限公司), Wuxi Zhongyan Health Products Co. Limited* (無錫中研健康品有限公司), Changzhou Zhongsheng Wonderful Bio-Health Products Co. Limited* (常州中生美好生物製品有限公司), Jinan Zhongsheng Chinese Commerce Biological Products Co. Limited* (濟南中生華商生物製品有限公司), Shenzhen Zhongsheng Chinese Commerce Bio-Tech Co. Limited* (深圳市中生華商生物科技有限公司), Wuhan Zhongsheng Chinese Commerce Biological Technology Co. Limited* (武漢中生華商生物科技有限公司), Shenyang Zhongsheng Wonderful Biological Technology Company Limited* (瀋陽中生美好生物科技有限公司) and Qingdao Zhongsheng Biological Products Co. Limited* (青島中生康健生物製品有限公司). Ms. Xu is primarily responsible for the marketing of the Group. As at the Latest Practicable Date, Ms. Xu was interested in approximately 0.90% of the Domestic Shares.

Ms. Xu has more than 10 years of experience in the nutritional supplements industry. She joined the Company as the sales manager in January 2002. In January 2010, she was promoted to be the marketing general manager. In October 2012, she was promoted to be the vice general manager and sales director.

Ms. Xu obtained a diploma in Economic Management from PRC Jiangsu Province Party School* (中共江蘇省委黨校) in July 1999 and took a course in relation to Business Administration at the Nanjing Normal University in September 2009, both of which were part-time programmes. She is currently studying for an Executive Master of Business Administration in Zhejiang University.

Ms. Zhu Feifei (朱飛飛), aged 33, was appointed as an executive Director on 25 October 2012. She is also a director of Fuzhou City Gulou District Zhongsheng Wonderful Biological Technology Company Limited* (福州市鼓樓區中生美好生物科技有限公司). Ms. Zhu is primarily responsible for the production of the Group. As at the Latest Practicable Date, Ms. Zhu was interested in approximately 0.11% of the Domestic Shares.

In July 2003, she joined the Company as a sales clerk of the sales department. She was promoted to be the chief production officer in January 2008. She was appointed as a Director in October 2012. Ms. Zhu graduated from a part-time programme of the Open University of China majoring in Business Administration in January 2008.

Mr. Xu Chuntao (許春濤), aged 46, was appointed as a non-executive Director on 16 May 2013. Mr. Xu is the representative of Shanghai Fosun Chuangfu Shareholding Investment Fund Limited Partnership* (上海復星創富股權投資基金合夥企業(有限合夥)), the pre-IPO investor of the Company.

Mr. Xu joined the Shanghai Chest Hospital as a doctor in July 1993. He joined Fosun Capital Investment & Management Company Limited* (上海復星創富投資管理有限公司), an investment and asset management company in January 2012 and is currently its senior investment director. He is also a director of Good Health Products Limited. Mr. Xu was appointed as the general manager of Shanghai Weiyi in October 2014. Mr. Xu obtained a bachelor degree in Clinical Medicine from Shanghai Medical College of Fudan University* (復

旦大學上海醫學院) (formerly known as Shanghai Medical University* (上海醫科大學)) in July 1993. He was awarded a master degree in Business Administration from the Charles Darwin University (formerly known as Northern Territory University) in October 1998.

Mr. Jiang Fuxin (蔣伏心), aged 59, was appointed as an independent non-executive Director on 25 October 2012. Mr. Jiang graduated from East China Normal University, majoring in History of Foreign Economics Theories in December 1986 and subsequently obtained a master degree in Economics from East China Normal University in September 1987. He was awarded a doctoral degree in Agricultural Studies from Nanjing Agricultural University in July 1996, which was a part-time programme. He was engaged as a teaching assistant and a lecturer of Nanjing Normal University in March 1980 and September 1987 respectively. He was promoted to the position of assistant professor of Nanjing Normal University in September 1989 and a professor in December 1994.

Mr. Jiang was an independent non-executive director of Nanjing Xinjiekou Department Store Co., Ltd.* (南京新街口百貨商店股份有限公司) (a company listed on the Shanghai Stock Exchange (stock code: 600682)) which is principally engaged in general merchandise retailing business, between October 2007 and October 2013. In between February 2012 and January 2015, Mr. Jiang was also an independent non-executive director of Jiangsu Yanghe Brewery Joint-Stock Co., Ltd.* (江蘇洋河酒廠股份有限公司) (a company listed on the Shenzhen Stock Exchange (stock code: 002304)) which is principally engaged in brewery business. In January 2015, Mr. Jiang was appointed as an independent non-executive director of Jiangsu High Hope Corporation (江蘇匯鴻股份有限公司) (a company listed on Shanghai Stock Exchange (stock code: 600981)).

Ms. Feng Qing (馮晴), aged 46, was appointed as an independent non-executive Director on 25 January 2013. Ms. Feng graduated from Nanjing Agricultural University majoring in Food Science in July 1989 and obtained a master degree in Science from Nanjing Agricultural University in July 1996. She was awarded a doctoral degree in Agricultural Science by the Nagoya University in Japan in March 2002.

She joined the Shanghai Normal University as a professional technical staff in July 1996. She worked at the department of pharmacology and toxicology at Geisel School of Medicine at Dartmouth (formerly known as Dartmouth Medical School) between July 2003 and April 2008. Since September 2009, she has been a professor of the School of Public Health, Department of Nutrition and Food Safety at Nanjing Medical University.

Mr. Vincent Cheng (鄭嘉福), formerly known as Cheng Ka Fuk Vincent (鄭嘉福) *FCPA (Aust)*, *FCPA (HK)*, *FCIS*, *FTI (HK)*, aged 51, was appointed as an independent non-executive Director on 10 August 2013. Mr. Cheng obtained a master degree in Business Administration from Deakin University in Australia (as a joint program of Deakin University and CPA Australia) in May 2003, and a bachelor of arts degree in Accountancy from the City University of Hong Kong (formerly known as City Polytechnic of Hong Kong) in November 1993. Mr. Cheng was admitted as a fellow of CPA Australia in December 2000 and a fellow of HKICPA in April 2008.

From December 1987 to September 2000, Mr. Cheng was employed with a financial planning firm and was promoted to chief accountant (Hong Kong) before he left such group. In October 2000, Mr. Cheng joined Vitapharm Research Pty Ltd in Australia, a company which is engaged in chemical and pharmaceutical business (formerly known as Vital BioTech Holdings Limited, Vital Pharmaceutical Holdings Limited and Vital Group Holdings Limited respectively) (“**Vital**”), as project manager. Mr. Cheng was responsible for fund raising activities and relationship management in Vital, and he left Vital in February 2002 after its listing on the Growth Enterprise Market of the Stock Exchange (“**GEM**”).

In May 2003, Mr. Cheng joined Continental Holdings Limited (together with its group members, the “**Continental Group**”), a company engaged in consumer goods business and listed on the Main Board of the Stock Exchange (stock code: 513), as a project manager. During his tenure with the Continental Group, he held various posts including the head of its finance and accounts department, the company secretary, and the qualified accountant. Mr. Cheng left the Continental Group in July 2010.

During the period between 22 September 2006 and 5 October 2009, Mr. Cheng was a director of Bowie Dynamics Holdings Limited (“**Bowie**”). In February 2010, Bowie was dissolved by deregistration based on its own application pursuant to section 291AA of the Companies Ordinance (previously Chapter 32 of the Laws of Hong Kong and was repealed on 3 March 2014). Under section 291AA of the Companies Ordinance, an application to deregister a private company can only be made if (a) all the members of the company agree to the deregistration; (b) the company has never commenced business or operation, or has ceased to carry on business or ceased operation for more than three months immediately before the application; and (c) the company has no outstanding liabilities. Mr. Cheng confirmed that there was no wrongful act on his part leading to the dissolution of Bowie by deregistration and that, as far as Mr. Cheng is aware, no actual or potential claim has been or will be made against him as a result of such dissolution. The Directors are of the view that Mr. Cheng has the character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as a director of a listed issuer.

In January 2011, he was appointed as the deputy finance director of a multi-disciplinary architecture firm and is currently its finance director. In December 2011, Mr. Cheng was appointed as the independent non-executive director of Flying Financial Service Holdings Limited, a company engaging in the provision of integrated short-term financing services and listed on the GEM (stock code: 8030).

II. PROPOSED SUPERVISORS

Ms. Yu Min (余敏), aged 36, was appointed as the chairman of the Board of Supervisors on 25 October 2012. Ms. Yu is also the director of Chengdu Zhongsheng Hua Mei Bio-Tech Co. Limited* (成都中生華美生物科技有限公司), Hefei Aoka Biological Technology Company Limited* (合肥澳卡生物科技有限公司), Xian Aoka Biological Technology Company* (西安澳卡生物科技有限公司) and Nantong Zhongsheng Wonderful Health Food Products Limited (南通中生美好保健食品有限公司). Ms. Yu graduated from Jinling Institute of Technology (金陵科技學院) (formerly known as Nanjing Agricultural School* (南京市農業專科學校)) majoring in Accounting in June 1999. As at the Latest Practicable Date, Ms. Yu was interested in approximately 0.11% of the Domestic Shares.

In 2002, Ms. Yu joined the Company as an accounting clerk and remained in such position between September 2002 and September 2004. In September 2004, she became the sales manager of Nanjing and was promoted as the manager of the customer service team in January 2008. She was subsequently appointed as the chairman of the Board of Supervisors and customer relations manager in October 2012.

Mr. Tao Xingrong (陶興榮), aged 38, was appointed as one of the Supervisors on 16 May 2013. Mr. Tao was awarded a bachelor degree in Commercial Law from Zhejiang Gongshang University (浙江工商大學) (formerly known as Hangzhou Commerce College* (杭州商學院)) in July 1999. He obtained the Judicial Professional Qualification Certificate* (司法職業資格證書) in September 2002.

Prior to joining Fosun Capital Investment & Management Company Limited* (上海復星創富投資管理有限公司), an investment and asset management company in August 2007, Mr. Tao was the legal clerk of Jiangsu Province Nantong Intermediate People's Court of the PRC* (江蘇省南通市中級人民法院). He is currently the general manager of legal affairs of Fosun Capital Investment & Management Company Limited.

Ms. Wu Xuemei (吳雪梅), aged 36, was appointed as one of the Supervisors on 25 October 2012. Ms. Wu graduated from a self-learning programme of the Nanjing Normal University majoring in English in June 2003. As at the Latest Practicable Date, Ms. Wu was interested in approximately 0.09% of the Domestic Shares.

In September 2005, Ms. Wu joined the Company as sales clerk and was promoted to be the deputy sales manager of Nanjing in January 2010. In October 2012, she was appointed as a member of the Board of Supervisors. In March 2014, she was promoted to general manager of Cobayer Business Department of the Company.

* For identification purposes only

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 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 (“**PRC**”) on Friday, 23 October 2015 at 10:00 a.m. 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:

ORDINARY RESOLUTIONS

1. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the second session of the board of the Company (“**Board**”):

- 1.1 “**THAT** the re-election of Mr. Gui Pinghu as an executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director's service contract with Mr. Gui Pinghu, and **THAT** the Board be and is hereby authorised to determine his remuneration.”

- 1.2 “**THAT** the re-election of Ms. Zhang Yuan as an executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director's service contract with Ms. Zhang Yuan, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

- 1.3 “**THAT** the re-election of Ms. Xu Li as an executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director's service contract with Ms. Xu Li, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

* For identification purposes only

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- 1.4 “**THAT** the re-election of Ms. Zhu Feifei as an executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Ms. Zhu Feifei, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

- 1.5 “**THAT** the re-election of Mr. Xu Chuntao as a non-executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the letter of appointment with Mr. Xu Chuntao, and **THAT** the Board be and is hereby authorised to determine his remuneration.”

- 1.6 “**THAT** the re-election of Mr. Jiang Fuxin as an independent non-executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the letter of appointment with Mr. Jiang Fuxin, and **THAT** the Board be and is hereby authorised to determine his remuneration.”

- 1.7 “**THAT** the re-election of Ms. Feng Qing as an independent non-executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the letter of appointment with Ms. Feng Qing, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

- 1.8 “**THAT** the re-election of Mr. Vincent Cheng as an independent non-executive director of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the letter of appointment with Mr. Vincent Cheng, and **THAT** the Board be and is hereby authorised to determine his remuneration.”

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2. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the second session of the board of supervisors of the Company:

- 2.1 “**THAT** the re-election of Ms. Yu Min as a supervisor of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Ms. Yu Min, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

- 2.2 “**THAT** the re-election of Mr. Tao Xingrong as a supervisor of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Mr. Tao Xingrong, and **THAT** the Board be and is hereby authorised to determine his remuneration.”

- 2.3 “**THAT** the re-election of Ms. Wu Xuemei as a supervisor of the Company be and is hereby considered and approved, with effect from the date of this resolution for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Ms. Wu Xuemei, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

SPECIAL RESOLUTIONS

3. “**THAT** the articles of association of the Company (“**Articles**”) be amended as follows:

- (i) **Article 15** of the Articles is proposed to be deleted in its entirety and replaced with the following:

“As approved by the governmental bodies authorized by the State Council, the Company issued 55,000,000 shares at a par value of RMB1 each to its promoters upon its establishment. Such shares were acquired and held by the promoters.

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Upon the establishment of the Company, the name of the promoters, their number of shares held, equity interest, method of investment and date of investment were as follows:

No.	Name of promoter	Number of shares held (‘0000 shares)	Equity interest (%)	Method of investment	Date of investment
1	Gui Pinghu	4,766.85	86.67	personal assets	8 October 2012
2	Wu Yanmei	529.65	9.63	personal assets	8 October 2012
3	Nanjing Zhongyan Investment Limited Partnership	203.50	3.70	personal assets	8 October 2012
Total		<u>5,500</u>	<u>100</u>		”

- (ii) **Article 16** of the Articles 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.

As at 23 August 2015, the share capital structure of the Company: there are a total of 838,169,000 ordinary shares, of which 477,126,590 shares are held by Gui Pinghu, one of the promoters, 52,965,000 shares are held by Wu Yanmei, one of the promoters, 81,019,410 shares are held by other holders of the domestic shares and 227,058,000 shares are held by the holders of overseas foreign listed shares.””

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

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

Nanjing, the People’s Republic of China, 7 September 2015

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 Friday, 2 October 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 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 or the Company’s registered office in the PRC at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC for holders of domestic 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, its legal representative or any representative authorised by its board 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 the Company will be closed from Wednesday, 23 September 2015 to Friday, 23 October 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, holders of H shares whose transfer 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 Tuesday, 22 September 2015.

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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, except where the chairman, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by show of hands.
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.