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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 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 (“**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

- 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.”

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.

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
		<hr/>	<hr/>		
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.””

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.
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.