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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 incorporated in the People's Republic of China)*

**(Stock code: 3332)**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting 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 (the “**PRC**”) on Monday, 6 June 2016 at 10:30 a.m. for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions:

### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors of the Company (the “**Board**”) for the year ended 31 December 2015.
2. To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2015.
3. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2015.
4. To consider and approve the financial report of the Company for the year ended 31 December 2015 and the budget report of the Company for the year ending 31 December 2016.
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2015, and authorise the Board to deal with all issues in relation to the Company's distribution of final dividend and special dividend for the year ended 31 December 2015.
6. To consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the international auditors and the domestic auditors of the Company respectively, to hold office until the conclusion of next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the auditors.
7. To authorise the Board to fix the remuneration of the directors and supervisors.
8. To consider and approve the allocation of statutory common reserve fund for the year ended 31 December 2015.

## SPECIAL RESOLUTION

9. To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the aggregate nominal value of the domestic shares and H shares of the Company respectively in issue, and to authorise the Board to make amendments to the articles of association of the Company (the “**Articles**”) as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:

“**THAT:**

- (A) (a) subject to paragraph (c) below and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the Articles and the relevant laws and regulations of the PRC, the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the aggregate nominal value of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal value of domestic shares and H shares of the Company respectively in issue at the date of passing of this resolution;
- (d) the Board shall only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and
- (e) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; or

(iii) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the shareholders in general meeting.

(B) the Board be authorised to make amendments to the Articles as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to the sub-paragraph (A) (a) of this resolution.”

By Order of the Board  
**NANJING SINOLIFE UNITED COMPANY LIMITED\***  
**Gui Pinghu**  
*Chairman*

Nanjing, the PRC, 21 April 2016

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman, in good faith, decides to allow a resolution purely relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Shareholders who intend to attend the above 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 above meeting, i.e. no later than Monday, 16 May 2016.
3. Any shareholder of the Company who is entitled to attend and vote at the above 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.
4. In order to be valid, the form of proxy together with the notarised power of attorney or other authorisation documents, if any, must be deposited 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 of the Company) 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 of the Company) at least 24 hours prior to the above 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 above meeting of the Company 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 form of proxy shall clearly indicate the number and types of shares each person is authorised in relation to. 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.

5. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Saturday, 7 May 2016 to Monday, 6 June 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above 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, 6 May 2016.

6. For determining the entitlement to the proposed final dividend and special dividend (subject to approval by the shareholders at the above meeting), the register of members of the Company will be closed from Saturday, 11 June 2016 to Friday, 17 June 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special dividend, 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, 10 June 2016.

*As at the date of this announcement, 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 purposes only*