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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)**

### **INSIDE INFORMATION ANNOUNCEMENT GRANT OF LISTING APPROVAL BY THE STOCK EXCHANGE FOR THE IMPLEMENTATION OF THE H SHARE FULL CIRCULATION BY THE COMPANY**

This announcement is made by Nanjing Sinolife United Company Limited\* (the “**Company**”) pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09(2)(a) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

References are made to the announcements of the Company dated 16 May 2024 and 3 July 2024 (the “**Announcements**”) in relation to the proposed implementation of the H share full circulation by the Company. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

#### **LISTING APPROVAL GRANTED BY THE STOCK EXCHANGE**

The Company has applied to the Listing Committee of the Stock Exchange for the approval (the “**Listing Approval**”) of the listing of and permission to deal in 673,828,770 H Shares (the “**Converted H Shares**”), representing the maximum total number of Domestic Shares to be converted under the Conversion and Listing. The Board is pleased to announce that the Listing Approval was granted by the Stock Exchange on 18 July 2024.

#### **SHAREHOLDING STRUCTURE**

The Conversion and Listing will involve a total of 17 participating holders (the “**Participating Shareholders**”) of 673,828,770 Domestic Shares, which represent approximately 71.21% of the total issued shares of the Company.

Set out below is the percentage holding in the Company in relation to the Participating Shareholders upon completion of the Conversion and Listing:

Name of Participating Shareholder	Number of Converted H Shares	Approximate percentage of total issued shares of the Company upon completion of the Conversion and Listing <sup>Note</sup>
Gui Pinghu (桂平湖)	494,605,108	52.27%
Gui Ke (桂客)	61,111,000	6.46%
Wu Yanmei (吳艷梅)	52,965,000	5.60%
Zhou Li (周麗)	35,075,453	3.71%
Shanghai Zhongwei Venture Capital Center (Limited Partnership)* (上海中衛創業投資中心(有限合夥))	11,759,582	1.24%
Zhang Yuan (張源)	6,599,550	0.70%
Zhou Dong (周東)	3,518,467	0.37%
Shanghai Jiahanyin Investment Co., Ltd* (上海甲翰寅投資有限公司)	3,355,400	0.35%
Wang Tingting (王婷婷)	659,340	0.07%
Zhou Qian (周倩)	659,340	0.07%
Ge Hongxia (葛紅霞)	659,340	0.07%
Zhu Feifei (朱飛飛)	659,340	0.07%
Yu Min (餘敏)	659,340	0.07%
Liang Lijun (梁麗君)	551,480	0.06%
Zhi Hui (支卉)	441,590	0.05%
Song Jiming (宋繼明)	274,720	0.03%
Chen Hairong (陳海榮)	274,720	0.03%
<b>Total</b>	<b>673,828,770</b>	<b>71.21%</b>

*Note:* Approximate percentage of total issued shares of the Company is rounded to the nearest two decimal places for identification purposes.

The share capital structure of the Company as at the date of this announcement and upon completion of the Conversion and Listing is set out below:

Class of shares	As at the date of this announcement		Upon completion of the Conversion and Listing	
	<i>Number of shares</i>	<i>Percentage</i>	<i>Number of shares</i>	<i>Percentage</i>
<b>Domestic Shares</b>	673,828,770	71.21%	—	—
<b>H Shares</b>	272,469,600	28.79%	946,298,370	100.00%
<b>Total number of issued shares of the Company</b>	946,298,370	100.00%	946,298,370	100.00%

### CONVERSION AND TRADING PROCEDURES

The Company will complete the following procedures in connection with the Conversion and Listing:

- (1) with their authorisation and on behalf of the Participating Shareholders, the Company will complete the procedure for deregistration of Domestic Shares held by the Participating Shareholders in China Securities Depository and Clearing Corporation Limited (“**China Clearing**”), Shenzhen Branch so that the Participating Shareholders holding an aggregate of 673,828,770 Domestic Shares will be removed from the register of members of Domestic Shares maintained by China Clearing;
- (2) with their authorisation and on behalf of the Participating Shareholders, the Company will appoint China Clearing as the nominee to deposit the relevant securities (the “**Relevant Securities**”) at China Securities Depository and Clearing (Hong Kong) Company Limited (“**China Clearing HK**”). China Clearing HK in its own name will deposit the Relevant Securities at Hong Kong Securities Clearing Company Limited (“**HKSCC**”). China Clearing, as the nominee of the Participating Shareholders, will handle all custody, maintenance of detailed records, cross-border settlement and corporate actions etc. relating to the Converted H Shares for the Participating Shareholders;
- (3) the Company will instruct the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, in relation to the issue of the relevant share certificates of the Converted H Shares; and
- (4) the Company will make arrangements to enable the Converted H Shares to be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the Central Clearing and Settlement System (“**CCASS**”).

The holders of the Converted H Shares can only conduct trading of the Converted H Shares after completion of the below arrangements in relation to the registration, depositary and transaction settlement of the Conversion and Listing:

- (1) the Company will apply to China Clearing, Shenzhen Branch for the maintenance of the detailed records of the initial holding of the Converted H Shares by the relevant holders. Meanwhile, the Company will submit applications for a domestic transaction commission code and abbreviation, which will be confirmed by China Clearing, Shenzhen Branch pursuant to the authorisation of the Shenzhen Stock Exchange (the “**Shenzhen Stock Exchange**”);
- (2) the Shenzhen Stock Exchange authorises Shenzhen Securities Communication Co., Ltd. to provide services relating to trading entrustment orders and transmission of trading messages between a domestic securities company (the “**Domestic Securities Company**”) and a Hong Kong securities company (the “**Hong Kong Securities Company**”) for the Converted H Shares, and the real-time market forwarding services of the relevant H Shares;
- (3) according to the “Circular of the State Administration of Foreign Exchange on Issues concerning the Administration of Foreign Exchange Involved in Overseas Listing” (《國家外匯管理局關於境外上市外匯管理有關問題的通知》), the holders of the Converted H Shares who are PRC nationals should complete the overseas shareholding registration with the local foreign exchange administration bureau before the shares are sold, and after the overseas shareholding registration, open a specified bank account for the purpose of holding of shares overseas by onshore investors at an designated onshore bank with relevant qualifications, and open a specified fund account for the purpose of H share “Full Circulation” at the Domestic Securities Company. The Domestic Securities Company shall open a securities trading account for H share “Full Circulation” at the Hong Kong Securities Company; and
- (4) the holders of the Converted H Shares who are PRC nationals should, through the specified account, submit entrusted trading order of the Converted H Shares through the Domestic Securities Company. Such orders will be submitted to the Stock Exchange for trading through the securities trading account opened by the Domestic Securities Company at the Hong Kong Securities Company. After completion of the transaction, the Hong Kong Securities Company and China Clearing HK, China Clearing HK and China Clearing, China Clearing and the Domestic Securities Company, the Domestic Securities Company and the holders of the Converted H Shares will conduct settlement respectively.

The Company has been liaising with China Clearing regarding the Conversion and Listing, and will notify the shareholders and potential investors of the Company the expected date on which the share certificates for the Converted H Shares will be issued to China Clearing HK and deposited into CCASS and the expected date on which the listing of the Converted H Shares on the Stock Exchange will commence. Further announcement(s) will be made by the Company when and where appropriate.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By order of the Board  
**Nanjing Sinolife United Company Limited\***  
**Gui Pinghu**  
*Chairman*

Nanjing, the People's Republic of China, 19 August 2024

*As at the date of this announcement, the executive Directors are Mr. Gui Pinghu, Ms. Zhang Yuan and Ms. Zhu Feifei; and the independent non-executive Directors are Mr. Yu Bo, Ms. Cai Tianchen and Mr. Wang Wei.*

*\* For identification purposes only*