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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 (the “**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 (the “**PRC**”) at 9:30 a.m. on Thursday, 21 July 2016 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, where appropriate:

ORDINARY RESOLUTION

1. “THAT

- (a) the form and substance of the conditional agreement (“**Agreement**”) dated 6 April 2016 entered into among (i) the Company; (ii) 上海復星惟實一期股權投資基金合夥企業(有限合夥) (its unofficial English name being Shanghai Fosun Weishi Phase I Equity Investment Fund Partnership (L.P.)) (“**Fosun Partnership**”); and (iii) Fosun Weishi (Hong Kong) Limited (“**Fosun HK**”) (a copy of which has been produced to the meeting and marked “**A**” and initialed by the chairman of the meeting for the purpose of identification), in relation to the acquisition of 40% equity interest in 上海惟翊投資管理有限公司 (its unofficial English name being Shanghai Weiyi Investment & Management Limited Company) (“**Target Company**”) from Fosun Partnership by the Company and the subscription by Fosun HK for 38,000,000 H shares of the Company at a subscription price of HK\$3.50 per subscription share, and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and
- (b) any one of the directors (“**Directors**”) of the Company be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement, or any of the transactions contemplated under the Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents, which are not

* *For identification purposes only*

fundamentally different from those as provided under the Agreement) as are, in the opinion of the Director, in the interests of the Company and its shareholders as a whole.”

SPECIAL RESOLUTIONS

2. “**THAT** subject to and conditional upon the passing of the ordinary resolution numbered 1 as set out in this notice of EGM, the unconditional specific mandate granted to the Directors to exercise the powers of the Company to allot and issue and deal with the 38,000,000 H shares of the Company pursuant to the Agreement be and is hereby confirmed and approved.”

3. “**THAT** the articles of association of the Company be amended as follows:

(i) **Article 16** of the articles of association of the Company 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.

After completion of the first allotment of H shares of the Company in 2016, the share capital structure of the Company: there are a total of 938,886,770 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, 143,737,180 shares are held by other holders of the domestic shares and 265,058,000 shares are held by the holders of overseas foreign listed shares.”

(ii) **Article 19** of the articles of association of the Company is proposed to be deleted in its entirety and replaced with the following:

“The registered capital of the Company is RMB93,888,677.””

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

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

Nanjing, the PRC, 3 May 2016

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, PRC at least 20 days before the above meeting, i.e. no later than Thursday, 30 June 2016.
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 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 registered office at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, PRC (for holders of domestic shares) 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) 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, his legal representative or any representative authorised by the board of directors 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 Tuesday, 21 June 2016 to Thursday, 21 July 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 EGM, 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 Monday, 20 June 2016.
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 a 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.