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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Nanjing Sinolife United Company Limited* (the “**Company**”) pursuant to Rule 13.51(1) of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to recommend that amendments (the “**Proposed Amendments**”) be made to the existing articles of association of the Company (the “**Articles of Association**”) for the purposes of, among others:

- (i) to remove references to the Special Regulations of the State Council on Overseas Offering and Listing of Company Limited by Shares* (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Articles of Association of Companies Seeking a Listing Outside the PRC Prerequisite Clauses* (《到境外上市公司章程必備條款》);
- (ii) to align the Articles of Association with the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》) issued by the China Securities Regulatory Commission on 15 December 2023;
- (iii) to delete references to Class Meetings (as defined below);
- (iv) to amend the business scope of the Company; and
- (v) to provide that approval of shareholders of the Company (the “**Shareholders**”) is not required for implementation of the H share full circulation of the Company.

Other house-keeping amendments to the Articles of Association are also proposed for the purpose of clarifying existing practices and making consequential amendments in line with the Proposed Amendments, and to better align the wording with that of the relevant Listing Rules and the applicable laws of the People's Republic of China (the “**PRC**”).

In light of regulation updates in the PRC, the Stock Exchange also issued a consultation paper “Rule Amendments Following Mainland China Regulation Updates and Other Proposed Rule Amendments Relating to PRC Issuers” on 24 February 2023 and a consultation conclusion on 21 July 2023 setting out the corresponding amendments to the Listing Rules, which became effective on 1 August 2023.

Save for the Proposed Amendments, other provisions of the Articles of Association shall remain unchanged. The Proposed Amendments to the Articles of Association are prepared in Chinese and the English translation is for reference only. In case there are any inconsistencies between the Chinese version and the English version, the Chinese version shall prevail.

The Proposed Amendments and the proposed adoption of the amended Articles of Association (“**New Articles of Association**”) are subject to the approval of the Shareholders by way of a special resolution at the extraordinary general meeting of the Company (the “**EGM**”). In addition, the Proposed Amendments and the New Articles of Association are also subject to approval of holders of each of (i) the holders of domestic shares of the Company; and (ii) the holders of H shares of the Company by way of special resolution at their respective class meetings of the Company (the “**Class Meetings**”). The filings with the relevant authorities in the PRC in respect of the New Articles of Association will be made after the passing of the relevant special resolutions by the Shareholders at the EGM and the Class Meetings. The New Articles of Association, incorporating the Proposed Amendments, will take effect on the date on which they are approved at the EGM and the Class Meetings.

The Board considers that the Proposed Amendments are in the interests of the Company and the Shareholders as a whole.

A circular, containing, among others, further information regarding the Proposed Amendments together with the notice of the EGM and the notices of each of the Class Meetings will be despatched to the Shareholders in due course.

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

Nanjing, the People’s Republic of China, 7 March 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*