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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 H SHARE CLASS MEETING**

**NOTICE IS HEREBY GIVEN** that a H share class meeting (the “**H Share Class Meeting**”) of NANJING SINOLIFE UNITED COMPANY LIMITED\* (the “**Company**”) will be held in physical form at 3 Qingma Road, Maqun Science Park, Qixia District, Nanjing, Jiangsu Province, the People’s Republic of China (the “**PRC**”) at 10:00 a.m. (or immediately after the extraordinary general meeting of the Company) on Monday, 6 May 2024 for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution:

#### **SPECIAL RESOLUTION**

1. “**THAT**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the articles of association of the Company (the “**Articles of Association**”) as set out in the Appendix to the circular of the Company dated 21 March 2024, be approved;
- (b) the new Articles of Association (incorporating the Proposed Amendments, a copy of which has been produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purposes is produced to this meeting) be and are hereby approved and adopted as the new Articles of Association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the existing Articles of Association with immediate effect after the close of this meeting; and
- (c) any one Director, secretary or registered office provider of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments

\* *for identification purposes only*

and the adoption of the New Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the PRC and Hong Kong.”

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

Nanjing, People’s Republic of China, 21 March 2024

*Notes:*

1. Holders of H shares of the Company (“**H Shareholders**”) who intend to attend the H Share Class Meeting in person or by proxy should deposit the reply slip at the Company’s registered office at 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing, the PRC at least 20 days before the EGM, i.e. no later than Monday, 15 April 2024.
2. Any H Shareholder entitled to attend and vote at the H Share Class Meeting is entitled to appoint one or more persons (whether such person is a shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf.
3. In order to be valid, the completed and signed form of proxy together with the notarised power of attorney or other authorisation documents, if any, must be deposited 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 at least 24 hours prior to the above meeting (i.e. not later than 10:00 a.m. on Sunday, 5 May 2024 (Hong Kong time)) for which the proxy is appointed to vote or 24 hours prior to the time appointed for holding any adjourned meeting (as the case may be).

If the proxy is a corporation, his/her legal representative or any representative authorised by the board of directors or by other decision-making body shall attend the above meeting on its behalf. If the H Shareholder is a recognised clearing house (or its agent), the H Shareholder may authorise one or more suitable persons to act as its representative at the above meeting; however, if more than one person is 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 H Shareholders.

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 H Share Class Meeting, the register of members of the Company will be closed from Saturday, 6 April 2024 to Monday, 6 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the H Share Class Meeting, H Shareholders 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 Friday, 5 April 2024.

5. Completion and return of an instrument appointing a proxy will not preclude an H Shareholder from attending and voting in person at the H Share Class Meeting 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 resolution 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. Where gale warning (orange typhoon warning or above), rainstorm warning (orange rainstorm warning or above), extreme weather conditions or other similar event is or are in force at 7:30 a.m. on the date of the H Share Class Meeting, the H Share Class Meeting will be postponed. The Company will post an announcement on its website ([www.zs-united.com](http://www.zs-united.com)) and designated website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify the H Shareholders of the date, time and place of the rescheduled meeting.
8. The form of proxy for use at the H Share Class Meeting is enclosed herewith.

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