

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Nanjing Sinolife United Company Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND ELECTION OF DIRECTORS;

AND

(2) NOTICE OF EGM

Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular. A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the EGM to be held at 3 Qingma Road, Maqun Science Park, Qixia District, Nanjing, Jiangsu Province, the PRC on Tuesday, 22 October 2024 at 9:30 a.m. is set out in this circular and its form of proxy is also enclosed hereto. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office in the PRC at 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM (i.e. no later than 9:30 a.m. on 21 October 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

* For identification purposes only

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Board of Supervisors”	the board of Supervisors
“Company”	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 PRC, the H Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Domestic Share(s)”	domestic share(s) of the Company with a nominal value of RMB0.10 each in the share capital of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve, among other matters, the re-election of the Directors and the Supervisors
“Group”	collectively, the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“H Share(s)”	H share(s) of the Company with a nominal value of RMB0.10 each in the share capital of the Company
“Latest Practicable Date”	23 September 2024, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

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DEFINITIONS

“Share(s)”	the share(s) with a nominal value of RMB0.10 each in the share capital of the Company, including H Shares and Domestic Shares
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	supervisor(s) of the Company
“%”	per cent

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Gui Pinghu (*Chairman*)

Ms. Zhang Yuan (*Chief executive officer*)

Ms. Zhu Feifei

Independent non-executive Directors:

Mr. Yu Bo

Ms. Cai Tianchen

Mr. Wang Wei

Registered office and headquarters:

4/F, Building 3

3 Qingma Road

Qixia District, Nanjing

The PRC

Principal place of business in

Hong Kong:

40th Floor, Jardine House

1 Connaught Place

Hong Kong

27 September 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS AND
SUPERVISORS AND ELECTION OF DIRECTORS**

I. INTRODUCTION

Reference is made to the announcement of the Company dated 25 September 2024. The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the EGM relating to, among other things, the proposed re-election of all the existing executive Directors and Mr. Yu Bo (an independent non-executive Director) and the existing Supervisors (other than the two employee representative Supervisors who will be re-elected by the employees of the Group) and the proposed election of two new independent non-executive Directors; together with the notice of EGM.

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LETTER FROM THE BOARD

II. PROPOSED RE-ELECTION OF DIRECTORS AND SUPERVISORS AND ELECTION OF DIRECTORS

The term of office of the fourth session of the members of the Board and the Board of Supervisors will expire on 22 October 2024. The following persons have been nominated as members to the fifth session of the Board or the Board of Supervisors (as appropriate):

Proposed Director or Supervisor	Current position in the Company	Proposals	Proposed annual remuneration from the Company
Mr. Gui Pinghu (桂平湖)	Executive Director	To be re-elected to be executive Director	RMB420,000
Ms. Zhang Yuan (張源)	Executive Director	To be re-elected to be executive Director	RMB475,200
Ms. Zhu Feifei (朱飛飛)	Executive Director	To be re-elected to be executive Director	RMB240,000
Mr. Yu Bo (余波)	Independent non-executive Director	To be re-elected to be independent non-executive Director	RMB60,000
Mr. Ye Bangyin (葉邦銀)	N/A	To be elected to be independent non-executive Director	RMB120,000
Mr. Cheng Jianming (程建明)	N/A	To be elected to be independent non-executive Director	RMB60,000
Ms. Yu Min (余敏)	Supervisor representing the Shareholders	To be re-elected to be Supervisor	RMB240,000
Ms. Wang Ping (王萍)	Supervisor representing the Shareholders	To be re-elected to be Supervisor	RMB180,000

Each of Mr. Gui Pinghu, Ms. Zhang Yuan, Ms. Zhu Feifei, Mr. Yu Bo, Mr. Ye Bangyin, Mr. Cheng Jianming, Ms. Yu Min and Ms. Wang Ping has agreed to his/her re-election or election as proposed above.

Upon the end of the fourth session of the Board:

- (i) Ms. Cai will not offer herself for re-election as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Remuneration Committee and Strategy and Development Committee in order to maintain good corporate governance practices of the Company as she has served on the board for six years and intends to devote more time on her other commitments; and

LETTER FROM THE BOARD

- (ii) Mr. Wang will not offer himself for re-election as an independent non-executive Director, the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee in order to maintain good corporate governance practices of the Company as he has served on the board for six years and intends to devote more time on his other commitments.

Each of Ms. Cai and Mr. Wang will not offer herself/himself for re-election and has confirmed that she/he has no disagreements with the Board and that she/he was not aware of other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in connection with her/his retirement. The Board is also not aware of other matters that need to be brought to the attention of the Shareholders or the Stock Exchange.

Brief information concerning the above proposed Directors and Supervisors (collectively, the “**Nominee(s)**”) is set out in the Appendix to this circular. Separate ordinary resolutions to approve their re-election or election will be proposed at the EGM for the Shareholders’ consideration and approval. The Supervisors representing the employees of the Group shall be elected by the employees of the Group in the form of democratic election. The results of such election will be announced together with the poll results of the EGM.

It is also proposed that (i) any Director be authorised, on behalf of the Company, to enter into a service agreement (or letter of appointment in the case of independent non-executive Director(s)) with each of the Nominees with a term of three years, effecting from 23 October 2024, subject to the resolution in relation to his/her re-election or election; and (ii) the Board and the Board of Supervisors, after obtaining the approval from Shareholders at the EGM, be authorised to determine the remuneration of each Director and Supervisor, respectively. The Directors and Supervisors generally receive compensation in the form of salaries, benefits in kind and/or discretionary bonuses relating to the performance of the Group. The Directors and Supervisors are also reimbursed for expenses which are necessarily and reasonably incurred for providing services to the Group or executing their functions in relation to the operations of the Group. The remuneration of each Director and Supervisor will be determined with reference to his/her duties, responsibilities, experience as well as the current market situations.

Each independent non-executive Directors proposed to be re-elected or elected has given to the Company confirmation of his or her independence in accordance with Rule 3.13 of the Listing Rules. The Board, therefore, upon the recommendation of the Nomination Committee, considers that the independent non-executive Directors proposed to be re-elected to be independent and should be elected.

Except for those stated in the Appendix to this circular, as at the Latest Practicable Date, each of the Nominees (i) has not held any positions with any members of the Group; (ii) is not related to any Directors, senior management or substantial shareholders or the controlling shareholders (as defined under the Listing Rules) of the Company; (iii) is not interested in the Shares within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed public companies in the last three years. Save as disclosed in the Appendix to this circular, as at the Latest Practicable Date, there are no other matters relating to the

LETTER FROM THE BOARD

appointment or re-election of the Nominees that should be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

III. EGM

The EGM will be convened for the Shareholders to consider and, if thought fit, to approve, among other matters, the re-election of all the existing executive Directors and Mr. Yu Bo (an independent non-executive Director) and the existing Supervisors (other than the two employee representative Supervisors who will be re-elected by the employees of the Group) and the proposed election of two new independent non-executive Directors.

A notice convening the EGM to be held at 3 Qingma Road, Maqun Science Park, Qixia District, Nanjing, Jiangsu Province, the PRC on Tuesday, 22 October 2024 at 9:30 a.m. is set out in this circular and its form of proxy is also enclosed hereto.

Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the H share registrar of the Company in Hong Kong, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company's registered office in the PRC at 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares) as soon as possible and in any event not later than 24 hours before the time appointed for holding the EGM (i.e. on or before 9:30 a.m. on Monday, 21 October 2024) or any adjournment thereof. Completion and return of the forms of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof if you so wish.

Pursuant to the Articles of Association, for the purpose of holding the EGM, the record date for determining the entitlement of members of the H Shares to attend and vote at the EGM will be fixed at the close of business of Wednesday, 16 October 2024. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificate must be lodged with 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) or the Company's registered office in the PRC at 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on Wednesday, 16 October 2024.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes in respect of the resolutions to be proposed at the EGM will be conducted by way of a poll except where the chairperson, in good faith, decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. Therefore, the resolutions proposed at the EGM will be voted by way of a poll.

To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

Voting arrangements

Pursuant to Article 81 of the Articles of Association, the cumulative voting system may be adopted for voting of appointment of Directors and Supervisors at a general meeting.

The cumulative voting system referred to in the preceding paragraph means that each Share has the same number of voting rights as the number of Directors or Supervisors to be re-elected or elected, and the voting rights held by Shareholders may be used collectively. This means that a Shareholder will have such number of votes as is equal to the number of Directors or Supervisors proposed to be elected or re-elected for every Share held. Each resolution numbered 1, 2 and 3 will adopt the cumulative voting system.

By way of illustration, in relation to sub-resolutions 1.1 to 1.4 set forth in the notice of the EGM, a Shareholder will have such number of votes as is equal to the number of Directors proposed to be re-elected for every Share held. For example, if a Shareholder holds 1 million Shares, given that there are four Directors proposed to be re-elected under such sub-resolutions, the aggregate number of votes the Shareholder can cast on sub-resolutions 1.1 to 1.4 is 4 million (i.e. 1 million Shares x 4 votes per Share = 4 million votes). The Shareholder may cast his/its 4 million votes in accordance with the following rules:

- (a) the Shareholder may cast all his/her/its votes on one sub-resolution, or divide his/its votes among one or more of the sub-resolutions in any proportion. For example, the Shareholder may choose to (i) cast his/her/its 4 million votes equally on the four sub-resolutions, i.e. 1 million votes on each of sub-resolutions 1.1 to 1.4; (ii) cast his/her/its 4 million votes on one sub-resolution; or (iii) cast 0.5 million votes on sub-resolution 1.1, 1 million votes on each of sub-resolutions 1.2 and 1.3 and 1.5 million votes on sub-resolution 1.4;
- (b) the total number of votes the Shareholder casts on the four sub-resolutions shall not exceed the aggregate number of votes to which he/she/it is entitled. When the total number of votes have been used up after voting on one or more sub-resolution(s), the Shareholder will not be entitled to cast any vote on any of the remaining sub-resolutions. If the total number of votes cast on one or more sub-resolution(s) exceeds the total number of votes to which the Shareholder is entitled, all the votes cast by the Shareholder shall be deemed invalid. If the aggregate number of votes cast on the sub-resolutions is less than the total number of votes to which the Shareholder is entitled, such voting shall be valid and the uncast votes shall be regarded as abstained votes; and
- (c) the options of “For”, “Against” and “Abstain” will not be available for sub-resolutions 1.1 to 1.4. If the Shareholder wishes to vote in favour of a candidate, he/she/it should vote on the corresponding sub-resolution and clearly state the number of votes he/she/it wishes to cast for that sub-resolution in the column under the heading of “NUMBER OF VOTES” in the form of proxy. All

LETTER FROM THE BOARD

forms of proxy that are not completed in full compliance with the provisions set forth therein or herein shall be deemed invalid and the Shareholder(s) concerned shall be deemed to have abstained from voting.

The above voting rules shall also apply to sub-resolutions 2.1 to 2.2 and sub-resolutions 3.1 to 3.2 *mutatis mutandis*, as if the references to sub-resolutions 1.1 to 1.4 were references to sub-resolutions 2.1 to 2.2 or sub-resolutions 3.1 to 3.2.

IV. BAD WEATHER ARRANGEMENTS

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 EGM, the EGM will be postponed. The Company will post an announcement on its website (www.zs-united.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

V. RECOMMENDATION

The Directors consider that all matters proposed to be approved at the EGM are in the interests of the Group and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of all the resolutions to be proposed at the EGM.

Your attention is also drawn to the additional information set out in the Appendix to this circular.

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

I. PROPOSED DIRECTORS FOR RE-ELECTION**Executive Directors**

Mr. Gui Pinghu (桂平湖), aged 65, the founder of the Group, is the chairman of the Board (“**Chairman**”) and was appointed as an executive Director on 24 May 1999. Mr. Gui is also a director of Australia Cobayer Health Food Co. Pty Ltd. (“**Cobayer**”) and Good Health Products Limited (“**GHP**”) (Shanghai Weiyi Investment Management Co., Ltd.’s (“**Shanghai Weiyi**”) wholly-owned subsidiary). He is primarily responsible for the strategic development of the Company.

Mr. Gui graduated from Nanjing Xiaozhuang University (formerly known as Nanjing Institute of Education* (南京教育學院)), majoring in Chinese in July 1989 and was awarded a degree of Executive Master of Business Administration, which was a part-time programme from Fudan University in June 2010. As at the Latest Practicable Date, Mr. Gui and his spouse were interested in approximately 81.26% of the Domestic Shares and approximately 8.63% of the H Shares.

Mr. Gui was the general manager of Hainan East & West Advertisement Art Company* (海南東西方廣告藝術公司) from November 1992 to October 1994, the general manager of Nanjing Tangshan Garden Hotel* (南京湯山花園酒店) between January 1995 and December 1996 and the general manager of Nanjing Xin Chuang Mould and Die Factory* (南京新創模具廠) from January 1997 to December 1998. In May 1999, he established the Company and has since then been the Director. Mr. Gui has more than 20 years of experience in the nutritional supplements industry.

Pursuant to the current service contract entered into between the Company and Mr. Gui dated 23 October 2021, Mr. Gui is entitled to basic annual salary of RMB420,000.

Ms. Zhang Yuan (張源), aged 55, was appointed as an executive Director and the chief executive officer of the Group on 17 June 2011. Ms. Zhang is also a director of Shanghai Weiyi, GHP, Living Nature Natural Products Limited and Living Nature Limited. Ms. Zhang is primarily responsible for the management, organisation and implementation of Board decisions. As at the Latest Practicable Date, Ms. Zhang was interested in approximately 0.98% of the Domestic Shares and approximately 0.08% of the H Shares.

Ms. Zhang has more than 20 years of experience in the nutritional supplements industry. She was appointed as the office supervisor of the Company in May 1999 and the deputy general manager of the Company in January 2008.

Ms. Zhang obtained a degree of Executive Master of Business Administration, which was a part-time programme from Nanjing University in June 2012.

Pursuant to the current service contract entered into between the Company and Ms. Zhang dated 23 October 2021, Ms. Zhang is entitled to basic annual salary of RMB216,000.

Ms. Zhu Feifei (朱飛飛), aged 43, was appointed as an executive Director on 25 October 2012. Ms. Zhu is also a director of Nanjing Zhongsheng Bio-tech Co. Limited* (南京中生生物科技有限公司) and Niu hao Health Nutrition (Nanjing) Co. Limited* (紐好健康營養(南京)有限公司). Ms. Zhu is primarily responsible for the production of the Group. As at the Latest Practicable Date, Ms. Zhu was interested in approximately 0.10% of the Domestic Shares.

Ms. Zhu joined the Company as a sales clerk of the sales department in July 2003. She was promoted to be the chief production officer in January 2008. She was appointed as a Director in October 2012.

Ms. Zhu graduated from a part-time programme of the Open University of China (formerly known as China Central Radio and Television University* (中央廣播電視大學)) majoring in Business Administration in January 2008.

Pursuant to the current service contract entered into between the Company and Ms. Zhu dated 23 October 2021, Ms. Zhu is entitled to basic annual salary of RMB180,000.

Independent non-executive Director

Mr. Yu Bo (余波), aged 54, was appointed as an independent non-executive Director on 26 January 2022.

Mr. Yu obtained a doctoral degree in management from Nanjing University in 2006 and a master degree in business administration from Nanjing University in 2001.

Mr. Yu has been appointed as a director of Nanjing Hexi New City Technology Venture Capital Fund Co., Ltd.* (南京河西新城科技創業投資引導基金有限公司) since December 2011. He has also been a director of Nanjing Sinar Mas & Zi Jin Venture Capital Management Co. Ltd* (南京金光紫金創業投資管理有限公司) since January 2012, in which he served as its president between 2018 and 2020, and the vice chairman of Nanjing Hongtu Venture Capital Co., Ltd.* (南京紅土創業投資有限公司) since September 2017. Between September 2014 and July 2024, Mr. Yu was the director of Nanjing Jinmei Film and Television Investment Management Co., Ltd.* (南京金美影視投資管理有限公司) (“**Nanjing Jinmei**”), a company which was deregistered on 17 July 2024. Please refer to the announcement of the Company dated 26 September 2024 for details of the deregistration of Nanjing Jinmei.

Since May 2020, Mr. Yu has become an independent director of Shenzhen Jiachuang Video Technology Co., Ltd.* (深圳市佳創視訊技術股份有限公司), the shares of which are listed on the Shenzhen Stock Exchange (stock code: 300264.SZ). Since October 2020, Mr. Yu has become an independent director of GemPharmatech Co., Ltd.* (江蘇集萃藥康生物科技股份有限公司) (stock code: 688046.SH). He has also taken up the role of chief economist at Nanjing Southeast Investment Fund Management Co., Ltd.* (南京東南投資基金管理有限公司) since May 2021, and has also been appointed as a director of Nanjing Innovation Investment Group Co., Ltd* (南京市創新投資集團有限責任公司) since September 2021.

Pursuant to the current letter of appointment entered into between the Company and Mr. Wang dated 26 January 2022, Mr. Yu is entitled to basic annual salary of RMB60,000.

II. PROPOSED INDEPENDENT NON-EXECUTIVE DIRECTORS FOR ELECTION

Mr. Ye Bangyin (葉邦銀), aged 54, obtained a bachelor's degree in accounting from the Nanjing University of Finance & Economics* (南京財經大學) (previously known as Nanjing Institute of Food Economics* (南京糧食經濟學院)) in 1991, a master's degree in accounting from the China University of Geoscience* (中國地質大學) in 2008 and a doctoral degree in Resource Industry Economy from the China University of Geoscience* (中國地質大學) in 2014.

Between July 2020 and February 2022, Mr. Ye was appointed as the vice dean of the Guofu Zhongshen College* (國富中審學院) of Nanjing Audit University (南京審計大學). Since May 2023, Mr. Ye was appointed as the executive dean of Zhongshen College (中審學院). In March 2024, Mr. Ye was shortlisted in the List of Jiangsu Province CPA Teacher Database* (江蘇省註冊會計師行業師資庫人庫名單).

Since December 2020, Mr. Ye has been appointed as an independent director of Duolun Technology Corp Ltd.* (多倫科技股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 603528.SH). Since February 2021, Mr. Ye has been appointed as an independent director of Nanjing Hanrui Cobalt Co., Ltd.* (南京寒銳鈷業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300618.SZ). Since May 2021, Mr. Ye has also been appointed as an independent director of Nanjing Public Utilities Development Co., Ltd.* (南京公用發展股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000421.SZ).

Mr. Ye will enter into a letter of appointment with the Company, pursuant to which Mr. Ye will be entitled to basic annual salary of RMB120,000 (after tax) and his remuneration shall be reviewed by the Remuneration Committee from time to time, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

Mr. Cheng Jianming (程建明), aged 58, obtained a bachelor's degree in Chinese medicine, a master's degree in Chinese medicine and a doctoral degree in Chinese Medicine from the Nanjing University of Chinese Medicine (南京中醫藥大學) (previously known as Nanjing University of Traditional Chinese Medicine (南京中醫學院)) ("NJUCM") in 1988, 2002 and in 2011 respectively.

In September 2013, Mr. Cheng was awarded the second class Marine Science and Technology Award (海洋科學技術獎) for recognition of his work in marine science and technology innovation (海洋科學技術創新工作) from the State Oceanic Administration (國家海洋局). Since July 2014, Mr. Cheng has been a researcher in the school of Chinese medicine in NJUCM. In January 2021, Mr. Cheng was awarded the second class award in the 2020 Jiangsu Science and Technology Award* (2020年度江蘇省科學技術獎) for related technologies and industrial demonstration of high-value utilisation of shellfish resources in

Jiangsu* (江蘇貝類資源高值化利用關聯技術及產業化示範). In December 2021, Mr. Cheng was appointed as the head of the Jiangsu Province Classic Prescription Engineering Research Center* (江蘇省經典名方工程研究中心) of NJUCM. In February 2024, Mr. Cheng was appointed as a doctoral supervisor* (博士研究生指導教師) in the school of pharmacy of NJUCM.

Mr. Cheng will enter into a letter of appointment with the Company, pursuant to which Mr. Cheng will be entitled to basic annual salary of RMB60,000 (after tax) and his remuneration shall be reviewed by the Remuneration Committee from time to time, by reference to his background, experience, duties and responsibilities with the Company and the prevailing market conditions.

III. PROPOSED SUPERVISORS FOR RE-ELECTION

Ms. Yu Min (余敏), aged 46, was appointed as the chairman of the Board of Supervisors on 25 October 2012.

Ms. Yu graduated from Jinling Institute of Technology* (金陵科技學院) (formerly known as Nanjing Agricultural School* (南京市農業專科學校)) majoring in Accounting in June 1999. As at the Latest Practicable Date, Ms. Yu was interested in approximately 0.10% of the Domestic Shares.

In 2002, Ms. Yu joined the Company as an accounting clerk and was promoted to be the sales manager of Nanjing in September 2004 and customer relations manager in January 2008. Ms. Yu was subsequently appointed as the chairman of the Board of Supervisors and continued to be the customer relations manager. In July 2018, Ms. Yu was promoted as the general manager of the sales department of the Group in Nanjing. In July 2024, Ms. Yu was appointed as the national offline maternal and child marketing director* (全國線下母嬰動銷總監) of the Company.

Pursuant to the current service contract entered into between the Company and Ms. Yu dated 23 October 2021, Ms. Yu is entitled to basic annual salary of RMB180,000.

Ms. Wang Ping (王萍), aged 38, was appointed as a Supervisor on 5 June 2020.

Ms. Wang obtained a bachelor's degree in Chinese language and literature, majoring in broadcasting and hosting art, from Changzhou Institute of Technology* (常州工學院) in June 2009. Ms. Wang has joined the Company since June 2009. She first joined the Company as a conference moderator and was later promoted to a human resources officer. She is currently the human resources manager of the Company.

Pursuant to the current service contract entered into between the Company and Ms. Wang dated 23 October 2021, Ms. Wang is entitled to basic annual salary of RMB102,000.

NOTICE OF EGM

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 IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of NANJING SINOLIFE UNITED COMPANY LIMITED* (the “Company”) will be held at 3 Qingma Road, Maqun Science Park, Qixia District, Nanjing, Jiangsu Province, the PRC at 9:30 a.m. on Tuesday, 22 October 2024 for the purposes of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election and election of the members of the fifth session of the board of the Company (“**Board**”):

- 1.1 “**THAT** the re-election of Mr. Gui Pinghu as an executive director of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Mr. Gui Pinghu, and **THAT** the Board be and is hereby authorised to determine his remuneration.”

- 1.2 “**THAT** the re-election of Ms. Zhang Yuan as an executive director of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Ms. Zhang Yuan, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

- 1.3 “**THAT** the re-election of Ms. Zhu Feifei as an executive director of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director’s service contract with Ms. Zhu Feifei, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

- 1.4 “**THAT** the re-election of Mr. Yu Bo as an independent non-executive director of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

* For identification purposes only

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THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director's letter of appointment with Mr. Yu Bo, and **THAT** the Board be and is hereby authorised to determine his remuneration."

2. To consider and approve, by way of separate ordinary resolution, each of the following resolutions in relation to the election of the members of the fifth session of the Board:

- 2.1 "THAT the appointment of Mr. Ye Bangyin as an independent non-executive director of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director's letter of appointment with Mr. Ye Bangyin, and **THAT** the Board be and is hereby authorised to determine his remuneration."

- 2.2 "THAT the appointment of Mr. Cheng Jianming as an independent non-executive director of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the director's letter of appointment with Mr. Cheng Jianming, and **THAT** the Board be and is hereby authorised to determine his remuneration."

3. To consider and approve, by way of separate ordinary resolutions, each of the following resolutions in relation to the re-election of the members of the fifth session of the board of supervisors of the Company:

- 3.1 "THAT the re-election of Ms. Yu Min as a supervisor of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor's service contract with Ms. Yu Min, and **THAT** the Board be and is hereby authorised to determine her remuneration."

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- 3.2 “**THAT** the re-election of Ms. Wang Ping as a supervisor of the Company be and is hereby considered and approved, with effect from 23 October 2024 for a term of three years;

THAT any director of the Company be and is hereby authorised to sign on behalf of the Company the supervisor’s service contract with Ms. Wang Ping, and **THAT** the Board be and is hereby authorised to determine her remuneration.”

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

Nanjing, People’s Republic of China, 27 September 2024

Notes:

1. Unless the context otherwise requires, capitalised terms used in this notice shall have the meaning as those defined in the circular of the Company dated 27 September 2024.
2. Any Shareholder 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/her proxy or proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder. If more than one proxy is appointed, the number of Shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every Shareholder present in person or by proxy shall be entitled to have one vote for each Share held by him/her/it.
3. In order to be valid, the form of proxy together with the notarised power of attorney and other authorisation documents, if any, must be lodged 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 holders of H Shares) or the Company’s registered office in the PRC at 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares) as soon as possible and in any event not later than 24 hours prior to the EGM (i.e. 9:30 a.m. on 21 October 2024) or any adjournment thereof.

If the proxy is a legal person, its legal representative or any representative authorised by its 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 EGM; 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 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.

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 EGM.

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4. The record date for determining the entitlement of members of the Shares to attend and vote at the EGM will be fixed at the close of business on Wednesday, 16 October 2024. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with 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) or the Company's registered office in the PRC at 4/F, Building 3, 3 Qingma Road, Qixia District, Nanjing, Jiangsu Province, the PRC (for holders of Domestic Shares) for registration not later than 4:30 p.m. on Wednesday, 16 October 2024.
5. Completion and return of an instrument appointing a proxy will not preclude a Shareholder 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 Listing Rules, 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 show of hands.
7. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
8. Shareholders or their proxies shall present their identity documents when attending the EGM. If any attending Shareholder is a legal person, its legal representative or director or person authorised by other governing body shall present the copy of the resolution of the board of directors or other governing body of such Shareholder for appointing such person to attend the EGM.
9. 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 EGM, the EGM will be postponed. The Company will post an announcement on its website (www.zs-united.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.
10. The form of proxy for use at the EGM is enclosed herewith.

As of the date of this notice, 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.