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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 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.”

\* For identification purposes only

- 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;

**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.”

- 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.

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 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.*