

# 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)

(於中華人民共和國註冊成立的股份有限公司)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	:	203,800,000 H Shares (subject to the Over-allotment Option)
Number of Hong Kong Public Offer Shares	:	20,380,000 H Shares (subject to adjustment)
Number of International Offer Shares	:	183,420,000 H Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	:	HK\$2.00 per H Share plus brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full in Hong Kong dollars on application, subject to refund)
Nominal value	:	RMB0.10 per H Share
Stock code	:	3332

### 全球發售

全球發售的發售股份數目	:	203,800,000股H股(視乎超額配股權行使與否而定)
香港公開發售股份數目	:	20,380,000股H股(可予調整)
國際發售股份數目	:	183,420,000股H股(可予調整及視乎超額配股權行使與否而定)
最高發售價	:	每股H股2.00港元，另加1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費(須於申請時以港元繳足及可予退還)
面值	:	每股H股人民幣0.10元
股份代號	:	3332

Please read carefully the prospectus of Nanjing Sinolife United Company Limited (the "Company") dated December 31, 2013 (the "Prospectus") (in particular, the section on "How to Apply for Hong Kong Public Offer Shares" in the Prospectus) and the guidelines on the back of this Application Form before completing this Application Form. Terms used in this Application Form shall have the same meanings as those defined in the Prospectus unless defined herein.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and Hong Kong Securities Clearing Company Limited ("HKSCC") take no responsibility for the contents of this Application Form, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of this Application Form.

A copy of this Application Form, together with a copy of each of the WHITE and YELLOW Application Forms, the Prospectus and the other documents specified in the section headed "Documents to be Delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to the Prospectus have been registered by the Registrar of Companies as required by Section 342C of the Companies Ordinance of Hong Kong. The Securities and Futures Commission (the "SFC") and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

Your attention is drawn to the paragraph headed "Personal Information Collection Statement" which sets out the policies and practices of the Company and its H Share Registrar in relation to personal data and compliance with the Personal Data (Privacy) Ordinance.

Nothing in this Application Form or the Prospectus constitutes an offer to sell or the solicitation of an offer to buy nor shall there be any sale of Hong Kong Public Offer Shares in any jurisdiction in which such offer, solicitation or sales would be unlawful. This Application Form and the Prospectus are not for distribution, directly or indirectly, in or into the United States, nor is this application an offer of Shares for sale in the United States. The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. The Offer Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur. No public offering of the Offer Shares will be made in the United States.

This Application Form and the Prospectus may not be forwarded or distributed or reproduced (in whole or in part) in any manner whatsoever in any jurisdiction where such forwarding, distribution or reproduction is not permitted under the law of that jurisdiction. This Application Form and the Prospectus are addressed to you personally. Any forwarding or distribution or reproduction of this Application Form or the Prospectus in whole or in part is unauthorized. Failure to comply with this directive may result in a violation of the U.S. Securities Act or the applicable laws of other jurisdictions.

To: Nanjing Sinolife United Company Limited  
BOCOM International Securities Limited  
The Hong Kong Underwriters

在填寫本申請表格前，請細閱南京中生聯合股份有限公司(「本公司」)日期為2013年12月31日的招股說明書(「招股說明書」)，尤其是招股說明書「如何申請香港公開發售股份」一節，及本申請表格背面的指引。除非另有界定，否則本申請表格所用詞語與招股說明書所界定者具有相同涵義。

香港交易及結算有限公司、香港聯合交易所有限公司(「聯交所」)及香港中央結算有限公司(「香港結算」)對本申請表格的內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本申請表格全部或任何部分內容而產生或須依賴該等內容而引致的任何損失承擔任何責任。

本申請表格連同白表及黃色申請表格、招股說明書及招股說明書附錄A「送呈公司註冊處處長及備查文件」一節所列的其他文件，已遵照香港公司條例第342C條的規定，送呈公司註冊處處長註冊。證券及期貨事務監察委員會(「證監會」)及香港公司註冊處處長對該等文件的任何內容概不負責。

閣下請細閱「個人資料收集聲明」一段，當中載有本公司及其H股證券登記處有關個人資料及遵守《個人資料(私隱)條例》的政策及常規。

本申請表格或招股說明書所載者概不構成出售要約或要約購買的游說，而在任何作出有關要約、游說或出售即屬違法的司法權區內，概不得出售任何香港公開發售股份。本申請表格及招股說明書不得在或向美國境內直接或間接派發，而此項申請亦不在美國出售股份的要約。發售股份並無亦將不會根據美國《證券法》或美國任何州證券法登記，且不得在美國境內發售、出售、抵押或轉讓，惟根據美國《證券法》及適用美國證券法獲豁免登記規定或並非受該等登記規定規限的交易除外。發售股份依據美國《證券法》S規例以及進行發售及出售的各司司法權區適用法例於離岸交易中在美國境外提呈發售及出售。將不會於美國進行發售股份的公開發售。

在任何根據有關司法權區法律不得發送、派發或複製本申請表格及招股說明書之司法權區內，本申請表格及招股說明書概不得以何種方式發送或派發或複製(全部或部分)。本申請表格及招股說明書僅致予閣下本人。概不得發送或派發或複製本申請表格或招股說明書的全部或部分。如未能遵守此項指令，可能違反美國《證券法》或其他司法權區的適用法律。

致：南京中生聯合股份有限公司  
交銀國際證券有限公司  
香港包銷商

I

We confirm that we have (i) complied with the Guidelines for Electronic Public Offerings and the Operational Procedures for White Form eIPO Applications submitted via banks/stockbrokers and all applicable laws and regulations (whether statutory or otherwise) in relation to the provision of our White Form eIPO services in connection with the Hong Kong Public Offering; and (ii) read the terms and conditions and application procedures set out in the Prospectus and this Application Form and agree to be bound by them. Applying on behalf of each of the underlying applicants to whom this application relates, we:

- apply for the number of Hong Kong Public Offer Shares set out below, on the terms and conditions of the Prospectus and this Application Form, and subject to the Articles of Association;
- enclose payment in full for the Hong Kong Public Offer Shares applied for, including brokerage of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%;
- confirm that the underlying applicants have undertaken and agreed to accept the Hong Kong Public Offer Shares applied for, or any lesser number allocated to such underlying applicants on this application;
- authorize the Company to place the name(s) of the underlying applicant(s) on the register of members of the Company as the holder(s) of any Hong Kong Public Offer Shares to be allotted to them, and (subject to the terms and conditions set out in this Application Form) to send any H share certificate(s) and/or any refund cheque(s) (where applicable) by ordinary post at that underlying applicant's own risk to the address stated on this Application Form in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- request that any e-Refund payment instructions be despatched to the application payment bank account where the applicants had paid the application monies from a single bank account;

吾等確認，吾等已(i)遵守電子公開發售指引及透過銀行/股票經紀遞交白表eIPO申請的運作程序以及與吾等就香港公開發售提供白表eIPO服務有關的所有適用法例及規例(法定或其他);及(ii)細閱招股說明書及本申請表格所載的條款及條件及申請手續，並同意受其約束。為代表與本申請有關的每一相關申請人作出申請，吾等：

- 按照招股說明書及本申請表格的條款及條件，並在公司章程的規限下，申請以下數目的香港公開發售股份；
- 隨附申請香港公開發售股份所需的全數付款(包括1%經紀佣金、0.003%證監會交易徵費及0.005%香港聯交所交易費)；
- 確認相關申請人已承諾及同意接納他們根據本申請所申請的香港公開發售股份，或他們根據本申請獲分配的任何較少數目香港公開發售股份；
- 授權 貴公司將相關申請人的姓名/名稱列入 貴公司股東名冊內，作為任何將配發予相關申請人的香港公開發售股份的持有人，並(在符合本申請表格所載的條款及條件的情況下)根據本申請表格及招股說明書所載程序按本申請表格上所示地址以普通郵遞方式寄發任何H股股票及/或任何退款支票(如適用)，郵誤風險概由該相關申請人承擔；
- 要求將任何電子退款指示發送到申請人以單一銀行賬戶繳交申請款項的申請付款銀行賬戶內；

- request that any refund cheque(s) be made payable to the underlying applicant(s) who had used multiple bank accounts to pay the application monies and to send any such refund cheque(s) by ordinary post at that underlying applicant's own risk to the address stated on the application in accordance with the procedures prescribed in this Application Form and in the Prospectus;
- confirm that each underlying applicant has read the terms and conditions and application procedures set out in this Application Form and in the Prospectus and agrees to be bound by them;
- represent, warrant and undertake that the allotment of or application for the Hong Kong Public Offer Shares to or by each underlying applicant for whose benefit this application is made would not require the Company to comply with any requirements under any law or regulation (whether or not having the force of law) of any territory outside Hong Kong; and
- agree that this application, any acceptance of it and the resulting contract, will be governed by and construed in accordance with the laws of Hong Kong.

- 要求任何以多個銀行賬戶繳交申請款項的申請人的退款支票以相關申請人為抬頭人，並根據本申請表格及招股說明書所述程序將任何有關退款支票以普通郵遞方式寄發到申請所列的地址，郵誤風險概由申請人承擔；
- 確認各相關申請人已細閱並同意遵守本申請表格及招股說明書所載的條款、條件及申請手續；
- 聲明、保證及承諾向或由各相關申請人（即本申請的受益人）配發或申請香港公開發售股份，不會引致 貴公司須遵從香港以外任何地區的任何法律或規例的任何規定（不論是否具有法律效力）；及
- 同意本申請、對本申請的任何接納及據此訂立的合同，將受香港法例規管及按其詮釋。

Signature  
簽名

Date  
日期

Name of applicant  
申請人姓名

Capacity  
身份

2

We, on behalf of the underlying applicants, offer to purchase  
吾等（代表相關申請人）提出認購

Total number of Shares  
股份總數

Hong Kong Public Offer Shares on behalf of the underlying applicants whose details are contained in the read-only CD-ROM submitted with this Application Form.  
代表相關申請人提出認購的香港公開發售股份（申請人的詳細資料載於連同本申請表格遞交的唯讀光碟）。

3

A total of  
隨附合共

cheque(s)  
張支票

Cheque number(s)  
支票編號

are enclosed for a total sum of  
總金額為

HKS

港元

4

Please use **BLOCK** letters 請用正楷填寫

Name of White Form eIPO Service Provider  
白表eIPO服務供應商名稱

Chinese Name  
中文名稱

White Form eIPO Service Provider ID  
白表eIPO服務供應商身份識別編碼

Name of contact person  
聯絡人士姓名

Contact number  
聯絡電話號碼

Fax number  
傳真號碼

Address  
地址

**For Broker use 此欄供經紀填寫**  
**Lodged by 申請由以下經紀遞交**

Broker No.  
經紀號碼

Broker's Chop  
經紀印章

**For bank use 此欄供銀行填寫**

***GUIDELINES TO COMPLETING THIS APPLICATION FORM***

***填寫本申請表格的指引***

References to boxes below are to the numbered boxes on this Application Form.

下文提及的各種號碼乃本申請表格中各欄的編號。

**1 Sign and date the Application Form in Box 1. Only a written signature will be accepted.**

**1 在申請表格欄1簽署及填上日期。只接受親筆簽名。**

The name and the representative capacity of the signatory should also be stated.

亦必須註明簽署人的姓名／名稱及代表身份。

To apply for Hong Kong Public Offer Shares using this Application Form, you must be named in the list of White Form eIPO Service Providers who may provide White Form eIPO services in relation to the Hong Kong Public Offering, which was released by the SFC.

如欲使用本申請表格申請香港公開發售股份，閣下必須為名列於證監會公佈的白表eIPO服務供應商名單內可以就香港公開發售提供白表eIPO服務的供應商。

**2 Put in Box 2 (in figures) the total number of Hong Kong Public Offer Shares for which you wish to apply on behalf of the underlying applicants.**

**2 在欄2填上 閣下欲代表相關申請人申請認購的香港公開發售股份總數（以數字填寫）。**

Application details of the underlying applicants on whose behalf you are applying must be contained in one data file in read-only CD-ROM format submitted together with this Application Form.

閣下代為作出申請的相關申請人的申請資料，必須包含於連同本申請表格一併遞交的唯讀光碟格式的一個資料檔案內。

**3 Complete your payment details in Box 3.**

**3 在欄3填上 閣下付款的詳細資料。**

You must state in this box the number of cheques you are enclosing together with this Application Form; and you must state on the reverse of each of those cheques (i) your White Form eIPO Service Provider ID; and (ii) the file number of the data file containing application details of the underlying applicant(s).

閣下必須在本欄註明 閣下連同本申請表格隨附的支票數目；及 閣下必須在每張支票的背面註明(i) 閣下的白表eIPO服務供應商身份識別編碼；及(ii)載有相關申請人的申請詳細資料的資料檔案的檔案編號。

The dollar amount(s) stated in this box must be equal to the amount payable for the total number of Hong Kong Public Offer Shares applied for in Box 2. All cheque(s) and this Application Form together with a sealed envelope containing the CD-ROM, if any, must be placed in the envelope bearing your company chop.

本欄所註明的金額必須與就欄2所申請認購的香港公開發售股份總數應付的金額相同。所有支票及本申請表格連同裝有唯讀光碟的密封信封（如有）必須放入蓋上 閣下公司印章的信封內。

For payments by cheque, the cheque must:

如以支票繳付股款，該支票必須：

- be in Hong Kong dollars;
- not be post dated;
- be drawn on a Hong Kong dollar bank account in Hong Kong;
- show your (or your nominee's) account name;
- be made payable to "Bank of Communications (Nominee) Co. Ltd. – Nanjing Sinolife United Public Offer";
- be crossed "Account Payee Only"; and
- be signed by the authorized signatories of the White Form eIPO Services Provider. Your application may be rejected if any of these requirements is not met or if the cheque is dishonored on its first presentation.

- 為港元；
- 不得為期票；
- 從在香港的港元銀行賬戶中開出；
- 顯示 閣下（或 閣下代名人）的賬戶名稱；
- 註明抬頭人為「交通銀行（代理人）有限公司 – 南京中生聯合公開發售」；

It is your responsibility to ensure that details on the cheque(s) submitted correspond with the application details contained in the CD-ROM or data file submitted in respect of this application. The Company and the Sole Global Coordinator have full discretion to reject any applications in the case of discrepancies.

閣下有責任確保所遞交的支票上的詳細資料與就本申請遞交的唯讀光碟或資料檔案所載的申請詳細資料相同。倘出現差異，本公司及獨家全球協調人有絕對酌情權拒絕受理任何申請。

No receipt will be issued for sums paid on application.

申請時繳付的金額將不會獲發收據。

**4 Insert your details in Box 4 (using BLOCK letters).**

**4 在欄4填上 閣下的詳細資料（用正楷填寫）。**

You should write the name, Hong Kong Identity Card number and address of the White Form eIPO Service Provider in this box. You should also include the name and telephone number of the contact person at your place of business and where applicable, the Broker No. and Broker's Chop.

閣下必須在本欄填上白表eIPO服務供應商的名稱、香港身份證號碼及地址。閣下亦必須填寫 閣下營業地點的聯絡人士的姓名及電話號碼及（如適用）經紀號碼及經紀印章。

**Personal Information Collection Statement**

**個人資料收集聲明**

The main provisions of the Personal Data (Privacy) Ordinance (the "Ordinance") came into effect in Hong Kong on December 20, 1996. This Personal Information Collection Statement informs the applicant for and holder of the Shares of the policies and practices of the Company and the H Share Registrar in relation to personal data and the Ordinance.

《個人資料（私隱）條例》（「《條例》」）中的主要條文於1996年12月20日在香港生效。此份個人資料收集聲明是向股份申請人及持有人說明本公司及H股證券登記處有關個人資料及《條例》的政策及慣例。

**1. Reasons for the collection of your personal data**

**1. 收集 閣下個人資料的原因**

From time to time it is necessary for applicants for securities or registered holders of securities to supply their latest correct personal data to the Company and/or the H Share Registrar when applying for securities or transferring securities into or out of their names or in procuring the services of the H Share Registrar.

證券申請人或證券登記持有人申請證券或將證券轉往其名下，或將名下證券轉讓予他人，或要求H股證券登記處提供服務時，須不時向本公司及／或H股證券登記處提供其最新的正確個人資料。

Failure to supply the requested data may result in your application for securities being rejected or in delay or inability of the Company and/or the H Share Registrar to effect transfers or otherwise render their services. It may also prevent or delay registration or transfer of the Hong Kong Public Offer Shares which you have successfully applied for and/or the despatch of H Share certificate(s), and/or the despatch of e-Refund payment instructions, and/or the despatch of refund cheque(s) to which you are entitled.

若未能提供所需資料，可能會導致 閣下的證券申請遭拒絕受理或本公司及／或H股證券登記處延遲或不能使證券過戶生效或提供其他服務，亦可能妨礙或延誤 閣下成功申請的香港公開發售股份的登記或過戶及／或妨礙或延誤寄發H股股票，及／或發送電子退款指示，及／或寄發 閣下應得的退款支票。

It is important that the applicants and the holders of securities inform the Company and the H Share Registrar immediately of any inaccuracies in the personal data supplied.

證券申請人及持有人提供的個人資料如有任何不確，必須即時知會本公司及H股證券登記處。

## 2. Purposes

The personal data of the applicants and holders of securities may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your application and refund cheque, where applicable, and verification of compliance with the terms and application procedures set out in this Application Form and the Prospectus and announcing results of allocations of the Hong Kong Public Offer Shares;
- enabling compliance with all applicable laws and regulations in Hong Kong and elsewhere;
- registering new issues or transfers into or out of the names of holders of securities including, where applicable, in the name of HKSCC Nominees;
- maintaining or updating the registers of holders of securities of the Company;
- conducting or assisting to conduct signature verifications, any other verification or exchange of information;
- establishing benefit entitlements of holders of securities of the Company, such as dividends, rights issues and bonus issues, etc;
- distributing communications from the Company and its subsidiaries;
- compiling statistical information and Shareholder profiles;
- making disclosures as required by laws, rules or regulations;
- disclosing identities of successful applicants by way of press announcement(s) or otherwise;
- disclosing relevant information to facilitate claims on entitlements; and
- any other incidental or associated purposes relating to the above and/or to enable the Company and the H Share Registrar to discharge their obligations to holders of securities and/or regulators and any other purpose to which the holders of securities may from time to time agree.

## 3. Transfer of personal data

Personal data held by the Company and the H Share Registrar relating to the applicants and the holders of securities will be kept confidential but the Company and its H Share Registrar may, to the extent necessary for achieving the above purposes or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) the personal data of the applicants and the holders of securities to, from or with any and all of the following persons and entities:

- the Company or its appointed agents such as financial advisors and receiving bank;
- where applicants for securities request deposit into CCASS, to HKSCC and HKSCC Nominees, who will use the personal data for the purposes of operating CCASS;
- any agents, contractors or third-party service providers who offer administrative, telecommunications, computer, payment or other services to the Company and/or the H Share Registrar in connection with the operation of their respective businesses;
- any regulatory or governmental bodies (including the Stock Exchange and the SFC); and
- any other persons or institutions with which the holders of securities have or propose to have dealings, such as their bankers, solicitors, accountants or stockbrokers, etc.

## 4. Access and correction of personal data

The Ordinance provides the applicants and the holders of securities with rights to ascertain whether the Company and/or the H Share Registrar hold their personal data, to obtain a copy of that data, and to correct any data that is inaccurate. In accordance with the Ordinance, the Company and the H Share Registrar have the right to charge a reasonable fee for the processing of any data access request. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Company for the attention of the joint company secretaries or (as the case may be) the H Share Registrar for the attention of the Privacy Compliance Officer for the purposes of the Ordinance.

By signing an Application Form, you agree to all of the above.

## 2. 目的

證券申請人及持有人的個人資料可以任何方式被採用、持有及／或保存，以作下列用途：

- 處理 閣下的申請及退款支票（如適用）、核實是否遵守本申請表格及招股說明書所載條款及申請手續以及公佈香港公開發售股份的分配結果；
- 確保遵守香港及其他地方的一切適用法律及法規；
- 登記新發行證券或為證券持有人轉往其名下或由其名下轉讓予他人的證券，包括以香港結算代理人的名義登記（如適用）；
- 保存或更新本公司證券持有人名冊；
- 進行或協助進行簽名核對、任何其他核對或交換資料；
- 確定本公司證券持有人的受益權利，例如股息、供股及紅股等；
- 分發本公司及其附屬公司的通訊資料；
- 編製統計資料及股東資料；
- 遵照法例、規則或規例的要求作出披露；
- 透過報章公佈或以其他方式披露成功申請人士的身份；
- 披露有關資料以便作出權益索償；及
- 與上述有關的任何其他附帶或相關目的及／或使本公司及H股證券登記處能夠履行他們對證券持有人及／或監管機構承擔的責任及證券持有人不時同意的任何其他目的。

## 3. 轉交個人資料

本公司及H股證券登記處會將其持有證券申請人及持有人的個人資料保密，但本公司及其H股證券登記處可能會就上述目的或上述任何目的作出他們認為必要的查詢以確認個人資料的準確性，尤其可能會向下列任何及所有人士及實體披露：索取或轉交證券申請人及持有人的個人資料（不論在香港境內或境外）：

- 本公司或其委任的代理，例如財務顧問及收款銀行；
- （倘證券申請人要求將證券存入中央結算系統、香港結算及香港結算代理人，他們將就運作中央結算系統而使用個人資料）；
- 任何向本公司及／或H股證券登記處提供與其各自業務運作有關的行政、電訊、電腦、付款或其他服務的代理、承包商或第三方服務供應商；
- 任何監管或政府機關（包括聯交所及證監會）；及
- 與證券持有人進行或擬進行交易的任何其他人士或機構，例如銀行、律師、會計師或股票經紀等。

## 4. 查閱和更正個人資料

《條例》賦予證券申請人及持有人權利以確定本公司及／或H股證券登記處是否持有其個人資料、索取有關資料及更正任何不準確資料。根據《條例》規定，本公司及H股證券登記處有權就處理任何查閱資料的要求收取合理費用。根據《條例》，所有關於查閱資料或更正資料或索取關於政策及慣例及所持資料類別的資料的要求，應向本公司的聯席公司秘書或（視情況而定）H股證券登記處的私隱條例事務主任提出。

閣下簽署申請表格，即表示同意上述各項。

## DELIVERY OF THIS APPLICATION FORM

This completed Application Form, together with the appropriate cheque(s) together with a sealed envelope containing the CD-ROM, must be submitted to the following receiving bank by 4:00 p.m. on Wednesday, January 8, 2014:

Bank of Communications Co., Ltd. Hong Kong Branch  
25/F., Bank of Communications Tower,  
231-235 Gloucester Road,  
Wan Chai,  
Hong Kong

## 遞交本申請表格

經填妥的本申請表格，連同適用支票及裝有相關唯讀光碟的密封信封，必須於2014年1月8日（星期三）下午4時正之前，送達下列收款銀行：

交通銀行股份有限公司香港分行  
香港  
灣仔  
告士打道231-235號  
交通銀行大廈25樓