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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: 03332)

COOPERATION AGREEMENT

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Nanjing Sinolife United Company Limited (the “**Company**”, together with its subsidiaries the “**Group**”) on a voluntary basis.

On 30 June 2014, the Company entered into a cooperation agreement (the “**Cooperation Agreement**”) with 中糧營養健康研究院有限公司(COFCO Nutritional Health Research Institute Co., Ltd.*) (“**COFCO**”). Pursuant to the Cooperation Agreement, the Company and COFCO have agreed to, among others, cooperate in the research and development of nutritional products and establish a long-term relationship as strategic cooperation partners. COFCO is a company established by 中糧集團有限公司(China National Cereals, Oils and Foodstuffs Corporation*) and is an enterprise that principally engages in the research and development of food products and relevant technologies in the People’s Republic of China.

The Cooperation Agreement includes the following principal terms:

- COFCO would share with the Company its latest product development and research results, and the Company could, based on its evaluation, apply those results in the commercialisation of nutritional products. The intellectual property rights of such nutritional products would be solely owned by COFCO.
- The Company can seek assistance from COFOC to conduct specific research and development work on certain potential nutritional products based on its understanding of the market condition and assessment of feasibility. The intellectual property rights of such products would be jointly owned by the Company and COFOC.
- The Company and COFCO may jointly launch the “COFCO-Sinolife Nutritional Supermarket” (中糧•中生營養健康超市) project in the future when consider appropriate to promote quality nutritional products throughout the PRC, the mode of operation and implementation details of which are to be determined.

- The Company and COFCO would jointly establish a research centre to develop nutritional supplements. The Company would invest in the establishment of the research centre and COFCO would provide technical guidance and assistance in research and development. Research results would be shared by both the Company and COFCO.
- The Cooperation Agreement would be for a term of five years, with effect from 1 July 2014 to 30 June 2019.

The Board considers that the Cooperation Agreement will enhance the Group's overall competitiveness in the nutritional supplements industry in the PRC by broadening and enriching the Group's potential product candidates, and strengthening the Group's research and development capability. This would assist the Group in achieving better operational and financial performance, which will be beneficial to the Group and the shareholders of the Company as a whole.

The Cooperation Agreement constitutes a strategic cooperation agreement between the Company and COFOC. Further implementation agreement(s) which may be signed by the Company and/or its subsidiaries pursuant to the Cooperation Agreement may or may not constitute notifiable transaction(s) for the Company under the Listing Rules. The Company will keep the shareholders and potential investors of the Company informed of any material development in connection with the above matter by way of further announcement(s) as and when appropriate.

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

People's Republic of China, 7 July, 2014

As of the date of this announcement, the executive Directors are Mr. Gui Pinghu, Ms. Zhang Yuan, Ms. Xu Li and Ms. Zhu Feifei; the non-executive Director is Mr. Xu Chuntao; and the independent non-executive Directors are Mr. Jiang Fuxin, Ms. Feng Qing and Mr. Vincent Cheng.

* *for identification only*