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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)

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 27 May 2015, the Company entered into a strategic cooperation agreement (“**Cooperation Agreement**”) with 太平洋保險在線服務科技有限公司 (Pacific Insurance Online Service Co., Ltd.*) (“**Pacific Insurance Online**”). Pursuant to the Cooperation Agreement, the Company and Pacific Insurance Online have agreed to, among others, use their best endeavours to cooperate and leverage upon each other’s customer networks and resources to expand their market share. Pacific Insurance Online is a wholly-owned subsidiary of 中國太平洋保險(集團)股份有限公司 (China Pacific Insurance (Group) Co., Ltd.*) and is principally engaged in the provision of tailor-made insurance products to its customers in the People’s Republic of China (“**PRC**”) through its online service platforms.

The Cooperation Agreement includes the following principal terms:

- Pacific Insurance Online will coordinate with its associated companies to provide insurance services for the Company’s products to help control operational risks.
- Being a major cooperating party of Pacific Insurance Online, the Company will display and sell its products on the online platforms of Pacific Insurance Online (“**Online Platforms**”), and the Company will ensure that its products are genuine and able to meet relevant safety standards of food and nutritional supplements. Pacific Insurance Online will also utilise the channels and resources of itself and its associated companies for displaying and selling the products of the Company. The Company undertakes and guarantees that it owns the intellectual property rights in relation to its products (“**Intellectual Property Rights**”) and authorises Pacific Insurance Online to utilise the Intellectual Property Rights during its promotion and marketing of the Company’s products on the Online Platforms, advertisements and other external media.
- Pacific Insurance Online will devise and provide appropriate insurance products to the Company for its preparation of complimentary gifts for the Company’s customers in accordance with the Company’s requirements.

- The Company will devise and provide appropriate nutritional products to Pacific Insurance Online for its preparation of complimentary gifts for the clients of Pacific Insurance Online.
- In order to enhance customers' loyalty of the Company and Pacific Insurance Online, Pacific Insurance Online will recommend its associated companies to utilise the Company's products as complimentary gifts for their clients.
- Each party will form specific working committees to negotiate further details in relation to relevant cooperation projects, and further implementation agreements in relation to each cooperation project to be entered into if necessary.
- The Cooperation Agreement would be for a term of two years with effect from 27 May 2015 and renewable automatically for one year, unless terminated by not less than three months' notice in writing served by either party.

The Board considers that the Cooperation Agreement will enhance the Group's overall competitiveness in the nutritional supplements industry in the PRC by broadening the Group's customer base and enhancing the Group's publicity, which will be beneficial to the Group and its shareholders as a whole.

The Cooperation Agreement constitutes a strategic cooperation agreement between the Company and Pacific Insurance Online. 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Company will keep its 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

Nanjing, the People's Republic of China, 27 May 2015

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 purposes only*