
IMPORTANT

If you are in any doubt about any of the contents of this prospectus, you should obtain independent professional advice.

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)

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

Sole Global Coordinator, Sole Bookrunner, Sole Lead Manager and Sole Sponsor



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, 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 the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in the paragraph headed "Documents to be delivered to the Registrar of Companies and Available for Inspection" in Appendix VIII to this prospectus, has been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of this prospectus or any other documents referred to above.

We expect to determine the Offer Price by agreement with the Sole Global Coordinator on behalf of the Underwriters on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, January 9, 2014 and, in any event, not later than Monday, January 13, 2014. The Offer Price will be not more than HK\$2.00 and is currently expected to be not less than HK\$1.50 unless otherwise announced. Applicants for the Hong Kong Public Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.00 for each Hong Kong Public Offer Share together with 1% brokerage, 0.003% SFC transaction levy and 0.005% Hong Kong Stock Exchange trading fee, subject to refund if the Offer Price as finally determined should be lower than HK\$2.00.

The Sole Global Coordinator (on behalf of the Underwriters, and with our consent) may reduce the number of Hong Kong Public Offer Shares being offered under the Global Offering and/or the indicative Offer Price range that is stated in this prospectus (which is HK\$1.50 to HK\$2.00 per Offer Share) at any time prior to the morning of the last day for the lodging of applications under the Hong Kong Public Offering. In such a case, a notice of the reduction in the indicative Offer Price range and/or the number of Offer Shares will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese) and on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and our website at www.zs-united.com not later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Public Offer Shares". If, for whatever reason, we and the Sole Global Coordinator (on behalf of the Underwriters) are not able to agree on the Offer Price, the Global Offering will not proceed and will lapse immediately.

Our Company is incorporated, and our operations are primarily located, in the PRC. Potential investors should be aware of the differences in the legal, economic and financial systems between the PRC and Hong Kong and that there are different risk factors relating to investments in PRC-incorporated companies. Potential investors should also be aware that the regulatory framework in the PRC is different from the regulatory framework in Hong Kong and should take into consideration the different market nature of our Shares. Such differences and risk factors are set out in the sections headed "Risk Factors", "Appendix IV – Taxation and Foreign Exchange", "Appendix V – Summary of Principal Laws and Regulations" and "Appendix VI – Summary of Articles of Association" in this prospectus.

The obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement to subscribe for, and to procure applicants for the subscription for, Hong Kong Public Offer Shares are subject to termination by the Sole Global Coordinator (for itself and on behalf of the Hong Kong Underwriters) if certain grounds arise prior to 8:00 a.m. (Hong Kong time) on the day that trading in the H Shares commences on the Hong Kong Stock Exchange. Such grounds are set out in the section headed "Underwriting" in this prospectus. It is important that you refer to that section for further details.

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 reliance on Regulation S under the U.S. Securities Act and the applicable laws of each jurisdiction where those offers and sales occur.

* For identification purposes only