
DEFINITIONS

In this prospectus, unless the context otherwise requires, the following terms shall have the meanings set out below.

“Application Form(s)”	WHITE application form(s), YELLOW application form(s) and GREEN application form(s) or where the context so requires, any of them, relating to the Hong Kong Public Offering
“AQIS”	Australian Quarantine and Inspection Service, which is part of the Australian Government Department of Agriculture, Fisheries and Forestry, and provides import and export inspection and certification
“AQSIQ”	General Administration of Quality Supervision, Inspection and Quarantine of the PRC (中國國家質量監督檢驗檢疫總局)
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on September 3, 2013 and as amended or supplemented from time to time, a summary of which is set out in “Appendix VI – Summary of Articles of Association” to this prospectus
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“AUD”	Australian dollars, the lawful currency of Australia
“Beijing Zhongsheng”	Beijing Zhongsheng Wonderful Health Technology Co. Limited* (北京中生美好健康科技有限公司), a limited liability company established in the PRC on April 9, 2008, a direct wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	our board of Directors
“business day”	any day (other than a Saturday, a Sunday or a public holiday) on which banks in Hong Kong are open for normal banking business
“CAGR”	compound annual growth rate
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC

DEFINITIONS

“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant, CCASS Custodian Participant or a CCASS Investor Participant
“CFDA”	China Food and Drug Administration (中華人民共和國國家食品藥品監督管理總局), the PRC governmental authority responsible for the regulation of food and drugs
“Changzhou Zhongsheng”	Changzhou Zhongsheng Wonderful Bio-Health Products Co. Limited* (常州中生美好生物製品有限公司), a limited liability company established in the PRC on April 22, 2008, a direct wholly-owned subsidiary of our Company
“Chengdu Zhongsheng”	Chengdu Zhongsheng Hua Mei Bio-Tech Co. Limited* (成都中生華美生物科技有限公司), a limited liability company established in the PRC on April 6, 2011, a direct wholly-owned subsidiary of our Company
“China” or “PRC”	the People’s Republic of China. Unless the context requires otherwise, references in this prospectus to the PRC or China do not include Hong Kong, Macau and Taiwan
“CIQ”	China Entry-Exit Inspection and Quarantine Bureau (中國出入境檢驗檢疫局) under AQSIQ
“Cobayer Health Food Company”	Australia Cobayer Health Food Co Pty Ltd., a company incorporated in Australia on March 2, 2009 with limited liability and a direct wholly-owned subsidiary of our Company

DEFINITIONS

“Cobayer series products”	a product line of our Company consisting of nutritional supplements manufactured in and imported from Australia or New Zealand under our Cobayer (Cobayer), Conbair (Conbair),  and CoKanga (CoKanga) brands
“Cobayer Tenancy Agreement”	the tenancy agreement dated September 2, 2013 entered into between Mr. Gui as the landlord and Cobayer Health Food Company as the tenant, in relation to the lease of an office in Australia, details of which are set out in the section headed “Continuing Connected Transactions” in this prospectus
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Nanjing Sinolife United Company Limited* (南京中生聯合股份有限公司), a joint stock limited liability company incorporated under the laws of the PRC on May 24, 1999, and, except where the context indicates otherwise, includes our predecessors
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Controlling Shareholder(s)”	Mr. Gui and Ms. Wu
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated December 21, 2013 and entered into among our Controlling Shareholders and our Company with particulars set forth in the section headed “Estate duty tax and other indemnities” in Appendix VII in this prospectus
“Director(s)”	director(s) of our Company
“Domestic Share(s)”	ordinary shares in our capital, with a nominal value of RMB0.10 each, which are subscribed for and paid up in Renminbi and are unlisted Shares which are currently not listed or traded on any stock exchange

DEFINITIONS

“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) which was adopted by the National People’s Congress on March 16, 2007 and became effective on January 1, 2008
“GDP”	gross domestic product
“Global Offering”	the Hong Kong Public Offering and the International Offering
“GREEN Application Form(s)”	the application form(s) to be completed by White Form eIPO Service Provider, Computershare Hong Kong Investor Services Limited
“Group”, “us” or “we”	our Company and its subsidiaries
“Guangzhou Zhongsheng”	Guangzhou Zhongyuan Bio-Tech Co. Limited* (廣州中院生物科技有限公司), a limited liability company established in the PRC on June 27, 2008, a direct wholly-owned subsidiary of our Company
“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“H Share(s)”	overseas listed foreign invested ordinary share(s) in the ordinary share capital of the Company, with a nominal value of RMB0.10 each, which are to be subscribed for and traded in Hong Kong dollars and for which an application has been made for the granting of listing, and permission to deal in, on the Hong Kong Stock Exchange
“Hangzhou Zhongsheng”	Hangzhou Zhongyan Biological Products Co. Limited* (杭州中研生物製品有限公司), a limited liability company established in the PRC on April 2, 2008, a direct wholly-owned subsidiary of our Company
“HK\$” or “Hong Kong dollar”	Hong Kong dollars, the lawful currency of Hong Kong
“HKFRS”	the Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, wholly-owned subsidiary of HKSCC

DEFINITIONS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Public Offer Shares”	the 20,380,000 H Shares initially being offered by our Company for subscription under the Hong Kong Public Offering
“Hong Kong Public Offering”	the offer by our Company of initially 20,380,000 H Shares for subscription by the public in Hong Kong for cash (subject to adjustment as described in the section headed “Structure of the Global Offering” in this prospectus) at the Offer Price (plus brokerage fee of 1%, Hong Kong Stock Exchange trading fee of 0.005%, and SFC transaction levy of 0.003%) and on the terms and subject to the conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Underwriters”	the underwriters listed in the section headed “Underwriting – Hong Kong Underwriters” in this prospectus, being the underwriters of the Hong Kong Public Offering
“Hong Kong Underwriting Agreement”	the underwriting agreement dated December 30, 2013 relating to the Hong Kong Public Offering and entered into by, the Sole Global Coordinator, the Sole Sponsor, the Hong Kong Underwriters, our Controlling Shareholders, our executive Directors and our Company, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – Hong Kong Public Offering” in this prospectus
“Independent Third Party(ies)”	party or parties that is or are not connected with (within the meaning of the Listing Rules) any Directors, Supervisors, chief executive, Substantial Shareholders of our Company, our subsidiaries or any of their respective associates

DEFINITIONS

“International Offer Shares”	the 183,420,000 H Shares initially being offered by us for subscription under the International Offering together, where relevant, with any additional H Shares that may be allotted pursuant to any exercise of the Over-allotment Option
“International Offering”	the offering of the International Offer Shares at the Offer Price outside the United States (including to institutional and professional investors) (other than to retail investors in Hong Kong), as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of international underwriters expected to enter into the International Underwriting Agreement
“International Underwriting Agreement”	the International Underwriting Agreement relating to the International Offering to be entered into on or about January 9, 2014, by, among others, the Sole Global Coordinator, the International Underwriters and us, as further described in the section headed “Underwriting – Underwriting Arrangements and Expenses – The International Offering” in this prospectus
“Jinan Zhongsheng”	Jinan Zhongsheng Chinese Commerce Biological Products Co. Limited* (濟南中生華商生物製品有限公司), a limited liability company established in the PRC on April 30, 2008, a direct wholly-owned subsidiary of our Company
“Latest Practicable Date”	December 23, 2013, being the latest practicable date for the purpose of ascertaining certain information contained in this prospectus prior to its publication
“Listing”	listing of the H Shares on the Main Board of the Hong Kong Stock Exchange
“Listing Committee”	the listing committee of the Hong Kong Stock Exchange
“Listing Date”	the date, expected to be on or about January 15, 2014, on which the Offer Shares are listed and from which dealings therein are permitted to take place on the Main Board

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)
“Main Board”	the stock exchange operated by the Hong Kong Stock Exchange prior to the establishment of the Growth Enterprise Market of the Hong Kong Stock Exchange (excluding the option market) and which continues to be operated by the Hong Kong Stock Exchange in parallel with the Growth Enterprise Market of the Hong Kong Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas (到境外上市公司章程必備條款), for inclusion in the articles of association of companies incorporated in the PRC to be listed overseas, promulgated by the former State Council Securities Commission and other PRC government departments on August 27, 1994, as amended, supplemented or otherwise modified from time to time
“MOF”	the Ministry of Finance of the PRC (中華人民共和國財政部)
“Mr. Gui”	Mr. Gui Pinghu (桂平湖), an executive Director and one of our Controlling Shareholders
“Ms. Wu”	Ms. Wu Yanmei (吳艷梅), the spouse of Mr. Gui, one of our Controlling Shareholders
“Nanjing Deao”	Nanjing Deao International Trade Co. Limited* (南京德澳國際貿易有限公司), a limited liability company established in the PRC on July 15, 2011, a direct wholly-owned subsidiary of our Company
“Nanjing Deao Tenancy Agreement”	the tenancy agreement dated July 1, 2013 entered into between Mr. Gui Ke as the landlord and Nanjing Deao as the tenant, in relation to the lease of an office in the PRC, details of which are set out in the section headed “Continuing Connected Transactions” in this prospectus

DEFINITIONS

“NHFPC”	the National Health and Family Planning Commission of the PRC (中華人民共和國國家衛生和計劃生育委員會) (previously known as the Ministry of Health of the PRC (中華人民共和國衛生部))
“Nanjing Zhongsheng”	Nanjing Zhongsheng Bio-Tech Co. Limited* (南京中生生物科技有限公司), formerly known as Nanjing Xian Sheng Dong Yuan Health Food Co., Limited* (南京先聲東元保健品有限公司), a limited liability company established in the PRC on June 17, 2003, a direct wholly-owned subsidiary of our Company
“Nanjing Zhongsheng Pharmaceutical”	Nanjing Zhongsheng Pharmaceutical Co., Limited* (南京中生醫藥有限責任公司), a company established in the PRC with limited liability on March 2, 2005, which was owned as to 90% by Mr. Gui and 10% by Ms. Wu, and was deregistered on July 27, 2011
“NZ\$”	New Zealand dollars, the lawful currency of New Zealand
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage fee of 1%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005%) at which the Hong Kong Public Offer Shares are to be subscribed pursuant to the Hong Kong Public Offering, and at which the International Offer Shares are to be offered pursuant to the International Offering, to be determined as described in the section headed “Structure of the Global Offering” in this prospectus
“Offer Shares”	the H Shares offered in the Global Offering, where relevant including any additional H Shares issued pursuant to the exercise of the Over-allotment Option

DEFINITIONS

“Over-allotment Option”	the option to be granted by our Company to the International Underwriters, exercisable by the Sole Global Coordinator on behalf of the International Underwriters, within 30 days from the last day for the lodging of applications under the Hong Kong Public Offering, to require our Company to allot and issue up to an aggregate of 30,570,000 additional H Shares at the Offer Price to cover, among others, over-allocations in the International Offering, if any, details of which are described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the Company Law in the PRC (中華人民共和國公司法), adopted by the Standing Committee of the National People’s Congress on October 27, 2005 and which became effective on January 1, 2006, as amended, supplemented or otherwise modified from time to time
“PRC GAAP”	generally accepted accounting principles in the PRC
“PRC government” or “government”, “State” or “state”	the government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and their instrumentalities or, where the context requires, any of them
“Pre-IPO Investor”	Shanghai Fosun
“Price Determination Agreement”	the agreement to be entered into between us and the Sole Global Coordinator (on behalf of the Underwriters) on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	on or about January 9, 2014 (Hong Kong time) at which time the Offer Price is determined, or such later time as our Company and the Sole Global Coordinator (on behalf of the Underwriters) may agree, but in any event not later than January 13, 2014
“Promoter(s)”	the promoters of our Company, namely Mr. Gui, Ms. Wu and Zhongyan Investment

DEFINITIONS

“Qingdao Zhongsheng”	Qingdao Zhongsheng Biological Products Co. Limited* (青島中生康健生物製品有限公司), a limited liability company established in the PRC on June 24, 2011, a direct wholly-owned subsidiary of our Company
“Regulation S”	Regulation S under the U.S. Securities Act, as amended from time to time
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Shanghai Fosun”	Shanghai Fosun Chuangfu Shareholding Investment Fund Limited Partnership* (上海復星創富股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on April 18, 2011, an Independent Third Party
“Shanghai Fosun Pre-IPO Investment Agreement”	the investment agreement dated March 31, 2013 entered into among Mr. Gui, Ms. Wu, Zhongyan Investment, our Company and Shanghai Fosun (as amended and supplemented by the supplemental agreement dated July 31, 2013)
“Shanghai Zhongsheng”	Shanghai Kanghe Bio-Tech Co. Limited* (上海康赫生物科技有限公司), a limited liability company established in the PRC on November 18, 2013, a direct wholly-owned subsidiary of our Company
“Share(s)”	share(s) in the share capital of our Company, with a nominal value of RMB0.10 each

DEFINITIONS

“Shareholder(s)”	holder(s) of our Shares
“Shenzhen Zhongsheng”	Shenzhen Zhongsheng Chinese Commerce Bio-Tech Co. Limited* (深圳市中生華商生物科技有限公司), a limited liability company established in the PRC on April 23, 2009, a direct wholly-owned subsidiary of our Company
“Sinolife Tenancy Agreement”	the tenancy agreement entered into between Mr. Gui as the landlord and our Company as the tenant in March 2011, in relation to the lease of an office in the PRC, details of which are set out in the section headed “Continuing Connected Transactions” in this prospectus
“SMERI”	CFDA Southern Medicine Economic Research Institute Guangzhou Biao Dian Medicine Information Co., Ltd (國家食品藥品監督管理總局南方醫藥經濟研究所廣州標點醫藥信息有限公司), an independent research institute affiliated with CFDA and an Independent Third Party
“Sole Global Coordinator” or “Sole Bookrunner” or “Sole Lead Manager” or “BOCOM International Securities”	BOCOM International Securities Limited, a licensed corporation registered under the SFO to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities) and Type 5 (advising on futures contracts) regulated activities
“Sole Sponsor” or “BOCOM International Asia”	BOCOM International (Asia) Limited, a licensed corporation registered under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“Special Regulations”	Special Regulations of the State Council on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on August 4, 1994, as amended, supplemented or otherwise modified from time to time
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“Substantial Shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Supervisor(s)”	one (or all) of our Company’s supervisors

DEFINITIONS

“Supervisory Board”	the supervisory board of our Company
“Suzhou Zhongsheng”	Suzhou Zhongsheng Health & Biological Products Co. Limited* (蘇州中生健康生物製品有限公司), a limited liability company established in the PRC on March 26, 2008, a direct wholly-owned subsidiary of our Company
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases, as approved by the SFC as amended from time to time
“TGA”	Therapeutic Goods Administration, Australia’s regulatory authority for therapeutic goods, including medicines, medical devices, blood and blood products
“Track Record Period”	the period comprising the years ended December 31, 2010, 2011 and 2012 and the six months ended June 30, 2013
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S.” or “United States”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Securities Act”	the United States Securities Act of 1933 (as amended from time to time)
“White Form eIPO”	the application for Hong Kong Public Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of White Form eIPO at www.eipo.com.hk
“White Form eIPO Service Provider”	Computershare Hong Kong Investor Services Limited

DEFINITIONS

“Wuhan Zhongsheng”	Wuhan Zhongsheng Chinese Commerce Biological Technology Co. Limited* (武漢中生華商生物科技有限公司), a limited liability company established in the PRC on May 23, 2011, a direct wholly-owned subsidiary of our Company
“Wuxi Zhongsheng”	Wuxi Zhongyan Health Products Co. Limited* (無錫中研健康品有限公司), a limited liability company established in the PRC on April 10, 2008, a direct wholly-owned subsidiary of our Company
“Yongheng Partners”	Jiangsu Yongheng Zhaohui Law Firm (江蘇永衡昭輝律師事務所)
“Zhenjiang Zhongsheng”	Zhenjiang Zhongsheng Health Bio-Tech Co. Limited* (鎮江中生健康科技有限公司), a limited liability company established in the PRC on April 28, 2011, a direct wholly-owned subsidiary of our Company
“Zhongyan Investment”	Nanjing Zhongyan Investment Limited Partnership* (南京中研投資合夥企業(有限合夥)), a limited partnership established in the PRC on June 27, 2012, an investment vehicle owned by certain senior management members and employees of our Company
“Zhongsheng series products”	a product line of our Company consisting of nutritional supplements developed and manufactured in China under our Zhongsheng (中生), Keda (KEDA) and Guishi (GUSHI) brands

If there is any inconsistency between the Chinese names of entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company names in Chinese which are marked with “” is for identification purposes only.*