

The information set forth in this appendix does not form part of the accountants' report prepared by BDO Limited, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set out in Appendix I to this prospectus, and is included herein for illustrative purposes only.

For illustrative purposes, only the unaudited pro forma financial information prepared in accordance with paragraph 4.29 of the Listing Rules is set forth below to provide the prospective investors with further information on how the Global Offering might have affected the net tangible assets of the Group attributable to owners of the Company after completion of the Global Offering.

(A) UNAUDITED PRO FORMA ADJUSTED NET TANGIBLE ASSETS

The following is an illustrative and unaudited pro forma statement of adjusted consolidated net tangible assets prepared on the basis of the notes set out below for the purpose of illustrating the effect of the issue of new Shares pursuant to the Global Offering on the net tangible assets of the Group attributable to owners of the Company as if the Global Offering had taken place on 30 June 2013. This unaudited pro forma statement of adjusted consolidated net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Global Offering been completed as of 30 June 2013 or at any future dates.

	Audited consolidated net tangible assets attributable to the owners of the Company as at 30 June 2013 ⁽¹⁾	Estimated net proceeds from the Global Offering ⁽²⁾	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company	Unaudited pro forma adjusted net tangible assets per Share ⁽³⁾	
	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB</u>	<u>HK\$</u>
Based on an Offer Price of HK\$1.50 per Offer Share	172,736	224,879	397,615	0.49	0.62
Based on an Offer Price of HK\$2.00 per Offer Share	172,736	301,595	474,331	0.58	0.74

Notes:

- The audited consolidated net tangible assets attributable to the owners of the Company as of 30 June 2013 is derived from the consolidated net assets attributable to the owners of the Company as of 30 June 2013 of RMB172,801,000 as reported in the Accountants' Report set out in Appendix I to this Prospectus, after deducting intangible assets of RMB65,000.
- The estimated net proceeds from the Global Offering are based on the Offer price of HK\$1.50 and HK\$2.00 per Offer Share after deduction of underwriting fees and other related expenses payable by the Company in connection with the Global Offering and do not take into account of any Shares which may be allotted and issued upon exercise of the Over-allotment Option. The estimated net proceeds from the Global Offering are translated at the exchange rate of RMB0.7884 to HK\$1.00.
- The unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company and the amounts per Share are arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 814,911,000 Shares are expected to be in issue following the Global Offering (including 203,800,000 Offer Shares newly issued upon the Global Offering) and the respective Offer Prices of HK\$1.50 and HK\$2.00 per Offer Share.
- The unaudited pro forma adjusted net tangible assets per Share are converted into Hong Kong dollars at an exchange rate of RMB0.7884 to HK\$1.00, the PBOC Rate prevailing on 16 December 2013. No representation is made that the RMB amounts have been, could have been or may be converted into Hong Kong dollars, or vice versa, at that rate.
- No adjustment has been made to reflect any trading result or other transaction of the Group entered into subsequent to 30 June 2013.

**(B) INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from the reporting accountants of the Company, BDO Limited, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information.



Tel : +852 2218 8288
Fax: +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

電話 : +852 2218 8288
傳真 : +852 2815 2239
www.bdo.com.hk

香港干諾道中111號
永安中心25樓

31 December 2013

The Directors
Nanjing Sinolife United Company Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of pro forma financial information of Nanjing Sinolife United Company Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the unaudited pro forma consolidated net tangible assets as at 30 June 2013 and related notes as set out on Section A of Appendix II to the prospectus issued by the Company dated 31 December 2013 (the “Prospectus”) (the “Pro Forma Financial Information”). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described on Section A of Appendix II to the Prospectus.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the Global Offering on the Group’s consolidated net tangible assets attributable to the owners of the Company as at 30 June 2013 as if the Global Offering had taken place at 30 June 2013. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s financial statements included in the accountants’ report set out in Appendix I to the Prospectus.

Directors’ Responsibilities for the Pro Forma Financial Information

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus", issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of Pro Forma Financial Information included in the prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction at 30 June 2013 would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
BDO Limited
Certified Public Accountants
Ng Wai Man
Practising Certificate number P05309
Hong Kong