

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)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON TUESDAY, 3 FEBRUARY 2015**

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ H share(s)/domestic share(s)^{# (Note 2)} of
NANJING SINOLIFE UNITED COMPANY LIMITED (the "Company") hereby appoint the Chairman
of the meeting ^(Note 3) or _____ of
_____ as
my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the
extraordinary general meeting (the "EGM") of the Company to be held at 30/F, Deji Building, 188 Chang
Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the People's Republic of China on Tuesday, 3
February 2015 at 10:30 a.m. (and at any adjournment thereof).

Please tick ("√") in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	(a) To approve the Share Transfer Agreement and all the transactions contemplated thereunder. (b) To authorise any one director to take all steps as might in their opinion be desirable or necessary in connection with the Share Transfer Agreement.		
2.	To approve the change in use of the 31% proceeds from the global offering.		
SPECIAL RESOLUTIONS			
3.	To approve the proposed amendments to articles 5, 16, 19 and 151 of the articles of association of the Company.		
4.	Subject to the passing of resolution numbered 3, to approve the adoption of the amended and restated articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company.		

Date: _____ Signature(s) ^(Note 5) : _____

Notes:

- Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. A shareholder entitled to attend and vote at the EGM may appoint one or more persons (whether such person is a shareholder or not) as his proxy or proxies to attend and vote on his behalf. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**

4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“√”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a legal person, the same must be either under its seal or under the hand of any director or a duly authorised attorney. If this form of proxy is signed by an attorney, the power of attorney and other authorisation documents must be notarised.
6. In order to be valid, this form of proxy together with the notarised power of attorney and other authorisation documents, if any, must be deposited at the Company’s H Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H shares of the Company) or the Company’s registered office in the PRC at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC (for holders of domestic shares of the Company) at least 24 hours prior to the above meeting for which the proxy is appointed to vote or 24 hours prior to the scheduled voting time.
7. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

* *For identification purposes only*

Please delete as appropriate