

NANJING SINOLIFE UNITED COMPANY LIMITED*

南京中生聯合股份有限公司

(A joint stock limited liability incorporated in the People's Republic of China)

(Stock code: 03332)

Number of shares to which this form of proxy relates ^(Note 1)	
--	--

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 19 MAY 2015

I/We^(Note 2) _____
of _____
being the registered holder(s) of _____ H share(s)/domestic share(s)[#] 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 annual general meeting (the "AGM") 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, 19 May 2015 at 10:30 a.m. (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To consider and approve the report of the board of directors of the Company (the "Board") for the year ended 31 December 2014.		
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2014.		
3.	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2014.		
4.	To consider and approve the financial report of the Company for the year ended 31 December 2014 and the budget report of the Company for the year ending 31 December 2015.		
5.	To consider and approve the profit distribution plan of the Company for the year ended 31 December 2014, and authorise the Board to deal with all issues in relation to the Company's distribution of final dividend and special dividend for the year ended 31 December 2014.		
6.	To consider and approve the appointment of Ernst & Young and Ernst & Young Hua Ming LLP as the international auditors and the domestic auditors of the Company respectively, to hold office until the conclusion of next annual general meeting of the Company, and to authorise the Board to fix the remuneration of the auditors.		
7.	To authorise the Board to fix the remuneration of the directors and supervisors.		
8.	To consider and approve the allocation of statutory common reserve fund for the year ended 31 December 2014.		
SPECIAL RESOLUTION			
9.	To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the aggregate nominal value of the domestic shares and H shares of the Company respectively in issue, and to authorise the Board to make amendments to the articles of association of the Company as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to the mandate.		

Date: _____ 2015 Signature(s)^(Note 5) _____

Notes:

- 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).
- Full name(s) (in Chinese and English) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder entitled to attend and vote at the AGM is entitled to 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.**
- 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 or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- 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 a 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.
- In order to be valid, this form of proxy together with the notarised power of attorney or other authorisation documents, if any, must be deposited at the Company's registered office in the People's Republic of China at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, People's Republic of China (for holders of domestic shares of the Company) or 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, Hong Kong (for holders of H 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.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.

* For identification purposes only

Please delete as appropriate