

**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: 3332)

**FORM OF PROXY FOR THE CLASS MEETING FOR HOLDERS OF H SHARES  
 TO BE HELD ON TUESDAY, 30 JUNE 2015**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_

H share(s) <sup>(Note 2)</sup> of NANJING SINOLIFE UNITED COMPANY LIMITED\* (the "Company") hereby appoint the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_  
 as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the class meeting for holders of H shares (the "**H Shares Class Meeting**") (and at any adjournment thereof) 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 (the "**PRC**") on Tuesday, 30 June 2015 at 10:15 a.m. (or immediately after the extraordinary general meeting of the Company to be convened and held on the same date and at the same place).

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

SPECIAL RESOLUTIONS		FOR	AGAINST
1.	To approve the allotment and issue of A shares by the Company in the PRC (each item as a separate resolution).		
	(i) Class and nominal value of new shares to be issued		
	(ii) Number of A shares to be issued		
	(iii) Basis for determination of the issue price		
	(iv) Target subscribers		
	(v) Proposed stock exchange for listing		
	(vi) Method of issue		
	(vii) Use of proceeds		
	(viii) Distribution plan of accumulated undistributed profits		
	(ix) Validity of the resolution		
	(x) Authorisation to the board of directors		
2.	To approve the share consolidation (" <b>Share Consolidation</b> ") of the shares in the capital of the Company with a nominal value of RMB0.10 each such that each share in the capital of the Company shall have a nominal value of RMB1.00 and to authorise the board of directors to handle the matters related to the Share Consolidation.		

Date: \_\_\_\_\_ 2015

Signature(s) <sup>(Note 5)</sup> : \_\_\_\_\_

**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 H Shares Class Meeting 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.**
- 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 H Shares Class Meeting other than those referred to in the notice convening the H Shares Class Meeting.
- 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.
- 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 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 H Share Class Meeting if you so wish.

\* For identification purposes only