

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)

Number of shares to which this form of proxy relates ^(Note 1)	
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FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 9 JUNE 2023

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 3 Qingma Road, Maqun Science Park, Qixia District, Nanjing, Jiangsu Province, the People's Republic of China (the “PRC”) on Friday, 9 June 2023 at 9:30 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast^(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 2022.		
2.	To consider and approve the report of the board of supervisors of the Company for the year ended 31 December 2022.		
3.	To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2022.		
4.	To consider and approve the financial report of the Company for the year ended 31 December 2022 and the budget report of the Company for the year ending 31 December 2023.		
5.	To consider and approve the proposal of not distributing the Company's profit for the year ended 31 December 2022.		
6.	To consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP (Special General Partnership) as the international auditors and the domestic auditors of the Company respectively, to hold office until the conclusion of next AGM 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 each director and supervisor of the Company.		
8.	To consider and approve the non-withdrawal of statutory common reserve fund for the year ended 31 December 2022.		
SPECIAL RESOLUTIONS			
9.	To consider and approve the granting of a general mandate to the Board to allot, issue and deal with additional domestic shares and H shares not exceeding 20% of each of the total number of issued domestic shares and H shares of the Company respectively, 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. ^(Note 9)		
10.	To approve the proposed amendments to article 3 of the articles of association of the Company. ^(Note 9)		
11.	Subject to the passing of resolution numbered 10, 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. ^(Note 9)		

Date: _____ 2023

Signature(s)^(Note 5) _____

Notes:

1. Please insert the number of shares to which this form of proxy relates. 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 more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
2. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members of the Company) to be inserted in **BLOCK CAPITALS**.
3. 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 of the Company (“**Shareholder**”) entitled to attend and vote at the AGM shall be entitled to appoint one or more persons (whether such person is a Shareholder or not) as his/her proxy or proxies to attend and vote on his/her behalf. A Shareholder (including his/her proxy or proxies), when voting at AGM, may exercise such voting rights as are attached to the voting shares which he/she represents. Each share shall have one vote.
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 or abstain at his/her discretion. Your proxy will also be entitled to vote or abstain at his/her discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.
5. This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of its legal representative, director(s) or duly authorised attorney(s). If this form of proxy is signed by a person authorized by the principal, the power of attorney and other authorisation documents must be notarised. **ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
6. For joint shareholders, only the first-named shareholder in the register of members of the Company has the right to attend the AGM and exercise voting rights.
7. In order to be valid, the completed and signed form of proxy together with the notarised power of attorney and other authorisation documents, if any, must be deposited at the Company’s registered office in the PRC at Block E-2, 8/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC (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, Wanchai, Hong Kong (for holders of H shares of the Company) at least 24 hours prior to the above meeting (i.e. not later than 9:30 a.m. on Thursday, 8 June 2023 (Hong Kong time)) for which the proxy is appointed to vote or 24 hours prior to the time appointed for holding any adjourned meeting (as the case may be).

If the proxy is a corporation, his/her legal representative or any representative authorised by the board of directors or by other decision-making body shall attend the above meeting on its behalf. If the Shareholder is a recognised clearing house (or its agent), the Shareholder may authorise one or more suitable persons to act as its representative at the AGM; however, if more than one person is authorised, the form of proxy shall clearly indicate the number and types of shares each person is authorised in relation to. The persons after such authorisation may represent the recognised clearing house (or its agent) to exercise the rights, as if they were the individual Shareholders.

A vote made in accordance with the terms of a proxy shall be valid notwithstanding the death or loss of capacity of the appointor or revocation of the proxy or the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given, provided that the Company does not receive any written notice in respect of such matters before the commencement of the above meeting.

8. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the above meeting and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. The description of these resolutions is by way of summary only. The full text appears in the notice convening the AGM dated 24 April 2023 issued by the Company.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the AGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

* For identification purpose only

Please delete where inappropriate