

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 EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 22 OCTOBER 2024

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 extraordinary general meeting (the "EGM") 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 Tuesday, 22 October 2024 at 9:30 a.m. (and at any adjournment thereof).

ORDINARY RESOLUTIONS ADOPTING CUMULATIVE VOTING SYSTEM ⁽⁹⁾		NUMBER OF VOTES ⁽⁴⁾
1.	To consider and approve the re-election of each of the following members of the board of directors of the Company:	
	1.1 to re-elect Mr. Gui Pinghu as an executive director of the Company	
	1.2 to re-elect Ms. Zhang Yuan as an executive director of the Company	
	1.3 to re-elect Ms. Zhu Feifei as an executive director of the Company	
	1.4 to re-elect Mr. Yu Bo as an independent non-executive director of the Company	
2.	To consider and approve the election of each of the following independent non-executive directors of the Company:	
	2.1 to elect Mr. Ye Bangyin as an independent non-executive director of the Company	
	2.2 to elect Mr. Cheng Jianming as an independent non-executive director of the Company	
3.	To consider and approve the re-election of each of the following members of the board of supervisors of the Company:	
	3.1 to re-elect Ms. Yu Min as a supervisor of the Company	
	3.2 to re-elect Ms. Wang Ping as a supervisor of the Company	

Date: _____ 2024

Signature(s)^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted or the number inserted is more than the number of shares registered in your name(s), 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.
- Please insert the full name(s) (in Chinese or English) and address(es) (as shown in the register of members) 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 of the Company ("Shareholder") who is entitled to attend and vote at the EGM 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 proxy need not be a Shareholder. A Shareholder (including his/her proxy or proxies), when voting at the EGM, may exercise such voting rights as are attached to the voting shares which he/she represents. Each share shall have one vote.
- Pursuant to Article 81 of the Articles of Association, the cumulative voting system may be adopted for voting of appointment of Directors and Supervisors at a general meeting.
The cumulative voting system referred to in the preceding paragraph means that each Share has the same number of voting rights as the number of Directors or Supervisors to be re-elected or elected, and the voting rights held by Shareholders may be used collectively. This means that a Shareholder will have such number of votes as is equal to the number of Directors or Supervisors proposed to be elected or re-elected for every Share held. Each resolution numbered 1, 2 and 3 will adopt the cumulative voting system.

By way of illustration, in relation to sub-resolutions 1.1 to 1.4 set forth in the notice of the EGM, a Shareholder will have such number of votes as is equal to the number of Directors proposed to be re-elected for every Share held. For example, if a Shareholder holds 1 million Shares, given that there are four Directors proposed to be re-elected under such sub-resolutions, the aggregate number of votes the Shareholder can cast on sub-resolutions 1.1 to 1.4 is 4 million (i.e. 1 million Shares x 4 votes per Share = 4 million votes). The Shareholder may cast his/its 4 million votes in accordance with the following rules:

- (a) the Shareholder may cast all his/her/its votes on one sub-resolution, or divide his/its votes among one or more of the sub-resolutions in any proportion. For example, the Shareholder may choose to (i) cast his/her/its 4 million votes equally on the four sub-resolutions, i.e. 1 million votes on each of sub-resolutions 1.1 to 1.4; (ii) cast his/her/its 4 million votes on one sub-resolution; or (iii) cast 0.5 million votes on sub-resolution 1.1, 1 million votes on each of sub-resolutions 1.2 and 1.3 and 1.5 million votes on sub-resolution 1.4;
- (b) the total number of votes the Shareholder casts on the four sub-resolutions shall not exceed the aggregate number of votes to which he/she/it is entitled. When the total number of votes have been used up after voting on one or more sub-resolution(s), the Shareholder will not be entitled to cast any vote on any of the remaining sub-resolutions. If the total number of votes cast on one or more sub-resolution(s) exceeds the total number of votes to which the Shareholder is entitled, all the votes cast by the Shareholder shall be deemed invalid. If the aggregate number of votes cast on the sub-resolutions is less than the total number of votes to which the Shareholder is entitled, such voting shall be valid and the uncast votes shall be regarded as abstained votes; and
- (c) the options of "For", "Against" and "Abstain" will not be available for sub-resolutions 1.1 to 1.4. If the Shareholder wishes to vote in favour of a candidate, he/she/it should vote on the corresponding sub-resolution and clearly state the number of votes he/she/it wishes to cast for that sub-resolution in the column under the heading of "NUMBER OF VOTES" in the form of proxy. All forms of proxy that are not completed in full compliance with the provisions set forth therein or herein shall be deemed invalid and the Shareholder(s) concerned shall be deemed to have abstained from voting.

If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her 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 a director or a duly authorised attorney. If this form of proxy is signed by a person authorised by the principal, the power of attorney and other authorisation documents must be notarised. **ANY ALTERATION 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 EGM and exercise voting rights.
7. In order to be valid, the 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 PRC at 4/F, Building 3, 3 Qingma Road, Qixia 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. no later than 9:30 a.m. on Monday, 21 October 2024 (Hong Kong time)) or 24 hours prior to the time appointed for holding any adjourned meeting (as the case may be).
If the proxy is a legal person, its legal representative or any representative authorised by its board of directors or by other decision-making body shall attend the EGM 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 EGM; however, if more than one person are 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 EGM.
8. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and/or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
9. The description of this resolution is by way of summary only. The full text appears in the notice of the EGM dated 27 September 2024 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 EGM 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 purposes only

Please delete where inappropriate