

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 DOMESTIC SHARES TO BE HELD ON THURSDAY, 21 JULY 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____
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 class meeting for holders of domestic shares (the "Domestic 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 Thursday, 21 July 2016 at 11:00 a.m. (or immediately after the class meeting for holders of H shares 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 ^(Note 4).

ORDINARY RESOLUTION		FOR	AGAINST
1.	(a) To approve the Agreement and all the transactions contemplated thereunder. (b) To authorise any one director of the Company to take all steps as might in his/her opinion be desirable or necessary in connection with the Agreement.		
SPECIAL RESOLUTION			
2.	Subject to the passing of resolution numbered 1, to grant the unconditional specific mandate to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the 38,000,000 H shares of the Company pursuant to the Agreement.		

Date: _____

Signature(s) ^(Note 5) : _____

Notes:

1. Full name(s) (in Chinese or English) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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 who is entitled to attend and vote at the Domestic 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.**
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 Domestic Shares Class Meeting other than those referred to in the notice convening the Domestic Shares Class Meeting.
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 registered office in the PRC at 30/F, Deji Building, 188 Chang Jiang Road, Xuanwu District, Nanjing, Jiangsu Province, the PRC 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 Domestic Shares Class Meeting if you so wish.

* For identification purposes only