



康宁

We Ka H a C ., L .  
溫州康寧醫院股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(S C e: 2120)

## FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2016 OR ANY ADJOURNMENT THEREOF

|                                                                             |                 |
|-----------------------------------------------------------------------------|-----------------|
| Number of Shares to which this<br>form of proxy relates <sup>(Note 1)</sup> | Domestic Shares |
|                                                                             | H Shares        |

I/We<sup>(Note 2)</sup> \_\_\_\_\_  
of (address) \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ H share(s)/domestic share(s)<sup>(Note 3)</sup> of RMB1.00 each in the share capital of Wenzhou Kangning Hospital Co., Ltd. (the “Company”), hereby appoint **THE CHAIRMAN OF THE MEETING** or<sup>(Note 4)</sup> \_\_\_\_\_ of (address) \_\_\_\_\_  
as my/our proxy to attend at the first extraordinary general meeting of the Company for the year 2016 (the “EGM”) (or at any adjournment thereof) to be held at 8/F, No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang, the PRC, at 9:00 a.m. on Monday, October 17, 2016 for the purpose of considering and, if thought fit, passing the following resolutions as set out in the Company’s notice of the EGM dated September 1, 2016, and vote for me/us in respect of the resolutions as indicated below, or, if no such indication is given, as my/our proxy thinks fit. In this form of proxy, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company’s circular dated September 1, 2016.

| SPECIAL RESOLUTIONS |                                                                                                                      | FOR <sup>(Note 5)</sup> | AGAINST <sup>(Note 5)</sup> | ABSTAIN <sup>(Note 5)</sup> |
|---------------------|----------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|-----------------------------|
| 1.                  | the proposal for the Proposed A Share Offering:                                                                      |                         |                             |                             |
|                     | (a) type of securities to be issued                                                                                  |                         |                             |                             |
|                     | (b) par value                                                                                                        |                         |                             |                             |
|                     | (c) stock exchange of the proposed listing of the A Shares                                                           |                         |                             |                             |
|                     | (d) offering size                                                                                                    |                         |                             |                             |
|                     | (e) target subscribers                                                                                               |                         |                             |                             |
|                     | (f) method of offering                                                                                               |                         |                             |                             |
|                     | (g) pricing methodology                                                                                              |                         |                             |                             |
|                     | (h) method of underwriting                                                                                           |                         |                             |                             |
|                     | (i) conversion of the form of the Company                                                                            |                         |                             |                             |
|                     | (j) valid period of the resolution                                                                                   |                         |                             |                             |
| 2.                  | the plan for distribution of accumulated profits before the Proposed A Share Offering                                |                         |                             |                             |
| 3.                  | the proposal on the use of proceeds from the Proposed A Share Offering and the feasibility analysis                  |                         |                             |                             |
| 4.                  | the authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering |                         |                             |                             |
| 5.                  | the proposed amendments to the Articles of Association                                                               |                         |                             |                             |
| 6.                  | the proposed amendments to <i>Rules and Procedures for General Meetings</i>                                          |                         |                             |                             |
| 7.                  | the proposed amendments to <i>Rules and Procedures for Board Meetings</i>                                            |                         |                             |                             |
| 8.                  | the proposed amendments to <i>Rules and Procedures for Meetings of the Supervisory Committee</i>                     |                         |                             |                             |

| ORDINARY RESOLUTIONS |                                                                                                                              | FOR <sup>(Note 5)</sup> | AGAINST <sup>(Note 5)</sup> | ABSTAIN <sup>(Note 5)</sup> |
|----------------------|------------------------------------------------------------------------------------------------------------------------------|-------------------------|-----------------------------|-----------------------------|
| 9.                   | the report on the use of the proceeds from the H Share Offering as of June 30, 2016                                          |                         |                             |                             |
| 10.                  | the A Share price stabilization plan for the three years following the Proposed A Share Offering                             |                         |                             |                             |
| 11.                  | the remedial measures for the dilution of immediate return as a result of the Proposed A Share Offering                      |                         |                             |                             |
| 12.                  | the dividend plan for the three years following the Proposed A Share Offering                                                |                         |                             |                             |
| 13.                  | the undertakings regarding the disclosure of information in the prospectus to be published for the Proposed A Share Offering |                         |                             |                             |
| 14.                  | the proposed amendments to <i>Rules for the Management of Related Party Transactions</i>                                     |                         |                             |                             |
| 15.                  | the proposed amendments to <i>Administrative Measures for External Guarantee</i>                                             |                         |                             |                             |
| 16.                  | the proposed adoption of <i>Rules for the Management and the Use of Proceeds from Fund Raising</i>                           |                         |                             |                             |
| 17.                  | the proposed adoption of <i>Code of Conduct of Controlling Shareholders and Actual Controllers</i>                           |                         |                             |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature(s)<sup>(Note 6)</sup>: \_\_\_\_\_

**Notes:**

- Please insert the number and type of share(s) registered in your name(s) relating to this form of proxy. If no number is inserted, this form of proxy will be deemed to relate to all of the shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) are to be inserted in **BLOCK LETTERS**.
- Please insert the number of share(s) registered in your name(s), and delete as appropriate.
- If any proxy other than the chairman of the meeting is preferred, please strike out “**THE CHAIRMAN OF THE MEETING** or” and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the EGM. A proxy need not be a shareholder of the Company but must attend the EGM in person to represent you. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR” OR COMPLETE THE NUMBER OF SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST” OR COMPLETE THE NUMBER OF SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED “ABSTAIN” OR COMPLETE THE NUMBER OF SHARE(S) REGISTERED IN YOUR NAME.** Failure to complete any or all of the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice of the EGM. The votes abstained will be counted in the calculation of the required majority.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of its director(s) or duly authorized attorney. In case of joint shareholders for any share, any one of such joint holders may sign this form of proxy.
- In order to be valid, this form of proxy for the EGM must be deposited by hand or by mail to the place of business of the Company for holders of domestic shares, or the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time for holding the EGM (or any adjournment thereof) for taking the poll. If the form of proxy is signed by a person under a power of attorney or other document(s) of authorization, a notarial copy of that power of attorney or other document(s) of authorization shall be deposited at the same time as mentioned above in the form of proxy.
- Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at any meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
- The contact details of the place of business of the Company are set out below:  
No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang, the PRC  
Post Code: 325000  
Telephone No.: (+86) 577 8877 1689  
Facsimile No.: (+86) 577 8878 9117