



溫州康寧醫院股份有限公司  
Wenzhou Kangning Hospital Co., Ltd.  
(A joint stock limited liability company incorporated in the People's Republic of China)  
Stock code: 2120

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	Domestic shares H shares
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## FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2016 OR ANY ADJOURNMENT THEREOF

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 annual general meeting of the Company for the year 2016 (the "AGM") (or at any adjournment thereof) to be held at 6/F, the Ritz-Carlton Shenzhen, 116 Fuhua 3rd Road, Futian District, Shenzhen, Guangdong Province, the PRC at 9:00 a.m. on Wednesday, June 14, 2017 for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice of the AGM dated April 28, 2017, 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 proxy form, unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the Company's circular dated April 28, 2017.

	ORDINARY RESOLUTIONS	FOR <sup>(Note 5)</sup>	AGAINST <sup>(Note 5)</sup>	ABSTAIN <sup>(Note 5)</sup>
1.	To consider and approve the financial report for the year 2016 (including the audited financial statements)			
2.	To consider and approve the proposed profit distribution plan for the year 2016			
3.	To consider and approve the proposed financial budget for the year 2017			
4.	To consider and approve the proposed change of accounting standard adopted by the Company			
5.	To consider and approve the proposed appointment of PricewaterhouseCoopers Zhong Tian LLP as the independent auditor of the Company for the year 2017, to hold office until the conclusion of the next annual general meeting of the Company			
6.	To consider and approve the report of the Board for the year 2016			
7.	To consider and approve the report of the Supervisory Committee for the year 2016			
8.	To consider and approve the report of the independent non-executive Directors for the year 2016			
9.	To consider and approve the proposed election of Mr. Guan Weili as the executive Director of the second session of the Board			
10.	To consider and approve the proposed election of Ms. Wang Lianyue as the executive Director of the second session of the Board			
11.	To consider and approve the proposed election of Ms. Wang Hongyue as the executive Director of the second session of the Board			
12.	To consider and approve the proposed election of Mr. Yang Yang as the non-executive Director of the second session of the Board			
13.	To consider and approve the proposed election of Mr. Lin Lijun as the non-executive Director of the second session of the Board			
14.	To consider and approve the proposed election of Mr. Chong Yat Keung as the independent non-executive Director of the second session of the Board			
15.	To consider and approve the proposed election of Mr. Huang Zhi as the independent non-executive Director of the second session of the Board			
16.	To consider and approve the proposed election of Mr. Got Chong Key Clevin as the independent non-executive Director of the second session of the Board			

	<b>ORDINARY RESOLUTIONS</b>	<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>	<b>ABSTAIN</b> <i>(Note 5)</i>
17.	To consider and approve the proposed election of Ms. Huang Jingou as the Shareholder representative Supervisor of the second session of the Supervisory Committee			
18.	To consider and approve the proposed election of Mr. Qian Chengliang as the independent Supervisor of the second session of Supervisory Committee			
19.	To consider and approve the proposed election of Mr. Ma Jinlong as the independent Supervisor of the second session of Supervisory Committee			
20.	To consider and approve the proposed transfer of one of the Company's properties to Mr. Chen Yuanling			
	<b>SPECIAL RESOLUTIONS</b>	<b>FOR</b> <i>(Note 5)</i>	<b>AGAINST</b> <i>(Note 5)</i>	<b>ABSTAIN</b> <i>(Note 5)</i>
1.	To consider and approve the proposed amendment II to the Articles			
2.	To consider and approve the proposed amendment to the Articles (draft) (effective upon completion of the Proposed A Share Offering)			
3.	To consider and approve the proposed extension of the validity period of the Proposed A Share Offering			
4.	To consider and approve the proposed extension of the validity period of the Authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering			

Dated this day of \_\_\_\_\_ 2017

Signature(s) *(Note 6)*: \_\_\_\_\_

*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 share capital of the Company registered in your name(s).
- Full name(s) and address (es) 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" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the AGM. A proxy need not be a shareholder of the Company but must attend the AGM 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 AGM other than those referred to in the notice of the AGM. 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 shareholder 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 AGM 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, Wan Chai, Hong Kong for holders of H shares not less than 24 hours before the time for holding the AGM (i.e. before 9:00 a.m. on Tuesday, June 13, 2017) (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 be 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 AGM 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  
Postal Code: 325000  
Telephone No.: (+86) 577 8877 1689  
Facsimile No.: (+86) 577 8878 9117