



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^(Note 1)

Domestic Shares
H Shares

**FORM OF PROXY FOR THE FIRST EXTRAORDINARY GENERAL MEETING
FOR THE YEAR 2023 OR ANY ADJOURNMENT THEREOF**

I/We^(Note 2) _____
of (address) _____

being the registered holder(s) of _____ H Share(s)/
Domestic Share(s)^(Note 3) of RMB1.00 each in the share capital of Wenzhou Kangning Hospital Co., Ltd. (the "Company"), hereby
appoint **THE CHAIRMAN OF THE MEETING** of^(Note 4) _____

of _____ (address) as
my/our proxy to attend the first extraordinary general meeting of the Company for the year 2023 (the "EGM") (or any adjournment
thereof) to be held as on-site meeting at Conference Room, 12/F, Building 1, Shengjin Road, Huanglong Residential District, Wenzhou,
Zhejiang Province, the People's Republic of China (the "PRC") at 2:00 p.m. on Wednesday, September 27, 2023 for the purpose of
considering and, if thought fit, passing the following resolutions as set out in the EGM Notice dated September 8, 2023, 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 8, 2023.

ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
1.	To consider and approve the interim profit distribution plan of the Company for the year 2023			
2.	To consider and approve the Shareholders' Return Plan of the Company for the Next Five Years (2023-2027)			
SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
3.	To consider and approve the H Share Award and Trust Scheme			
4.	To consider and approve proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Award and Trust Scheme			
5.	To consider and approve the proposed amendments to the Articles of Association			
6.	To consider and approve the proposed amendments to the Rules of Procedures for General Meetings			
7.	To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings			
8.	To consider and approve the proposed amendments to the Rules of Procedures for Meetings of the Supervisory Committee			

Dated this day of _____ 2023

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 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 first EGM for the year 2023 dated September 8, 2023. 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 Shareholders 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 (i.e. before 2:00 p.m. on Tuesday, September 26, 2023) or any adjournment thereof. 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 EGM or any adjourned meetings thereof 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 Province, the PRC
Postal Code: 325000
Telephone No.: (86) 577 8877 1689
Facsimile No.: (86) 577 8878 9117