



康宁

Wenzhou Kangning Hospital Co., Ltd.

温州康宁医院股份有限公司

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

(Stock Code: 2120)

**FORM OF PROXY FOR THE FIRST DOMESTIC SHAREHOLDERS'
CLASS MEETING FOR THE YEAR 2016
OR ANY ADJOURNMENT THEREOF**

Number of domestic shares to which this form of proxy relates ^(Note 1)	
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I/We ^(Note 2) _____
of (address) _____

being the registered holder(s) of _____ 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**
or ^(Note 4) _____ of (address) _____

as my/our proxy to attend at the first domestic shareholders’ class meeting of the Company for the year 2016 (the “**Domestic Shareholders’ Class Meeting**”) (or at any adjournment thereof) to be held at 8/F, No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang, the PRC on Monday, October 17, 2016 immediately after the first extraordinary general meeting of the Company for the year 2016 to be convened and held on the same day at the same place for the purpose of considering and, if thought fit, passing the following resolutions as set out in the Company’s notice of the Domestic Shareholders’ Class Meeting 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 ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
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			

SPECIAL RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
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			
ORDINARY RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)	ABSTAIN ^(Note 5)
5.	the A Share price stabilization plan for the three years following the Proposed A Share Offering			
6.	the remedial measures for the dilution of immediate return as a result of the Proposed A Share Offering			
7.	the dividend plan for the three years following the Proposed A Share Offering			
8.	the undertakings regarding the disclosure of information in the prospectus to be published for the Proposed A Share Offering			

Dated this _____ day of _____ 2016

Signature(s)^(Note 6): _____

Notes:

- Please insert the number of domestic 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 domestic 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 domestic share(s) registered in your name(s).
- 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 Domestic Shareholders’ Class Meeting. A proxy need not be a shareholder of the Company but must attend the Domestic Shareholders’ Class Meeting 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 DOMESTIC 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 DOMESTIC 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 DOMESTIC 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 Domestic Shareholders’ Class Meeting other than those referred to in the notice of the Domestic Shareholders’ Class Meeting. 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 Domestic Shareholders’ Class Meeting must be deposited by hand or by mail to the place of business of the Company not less than 24 hours before the time for holding the Domestic Shareholders’ Class Meeting (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 Domestic Shareholders’ Class Meeting 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