康宁

溫州康寧醫院股份有限公司

(a j i t t c i ited iabi it c a i c ated i the Pe e' Re b ic f Chi a)

N mbe of ha e o hich hi fo m of p o y ela e (Note 1)	dome ic ha e
	H ha e

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING FOR THE YEAR 2015 OR ANY ADJOURNMENT THEREOF

I/We (No e 2) ______________________________

of (add e) ______________________________

being he egi e ed holde ( ) of ____________________ H ha e( )/ dome ic ha e( ) (No e 3) of RMB1.00 each in he ha e capi al of Wen ho Kangning Ho pi al Co., L d. (he **Company**), he eby appoin **THE CHAIRMAN OF THE MEETING** o (No e 4) ____________________

of (add e)______________________________

a my/o p o y o a end a he ann al gene al mee ing of he Company (he **AGM**) (o a any adjo nmen he eof) o be held a Ma co Polo Shen hen, 28 F h a 1 Road, F ian CBD., Shen hen, China, a 9 a.m. on T e day, J ne 14, 2016 fo he p po e of con ide ing and, if ho gh fi , pa ing he follo ing e ol ion a e o in he no ice of he AGM da ed Ap il 29, 2016, and o e fo me/ in e pec of he e ol ion a indica ed belo , o , if no ch indica ion i gi en, a my/o p o y hink fi . In hi p o y fo m, nle he con e o he i e eq i e , capi ali ed e m ed he ein hall ha e he ame meaning a defined in he Company' ci o la da ed Ap il 29, 2016.

	ORDINARY RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*	ABSTAIN *(Note 5)*
1.	To con ide and app o e he financial epo fo he yea 2015 (incl ding he a di ed financial a emen)			
2.	To con ide and app o e he p opo ed final di idend di ib ion plan fo he yea 2015			
3.	To con ide and app o e he p opo ed financial b dge fo he yea 2016			
4.	To con ide and app o e he p opo ed e-appoin men of P ice a e ho eCoope Zhong Tian LLP and P ice a e ho eCoope a he dome ic a di o and he in e na ional a di o of he Company, e pec i ely, o hold office n il he concl ion of he ne ann al gene al mee ing of he Company and he a ho i a ion o he Boa d o fi hei em ne a ion fo he yea 2016			
5.	To con ide and app o e he p opo ed appoin men of M . GOT Chong Key Cle in a an independen non-e ec i e Di ec o			
6.	To con ide and app o e he p opo ed plan o adj he em ne a ion of ce ain Di ec o and ce ain enio managemen membe of he Company			
7.	To con ide and app o e he epo of he Boa d fo he yea 2015			
8.	To con ide and app o e he epo of he S pe i o y Commi ee fo he yea 2015			
9.	To con ide and app o e he epo of he independen non-e ec i e Di ec o fo he yea 2015			

	SPECIAL RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*	ABSTAIN *(Note 5)*
10.	To consider and approve the proposed amendments to the Articles of Association			
11.	To consider and approve the proposed grant of a general mandate to the Board to issue Domestic Shares and/or H Shares			

Dated this day of ______________________ 2016 Signature(s) *(Note 6)*: ______________________

Notes:

1. 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).

2. Full name(s) and address(es) to be inserted in **BLOCK LETTERS**.

3. Please insert the number of share(s) registered in your name(s), and delete as appropriate.

4. If any proxy other than the chairman of the meeting is preferred, please strike out **THE CHAIRMAN OF THE MEETING** 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**.

5. **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 vote 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.

6. This form of proxy must be signed by you or your attorney duly authorised 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 authorised attorney. In case of joint shareholders for any share, any one of such joint holders may sign this form of proxy.

7. In order to be valid, this proxy form 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, Wanchai, Hong Kong for holders of H shares not less than 24 hours before the time for holding the AGM (or any adjournment thereof) for taking the poll. If the proxy form is signed by a person under a power of attorney or other document(s) of authorisation, a notarial copy of that power of attorney or other document(s) of authorisation shall be deposited at the same time as mentioned above in the proxy form.

8. 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 vote 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.

9. Completion and return of the proxy form will not preclude shareholders from attending and voting in person at the AGM or any adjourned meeting should they so wish.

10. 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