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

FORM OF PROXY FOR THE FIRST H SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2017 OR ANY ADJOURNMENT THEREOF

Number of H shares to which this form of proxy relates *(Note 1)*	

I/We *(Note 2)* _____

of (address) _____

being the registered holder(s) of _____ H 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 H shareholders' class meeting of the Company for the year 2017 (the "**H Shareholders' Class Meeting**") (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 on Wednesday, June 14, 2017 immediately after the annual general meeting of the Company for the year 2016 or any adjournment thereof and the first domestic shareholders' class meeting of the Company for the year 2017 or any adjournment thereof 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 H Shareholders' Class Meeting 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 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 April 28, 2017.

	SPECIAL RESOLUTIONS	FOR *(Note 5)*	AGAINST *(Note 5)*	ABSTAIN *(Note 5)*
1.	To consider and approve the proposed extension of the validity period of the Proposed A Share Offering			
2.	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:

1. Please insert the number of H 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 H shares in the capital of the Company registered in your name(s).

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

3. Please insert the number of H share(s) registered in your name(s).

4. 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 H Shareholders' Class Meeting. A proxy need not be a shareholder of the Company but must attend the H 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.**

5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR" OR COMPLETE THE NUMBER OF H 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 H SHARE(S) REGISTERED IN YOUR NAME. IF YOU WISH TO ABSTAIN FROM VOTING ON ANY RESOLUTION, PLEASE TICK THE BOXES MARKED "ABSTAIN" OR COMPLETE THE NUMBER OF H SHARE(S) REGISTERED IN YOUR NAME.** Failure to complete 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 H Shareholders' Class Meeting other than those referred to in the notice of the H Shareholders' Class Meeting. The votes abstained will be counted in the calculation of the required majority.

6. This form of proxy for the H Shareholders' Class Meeting 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 signed on its behalf by a director(s) or duly authorized attorney. In the 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 form of proxy for the H Shareholders' Class Meeting must be deposited by hand or by mail to Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time for holding the H Shareholders' Class Meeting (i.e. 9:00 a.m. on Tuesday, June 13, 2017) (or any adjournment thereof) or before taking the poll. If the form of proxy is signed by a person under the 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 delivered at the same time as mentioned above in the form of proxy.

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 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 for the H Shareholders' Class Meeting will not preclude shareholders from attending and voting in person at the H Shareholders' Class Meeting or any adjourned meetings should they so wish.