



## Hospital Corporation of China Limited

弘和仁愛醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 3869)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON MAY 25, 2018

I/We<sup>(Note 2)</sup> \_\_\_\_\_ of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ shares in the issued share capital of **Hospital Corporation of China Limited** 弘和仁愛醫療集團有限公司 (the "Company") hereby appoint the Chairman of the meeting<sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the annual general meeting (the "AGM") of the Company to be held at 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC on May 25, 2018 at 2:00 p.m. (and at any adjournment thereof).

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the independent auditors for the year ended December 31, 2017.		
2.	To re-elect directors as follows:		
(a)	To re-elect Mr. Lin Sheng as a non-executive Director.		
(b)	To re-elect Ms. Chen Xiaohong as an independent non-executive Director.		
(c)	To re-elect Mr. Zhou Xiangliang as an independent non-executive Director.		
3.	To authorise the board of directors to fix the directors' remuneration.		
4.	To re-appoint PricewaterhouseCoopers as auditors and to authorise the board of directors to fix their remuneration.		
5.	To grant a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares as of the date of passing this resolution.		
6.	To grant a general mandate to the directors to allot, issue and deal with unissued shares of the Company not exceeding 20% of the total number of issued shares as of the date of passing this resolution.		
7.	To extend the general mandate granted to the directors to allot, issue and deal with unissued shares of the Company under resolution 6 above by adding thereto the shares to be repurchased by the Company under resolution no. 5 above.		

Date: \_\_\_\_\_ 2018

Signature(s)<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.  
On a show of hands every shareholder who is present in person shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer, attorney or other person so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.