



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 <small>(Note 1)</small>	
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FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON JULY 31, 2023

I/We (Note 2) _____ 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 (Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf as directed below at the extraordinary general meeting (the "EGM") of the Company to be held at 4th Floor, Air China Century Plaza, No. 40, Xiaoyun Road, Chaoyang District, Beijing, PRC on July 31, 2023 at 3:00 p.m. (and at any adjournment thereof).

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

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	(a) the deed of amendment dated 6 June 2023 (the "Vanguard Glory Deed of Amendment") entered into between the Company and Vanguard Glory Limited ("Vanguard Glory") and the alteration of terms of the convertible bonds in the aggregate principal amount of HK\$468,000,000 issued by the Company to Vanguard Glory (the "Vanguard Glory Convertible Bonds") contemplated thereunder (the "Vanguard Glory Alteration of Terms"), be and are hereby approved, confirmed and ratified; (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Vanguard Glory Convertible Bonds; and (c) any one or more directors of the Company be and is/are hereby authorized for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Vanguard Glory Deed of Amendment or the Vanguard Glory Alteration of Terms and all matters incidental thereto or in connection therewith.		
2.	(a) the deed of amendment dated 6 June 2023 (the "Hony Fund Deed of Amendment") entered into between the Company and Hony Capital Fund VIII (Cayman), L.P. ("Hony Fund VIII") and the alteration of terms of the convertible bonds in the aggregate principal amount of HK\$773,879,717 issued by the Company to Hony Fund VIII (the "Hony Fund VIII Convertible Bonds") contemplated thereunder (the "Hony Fund Alteration of Terms"), be and are hereby approved, confirmed and ratified; (b) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue such number of shares of the Company as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Hony Fund VIII Convertible Bonds; and (c) any one or more directors of the Company be and is/are hereby authorized for and on behalf of the Company to execute all such documents and agreements and do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Hony Fund Deed of Amendment or the Hony Fund Alteration of Terms and all matters incidental thereto or in connection therewith.		

Date: _____ 2023

Signature(s) _____ (Note 5)

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 EGM 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 EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish and in such event, this form of proxy shall be deemed to be revoked.