



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 ^(Note 1)	
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**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON JULY 10, 2018**

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 1602, Tower B, Jin Qiu International Building, No. 6, Zhichun Road, Haidian District, Beijing, PRC on July 10, 2018 at 10:00 a.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 RESOLUTION	FOR	AGAINST
(a)	The share purchase agreement dated May 29, 2018 (the “Share Purchase Agreement”) entered into between the Company and Hony Capital Fund VIII (Cayman), L.P. (the “Vendor”) in relation to the acquisition of the entire issued share capital of Oriental Ally Holdings Limited (the “Target Company”) which in turn holds 75% equity interests in Zhejiang Guangsha Medical Technology Co., Ltd* (浙江廣度醫療科技有限公司) (“Guangsha Medical”), whereby the Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell, the entire share capital in the Target Company (the “Acquisition”), a copy of which and the Company’s circular dated June 24, 2018 (the “Circular”) have been produced to the EGM, marked “A” and “B” respectively, and initialed by the Chairman of the EGM for the purpose of identification, be and are hereby approved, confirmed and ratified;	<input type="checkbox"/>	<input type="checkbox"/>
(b)	An undertaking letter (the “Undertaking Letter”) to be executed by the Company on or prior to the completion of the Share Purchase Agreement in favor of Hony Kangshou Management Consulting (Shanghai) Co., Ltd.* (弘毅康壽管理諮詢(上海)有限公司) (“Kangshou”), which holds the remaining 25% equity interests in Guangsha Medical, and Kangshou’s shareholders, whereby the Company conditionally undertakes to purchase the remaining 25% equity interests in Guangsha Medical, a form of which has been produced to the EGM marked “C”, and initialed by the Chairman of the EGM for the purpose of identification, be and is hereby approved and confirmed;	<input type="checkbox"/>	<input type="checkbox"/>
(c)	Subject to completion of the Acquisition and the terms and conditions of the Share Purchase Agreement, the issue of the Convertible Bonds (as defined in the Circular and the terms of which have been set out in the convertible bond instrument produced to the EGM marked “D”) is hereby approved and the directors of the Company be and are hereby granted a specific mandate to exercise powers of the Company to allot and issue such number of Conversion Shares (as defined in the Circular) as may be required to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Bonds (as defined in the Circular) in accordance with the terms and conditions of the Convertible Bonds; and	<input type="checkbox"/>	<input type="checkbox"/>
(d)	The directors of the Company be and are hereby authorised for and on behalf of the Company to do all such acts and things, to sign, and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Share Purchase Agreement, the Acquisition, the Undertaking Letter, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds in accordance with the terms and conditions of the Convertible Bonds, and to agree to such variation, amendments or waivers or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Share Purchase Agreement and the Undertaking Letter) as are, in the opinion of the directors of the Company, in the interest of the Company.	<input type="checkbox"/>	<input type="checkbox"/>

Date: _____ 2018 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.

* For identification purpose only.