

TERMS OF REFERENCE FOR THE REMUNERATION COMMITTEE UNDER THE BOARD OF DIRECTORS OF

WENZHOU KANGNING HOSPITAL CO., LTD.

CHAPTER 1 General Provisions

Clause 1 The Remuneration Committee is a special committee of the Board of Directors of the Company (the "Company"), established in accordance with the provisions of the Company Law of the People's Republic of China, the Shanghai Stock Exchange Listing Rules, the Company's Articles of Association, the Company's Articles of Incorporation, and the Company's Internal Rules of Procedure. The Remuneration Committee is responsible for reviewing and approving the remuneration policy and the remuneration system of the Company, and for reviewing and approving the remuneration of the Directors and the Senior Management of the Company. The Remuneration Committee shall be composed of three (3) members, including at least one independent non-executive Director. The Chairman of the Remuneration Committee shall be an independent non-executive Director. The Remuneration Committee shall have the authority to recommend or advise the Board of Directors on the remuneration of the Directors and the Senior Management of the Company, and to make recommendations on the remuneration of the Directors and the Senior Management of the Company to the Board of Directors. The Remuneration Committee shall also have the authority to recommend or advise the Board of Directors on the remuneration of the Directors and the Senior Management of the Company, and to make recommendations on the remuneration of the Directors and the Senior Management of the Company to the Board of Directors.

Clause 2 The Remuneration Committee shall be responsible for reviewing and approving the remuneration policy and the remuneration system of the Company, and for reviewing and approving the remuneration of the Directors and the Senior Management of the Company. The Remuneration Committee shall also have the authority to recommend or advise the Board of Directors on the remuneration of the Directors and the Senior Management of the Company, and to make recommendations on the remuneration of the Directors and the Senior Management of the Company to the Board of Directors.

Clause 3 The Remuneration Committee shall be composed of three (3) members, including at least one independent non-executive Director. The Chairman of the Remuneration Committee shall be an independent non-executive Director. The Remuneration Committee shall have the authority to recommend or advise the Board of Directors on the remuneration of the Directors and the Senior Management of the Company, and to make recommendations on the remuneration of the Directors and the Senior Management of the Company to the Board of Directors.

CHAPTER 2 COMPOSITION OF COMMITTEE

Clause 4 The Remuneration Committee shall be composed of three (3) members, including at least one independent non-executive Director. The Chairman of the Remuneration Committee shall be an independent non-executive Director. The Remuneration Committee shall have the authority to recommend or advise the Board of Directors on the remuneration of the Directors and the Senior Management of the Company, and to make recommendations on the remuneration of the Directors and the Senior Management of the Company to the Board of Directors.

Clause 5 The Remuneration Committee shall be responsible for reviewing and approving the remuneration policy and the remuneration system of the Company, and for reviewing and approving the remuneration of the Directors and the Senior Management of the Company. The Remuneration Committee shall also have the authority to recommend or advise the Board of Directors on the remuneration of the Directors and the Senior Management of the Company, and to make recommendations on the remuneration of the Directors and the Senior Management of the Company to the Board of Directors.

$n \sim n -$ r $\sim r.$ $n \sim f$ $\sim n$

 r n r $r \sim n \sim f$ $.$ r

 $n \sim f$ $, n$ $r f$ r $/$ $r,$ n

n n n $n \sim n -$ r $\sim r$ $f \sim f$ r

$\sim f$ n $/$ $r,$ $.$

$$\begin{aligned} & r_{\alpha\beta} \sim f \sim ff \quad \sim f \quad \alpha \quad \alpha \quad r \sim f \quad \sim \alpha \alpha \quad \quad \quad n \quad n \quad \quad \\ & \sim \sim f \quad \sim r \quad \alpha \quad \alpha \quad r \quad \quad \alpha \quad \alpha \quad r \sim f \quad \sim \alpha \alpha \quad \alpha \quad r \\ & \sim n \quad , \quad \quad r_{\alpha\beta} \quad f r \quad - \quad , \quad \sim n \quad \quad r \sim f \quad , \quad r r n \quad r_{\alpha\beta} \sim f \sim ff \quad . \\ & , r n \quad \quad / \quad r \quad r_{\alpha\beta} \sim f \sim ff \quad , \quad f \quad n \quad \sim \alpha \alpha \quad \alpha \quad \alpha \quad r \\ & r \quad \sim r , \quad / \quad \quad , \quad \sim \alpha \quad \quad , \quad \sim f \quad n \quad \quad \sim \alpha \quad \alpha \quad r \\ & \sim f \quad \quad \sim \alpha \alpha \quad . \quad \alpha \quad \alpha \quad r \sim f \quad \quad \sim \alpha \alpha \quad \alpha \quad r \quad \quad n \quad r \sim r \sim \\ & \quad r \sim f \quad / \quad r \quad r_{\alpha\beta} \sim f \sim ff \quad , \quad \alpha \quad n \quad r \quad n r \quad \quad n \quad \sim n r \sim r \\ & \quad \quad \sim r , \quad \quad \quad n , \quad \quad r \quad \sim n () f \sim r , \quad r \quad \quad n \quad \sim n \quad n \quad f \\ & n \quad r , \quad \alpha \quad r \quad \quad , \quad r \sim , \quad \quad \quad n \sim n \sim f \quad \quad r . f \\ & \alpha \quad \alpha \quad r \sim f \quad \quad \sim \alpha \alpha \quad \quad \quad , \quad f \quad \quad \quad \sim r \quad / \quad r r \quad \quad n \quad \sim n \\ & \quad n \quad , \quad \quad r \quad \quad f \quad n \quad \quad n \quad \quad \sim n \quad n \quad , \quad \quad \sim r \\ & \alpha \quad \alpha \quad r \quad n \quad \sim r \quad n \quad \quad r \quad n \quad \quad n \quad r \quad , \quad \quad \sim n \quad n \quad , \quad 4 \sim \end{aligned}$$

CHAPTER 3 DUTIES AND AUTHORITIES

[illegible]

() $\sim r \sim \text{un} \sim \sim r \sim r \text{unr} \sim n \sim f \sim r \sim$,
 $\sim r \sim r \sim n \sim n \sim r \text{un} \sim \text{un} \text{un} \text{un} \sim r \sim f \sim \sim \text{un} \sim$, $n \sim$, n
 $n \sim n \sim \text{un} \sim r \sim n \sim \sim$, $n \sim n \sim n \sim \sim n \sim \sim n (\sim n \sim$
 $\sim \text{un} \sim \sim n \sim f \sim r \sim \sim r \text{un} \sim n \sim f \sim f \sim \sim r \sim \sim \sim n)$,

() $\sim \sim \sim r \sim \text{un} \sim \sim n \sim \sim \sim r \sim n \sim r \text{un} \sim r \sim n \sim$
 $\sim f \sim r \sim n \sim \sim$, $\sim \sim \sim r \sim$,

() $\sim \sim \text{un} \sim n \sim r \sim \sim \text{un} \sim \sim n \sim r \text{un} \sim \text{un} \sim r \sim n \sim$
 $\sim \sim \sim r \sim r \sim \sim f \sim r \sim r$, $\sim r \sim \sim r \sim n \sim n \sim r \text{un} \sim \text{un} \sim$
 $\text{un} \text{un} \sim r \sim f \sim r \sim r \text{un} \sim n$, $\sim n$, $r \sim n \sim n \sim$
 $r \sim n \sim n \sim r$, $r \text{un}$, $r \sim r$, $n \sim f \sim n \sim \sim n$,
 $\sim \text{un} \sim \sim n \sim \sim r \sim n \sim n \sim r \sim$,

() $\sim n$, $r \sim n \sim r \sim r \sim r \sim / \sim r \sim \sim () \sim n \sim r \sim$
 $\sim n \sim r \text{un} \sim n \sim / \sim r \sim n \sim r \text{un} \sim r \sim n$,

() $\sim \sim \text{un} \sim r \sim f \sim r \text{un} \sim \sim r \sim$, $\sim r \sim \sim r \sim n \sim n \sim r$
 $\text{un} \sim \text{un} \sim \text{un} \text{un} \sim r \sim f \sim \sim \text{un} \sim n \sim \sim n$, $n \text{un} \sim r \sim$
 $\sim f \sim r \sim r \sim f \sim r \text{un} \sim$, n , $\sim n$, $r \sim$, $\sim \sim \text{un}$,
 $n \text{un} \sim r \text{un} \sim r \sim n \sim n \sim f \sim r \sim r \sim n \sim \sim r$, $n \sim \text{un} \sim n$
 n , $\sim \sim \sim \sim \sim r \sim f \sim r \sim n \sim r \sim n$, $n \sim \sim r$
 $\sim \text{un} \sim \text{un} \sim \sim n \sim f \sim f \sim r \text{un} \sim n \sim n$,

(10) $\sim$, $r \text{un} \sim r \sim n \sim \sim f \sim \sim \text{un} \sim n \sim \sim r \sim n$
 $\sim r \sim \sim \text{un} \sim \text{un} \sim \sim n$,

(11) $\sim \text{un} \sim r \text{un} \sim r \sim n \sim \sim n \sim \text{un} \sim r \sim n \sim$
 $\sim \text{un} \sim f \sim \text{un} \sim n \sim \sim \text{un} \sim$,

(12) $\sim n \sim \sim r \sim r \sim$, $r \text{un} \sim r \sim n \sim f \sim r \sim r \sim n$
 $n \sim r \text{un} \sim \text{un} \text{un} \text{un} \sim r$, n

(13) $\sim r$, $\sim$, $\sim r \sim \sim r$.

Clause 9 $\sim r \sim n \sim \sim n \sim r \text{un} \sim r \sim n \sim n \sim r \sim r \sim$
 $\sim$, $r \text{un} \sim n \sim r \sim f \sim r \sim r \sim f \sim \sim \text{un} \sim$.

Clause 10 $r \text{un} \sim r \sim n \sim n \sim r \sim r \sim \sim f \sim r \sim r \sim n$, $r \sim \sim r \sim f$
 $\sim \text{un} \sim r \sim \sim \sim \text{un} \sim$, $\text{un} \sim \sim r \sim f \sim r$
 $r \sim n \sim n \sim r \sim n \sim \sim r \sim r$, $n \sim r \text{un} \sim n$
 $f \sim r \sim n \sim r \sim n \sim n \sim r \sim f \sim r \sim \text{un} \sim \text{un} \sim \sim n$. $\text{un} \sim r \sim n \sim n$
 $f \sim r \sim n \sim r \text{un} \sim \text{un} \text{un} \text{un} \sim r \sim f \sim \sim \text{un} \sim \sim$, $\text{un} \sim$
 $\sim r \sim f \sim r \sim r \sim$.

CHAPTER 4 WORKING PROCEDURES

Clause 11 , $\bar{u}$ n r $\bar{r}$, r $\bar{u}$ n $\bar{f}$ $\bar{u}$ n $\bar{r}$ n .
 $\bar{r}$ $\bar{f}$ $\bar{u}$. $\bar{r}$ $\bar{n}$ $\bar{f}$ r r $\bar{n}$ n f r $\bar{u}$ $\bar{n}$ r
 $\bar{r}$, $\bar{u}$ n r $\bar{r}$, r $\bar{n}$, $\bar{r}$ r n f r
 $\bar{u}$ $\bar{n}$ $\bar{f}$ $\bar{u}$ n $\bar{u}$ $\bar{u}$ n n r n r $\bar{r}$, $\bar{n}$ $\bar{f}$
 $\bar{r}$ n $\bar{u}$.

Clause 12 , $\bar{u}$ n r $\bar{r}$, r $\bar{u}$ n $\bar{f}$ $\bar{u}$ n $\bar{r}$ $\bar{f}$
r $\bar{u}$ n r r r $\bar{n}$ f r $\bar{n}$ $\bar{u}$ n $\bar{f}$ $\bar{u}$ n
r $\bar{f}$ $\bar{n}$ r n $\bar{u}$ r $\bar{f}$ $\bar{u}$ n

(1) $\bar{n}$ f r $\bar{u}$ $\bar{n}$ $\bar{n}$ f f $\bar{u}$ n $\bar{f}$ f n n
 $\bar{n}$ $\bar{r}$ n $\bar{r}$ $\bar{n}$,

(2) $\bar{r}$ $\bar{n}$ n r f r $\bar{u}$ n $\bar{f}$ $\bar{u}$ $\bar{r}$, $\bar{f}$ $\bar{r}$ $\bar{r}$,
 $\bar{r}$ $\bar{r}$ n n r $\bar{u}$ n $\bar{u}$ n $\bar{u}$ r $\bar{f}$ $\bar{u}$ n ,

(3) n $\bar{r}$ r f r $\bar{u}$ n r $\bar{r}$, n r r f r $\bar{u}$ n
r $\bar{u}$ n $\bar{r}$ $\bar{r}$, $\bar{r}$ $\bar{r}$ n
n r $\bar{u}$ n $\bar{u}$ n $\bar{u}$ r ,

(4) $\bar{r}$ $\bar{n}$ r f r $\bar{u}$ n $\bar{r}$ f , n n n $\bar{n}$
n r f n r $\bar{n}$ $\bar{f}$ $\bar{r}$ $\bar{r}$, $\bar{r}$ $\bar{r}$ n n r
 $\bar{u}$ n $\bar{u}$ n $\bar{u}$ r ,

() r n , $\bar{n}$ n n r $\bar{u}$ n r $\bar{n}$ n r r
r $\bar{n}$ r n r f r $\bar{u}$ n $\bar{f}$ $\bar{u}$ n ,

() $\bar{u}$ n n $\bar{r}$ n r $\bar{n}$ n n
 $\bar{u}$, n

() $\bar{r}$ $\bar{n}$ f r $\bar{u}$ $\bar{n}$ $\bar{n}$ $\bar{u}$ n $\bar{n}$ $\bar{f}$ r $\bar{u}$ n r $\bar{n}$ $\bar{u}$
n $\bar{r}$ $\bar{u}$ r , $\bar{f}$ $\bar{u}$.

$\bar{u}$ r f r $\bar{u}$ $\bar{u}$ $\bar{r}$, n r , $\bar{n}$
n f r $\bar{u}$ $\bar{n}$, $\bar{u}$ n r $\bar{r}$ r $\bar{u}$ n $\bar{f}$ $\bar{u}$ n .

Clause 13 $r \sim, r \sim f \sim r \sim \sim \sim \sim, r \sim \sim f \sim r \sim r, r \sim \sim r \sim n$
 $n \sim r \sim n, \sim n \sim \sim \sim r \sim r \sim f \sim$

(1) $\sim n \sim n \sim f \sim \sim \sim n, r \sim r \sim, r \sim, r \sim \sim r \sim n$
 $n \sim r \sim n, \sim n \sim \sim \sim r \sim f \sim \sim n$
 $\sim \sim \sim r \sim r \sim r \sim n \sim f \sim, \sim n \sim \sim \sim \sim, \sim$

(2) $\sim \sim \sim \sim \sim n, r \sim f \sim r \sim n \sim r \sim \sim n \sim r \sim r,$
 $r \sim \sim r \sim n \sim n \sim r \sim n, \sim n \sim \sim \sim r \sim f \sim \sim n \sim r \sim f \sim r \sim n$
 $r \sim \sim n \sim r \sim n \sim r \sim, r \sim n \sim \sim n \sim \sim r \sim n \sim r,$
 $r \sim \sim n \sim, \sim r \sim r \sim \sim r \sim r \sim r$
 $r \sim r, r \sim \sim r \sim n \sim n \sim r \sim n, \sim n \sim \sim \sim r, n$

(3) $\sim \sim \sim \sim \sim \sim, \sim \sim \sim r \sim n \sim r \sim n \sim n \sim n \sim n \sim f \sim r$
 $r \sim r, r \sim \sim r \sim n \sim n \sim r \sim n, \sim n \sim \sim \sim r \sim \sim n$
 $r \sim n \sim r \sim f \sim r \sim n \sim r \sim r, \sim n \sim r \sim n \sim r \sim n \sim \sim n$
 $\sim \sim f \sim r \sim n, \sim n \sim r \sim \sim \sim \sim, \sim n$
 $\sim \sim \sim r \sim r \sim f \sim r \sim n \sim r \sim n.$

CHAPTER 5 RULES OF PROCEDURES

Clause 14 $\sim n \sim f \sim \sim \sim \sim \sim n, r, r \sim \sim n \sim n \sim r \sim r \sim n \sim r$
 $\sim \sim \sim n.$

$r, r \sim \sim n \sim f \sim \sim \sim \sim r \sim r \sim r, r$
 $\sim r \sim \sim n \sim f \sim r \sim n \sim r \sim \sim n \sim f \sim \sim n$
 $\sim \sim, \sim \sim n \sim n \sim, \sim \sim \sim \sim, \sim \sim \sim r.$

$n \sim r \sim r \sim n \sim r \sim \sim n \sim \sim n \sim \sim n \sim \sim n \sim f$
 $\sim \sim \sim \sim \sim n \sim r \sim n \sim r \sim r \sim n \sim r \sim f \sim f$
 $\sim \sim r \sim f \sim \sim \sim \sim \sim r \sim \sim n \sim f \sim r.$

Clause 15 $\sim n \sim f \sim \sim \sim \sim \sim n \sim n \sim \sim n \sim f$
 $\sim \sim \sim \sim, n \sim \sim f \sim \sim \sim n \sim n \sim r \sim \sim n \sim \sim r$
 $\sim r \sim \sim \sim \sim r \sim f \sim \sim \sim \sim r \sim f \sim r$
 $\sim f \sim \sim n, \sim n, n \sim \sim, \sim n \sim n \sim f \sim \sim \sim r \sim f \sim \sim \sim \sim,$
 $f \sim r \sim \sim n \sim r, r \sim \sim n \sim f \sim n \sim f \sim \sim n \sim r \sim \sim.$

Clause 16 $\sim \sim \sim n \sim f \sim \sim \sim \sim r \sim \sim r \sim \sim n \sim f$
 $\sim \sim \sim \sim, n \sim \sim n \sim n \sim r \sim n \sim n \sim n \sim n \sim, \sim r \sim r$
 $\sim \sim \sim \sim r \sim f \sim \sim \sim \sim, n \sim r, \sim r \sim \sim n \sim f \sim \sim n$
 $\sim f \sim \sim \sim \sim \sim r \sim \sim r \sim \sim n \sim n \sim / r.$

Clause 17 , r u f r u n f u u r f
 f u u r f u u . f u u r , n n n ,
 / u r n r f rn n n r u u r n
 n f u n n / r f. r f rn ,
 n u f r , , n f , r n n r
 f f f r f rn , n n r ff
 rn .

, n u n ffr u f u r
 n f f u u r f u u . r r , n
 r n n n u u r n , u n f
 u u . u u r f u u n . u u r
 f u u f r , n r n fr u n n n
 u r. r r f r n n r , n r , n
 n u r, r u n f u u n .

Clause 18 n f u u u n f n- u n ,
 u u n n , r , n n , n f r , n r r
 r r u n .

Clause 19 r n r , r r , r r n n r u n . u n u
 n n n u n f u u r r .

Clause 20 n r u n . u n u u r n r n r u n f u n
 r n , r u u n
 n n r n n fr u n f u u . r r
 n r , u u u n n n n n n r
 r f n n n- u n f u n
 r n n , rr r fr u .

Clause 21 u u r f u u n n n u n f
 u u f r / , u r f r .

Clause 22 n n n r , r n n u f u n f
 u u n r r u n r n n n n
 n u n r n n r , n , r ,
 r , r r n f () r u n ' r r ,
 n r n f r u .

Clause 23 u u u n f u n . u r r n
 u n n u n f u n . u n u n
 r r r f r r f n n 10 r .

Clause 24 , n u n n n r , r r
 n r n r f r n r n .

Clause 25 $\frac{1}{2}r$ r r n $\frac{1}{2}n$ $\frac{1}{2}f$ $\frac{1}{2}\frac{1}{2}n$ n $\frac{1}{2}r$ n
 $\frac{1}{2}r$ r $\frac{1}{2}nf$ n $\frac{1}{2}r$ $\frac{1}{2}$ $\frac{1}{2}n$ n
 n $\frac{1}{2}$ $\frac{1}{2}n$ r n $\frac{1}{2}nf$ $\frac{1}{2}r$ $\frac{1}{2}n$ $\frac{1}{2}$ $\frac{1}{2}r$ $\frac{1}{2}n$.

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Clause 26 $\hat{r}$, r $\hat{f}$ r , r $\hat{n}$ | n , n r
 $\hat{f}$ $\hat{n}$, r $\hat{n}$, n r n f , f .

Clause 27

Clause 28

n n r n r n n n n n n n
r n n r , n , r n r , r r n f
() r n' r r , n r . r
r n nf n r n n r , n n
r , r r n f () r r f n r
n , n n , r r , r n n
r , n , r n r , r r n f () r r
f n r n , n n , n r
r , n r n n n f r n ,
r r f r n r n r .

Clause 29