

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

WENZHOU KANGNING HOSPITAL CO., LTD.

CHAPTER 1 General Provisions

Clause 1 These Terms of Reference are formulated in accordance with the provisions of the Company Law of the People's Republic of China (the "Company Law"), the Articles of Association of Wenzhou Kangning Hospital Co., Ltd. (the "Company"), the Regulations on the Remuneration of Directors of the Company, and the Regulations on the Remuneration of Senior Management Personnel of the Company, in order to clarify the responsibilities and rights of the Remuneration Committee, and to ensure the objectivity and fairness of the remuneration of the Directors and Senior Management Personnel of the Company.

Clause 2 The Remuneration Committee is a special committee of the Board of Directors, responsible for formulating and reviewing the remuneration policy and the remuneration system of the Company, and for supervising and evaluating the remuneration of the Directors and Senior Management Personnel of the Company.

Clause 3 The Remuneration Committee shall be composed of three members, including at least one independent non-executive Director. The members of the Remuneration Committee shall be nominated by the Board of Directors. The Remuneration Committee shall have the right to recommend or propose the remuneration of the Directors and Senior Management Personnel of the Company to the Board of Directors for approval.

CHAPTER 2 COMPOSITION OF COMMITTEE

Clause 4 The Remuneration Committee shall be composed of three members, including at least one independent non-executive Director. The members of the Remuneration Committee shall be nominated by the Board of Directors.

Clause 5 The Remuneration Committee shall have the right to recommend or propose the remuneration of the Directors and Senior Management Personnel of the Company to the Board of Directors for approval.

Clause 6

... n, n n n
n n- , r r. r n f ... n
r n r r n f ... r
r n f ... , n r f ... r / r , n
n n n n n- , r r f f ... r
f ... n / r , .

Clause 7

r f ff f ... r f ... n n
f r ... r r f ... r
n , r r - , n r f , r n r f ff .
r n / r r f ff , f n ... r
r r , / , ... , f n ... r
f r f ... r n r r
r f / r r f ff , ... n r n r n r r
r , ... n , r n () f r , r n n n f
n r , ... r , r , n n f r . f
... r f ... , f r / r r n n
n , r f n n n , r
... r n r n r n n r , n n , 4

CHAPTER 3 DUTIES AND AUTHORITIES

Clause 8

- ... f n , n r n
- (1) r r r r , , r r n n r n . n n n r ,
r n r n (n , n n n- n r n , n n
n n n (n , n r r n n f r ff
r r n n n ... n), n f r , r n
... n f r n r n r , r , n
r n n n r . r , r f f r n .
r n r n f r n r n ,
 - (2) r r r n r f r r r , , r r n n r
n . n n n r , n n n n r n n ,
 - (3) ... n r r n r n f r ... n r n
r r n n r ,
 - (4) r r n r ... n n n n f r
r r , , r r n n r n . n n n r r n
r r n , r n , f r , r n r ,
r n n r r r f r n , r f r n
f r n n n n r n , n n , r n f
n , n r , r n n n n f
n ,

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

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

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

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

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

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

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

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

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

Clause 9 $\sim r \sim n \sim \sim n r \text{u} n r \sim n \sim n \sim r r \sim$
 $\sim r \text{u} n \sim n r \sim f r \sim r \sim f \sim \text{uu} n$.

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

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

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

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

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

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

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 r n n n r u u r n
 n f u n n / r f. r f r n ,
 n u f r , , n f , r n n r
 f f f r f r n , n n r f f
 r n .

, n u n f f r u 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 f r 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 f r u 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 , r r r f r 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 u n n r , r r
 n r n r f r n r n .

Clause 25

CHAPTER 6 SUPPLEMENTARY PROVISIONS

Clause 26 $\hat{r}$, r $\hat{f}$ r_{uu} , r $\hat{n}$ $\hat{n}$, n $_{uu}$ r
 $\hat{f}$ $\hat{n}$, r $\hat{n}$, n $_{uu}$ r n $\hat{f}$, $\hat{f}$.

Clause 27

Clause 28

Clause 29