



Town Health International Medical Group Limited

康健國際醫療集團有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 3886)

FORM OF PROXY

Form of proxy for use by shareholders of Town Health International Medical Group Limited (the “Company”) at the special general meeting (the “Meeting”) to be held at 9:00 a.m. on Monday, 22 December 2014 at 1st Floor, Town Health Technology Centre, 10-12 Yuen Shun Circuit, Siu Lek Yuen, Shatin, New Territories, Hong Kong and any adjournment thereof.

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ shares of HK\$0.01 each (“Shares”) in the share capital of the Company HEREBY APPOINT the Chairperson of the Meeting, or ^(notes c & h) _____
of _____
as my/our proxy to attend and act for me/us at the Meeting and at any adjournment thereof and to vote on my/our behalf in respect of the resolutions set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(note d).

(1) SPECIAL RESOLUTION	FOR ^(note d)	AGAINST ^(note d)
To approve the increase in the authorised share capital of the Company from HK\$300,000,000 to HK\$303,750,000 by the creation of 375,000,000 Convertible Preference Shares (as defined in the Company’s circular dated 28 November 2014 (the “Circular”)) and to approve, confirm and ratify the CPS Subscription Agreement (as defined and described in the Circular) and to approve the transactions contemplated thereunder (including the allotment and issue of the Convertible Preference Shares and the Conversion Shares (as defined in the Circular)) and to authorise any one director of the Company to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the foregoing, including the CPS Subscription Agreement and all transactions contemplated thereunder.		
(2) ORDINARY RESOLUTION	FOR ^(note d)	AGAINST ^(note d)
To approve, confirm and ratify the Share Subscription Agreement (as defined and described in the Circular) and to approve the transactions contemplated thereunder (including the allotment and issue of the Subscription Shares (as defined in the Circular)) and to authorise any one director of the Company to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Share Subscription Agreement and all transactions contemplated thereunder.		

Dated the _____ day of _____ 2014 Shareholder’s signature ^(notes e, f and g) _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of Shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairperson of the Meeting as your proxy, please strike out the words “the Chairperson of the Meeting, or” and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for a resolution set out above, please tick (“✓”) the appropriate box marked “FOR”. If you wish to vote against a resolution, please tick (“✓”) the appropriate box marked “AGAINST”. If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of joint registered holders of any Shares, this form of proxy may be signed by any one of the joint holders, but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any Share stands shall be deemed joint holders thereof.
- This form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney so authorised.
- 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 that power or authority must be deposited at the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- Any alteration made to this form of proxy should be initialled by the person who signs it.