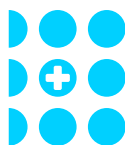

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings.

- ▲ **AGM-** Annual General Meeting of the Company as defined in Section 2(19) of the Companies Act, 2015 and the Companies (Amendment) Act, 2016.
- ▲ **AGM Notice-** Notice of the AGM as defined in Section 18(21) of the Companies Act, 2015.
- ▲ **Articles-** The Memorandum and Articles of Association of the Company.
- ▲ **Borrowing-** Borrowing of money by the Company.
- ▲ **Charter of Firms-** The Charter of Firms, 1930, as amended, and the Charter of Firms (Amendment) Act, 1938, as amended, and the Charter of Firms (Amendment) Act, 1952, as amended, and the Charter of Firms (Amendment) Act, 1956, as amended, and the Charter of Firms (Amendment) Act, 1962, as amended, and the Charter of Firms (Amendment) Act, 1968, as amended, and the Charter of Firms (Amendment) Act, 1974, as amended, and the Charter of Firms (Amendment) Act, 1980, as amended, and the Charter of Firms (Amendment) Act, 1986, as amended, and the Charter of Firms (Amendment) Act, 1992, as amended, and the Charter of Firms (Amendment) Act, 1998, as amended, and the Charter of Firms (Amendment) Act, 2004, as amended, and the Charter of Firms (Amendment) Act, 2010, as amended, and the Charter of Firms (Amendment) Act, 2016, as amended, and the Charter of Firms (Amendment) Act, 2020, as amended.
- ▲ **Director (-)** Director of the Company.
- ▲ **Director (-) (MB1.00)** Director of the Company who is a member of the MB1.00.
- ▲ **Director (-) (MB)** Director of the Company who is a member of the MB.
- ▲ **Director (-) (MB1.00) (-) (MB)** Director of the Company who is a member of the MB1.00 and the MB.
- ▲ **Group Member-** A member of the Group who is a member of the D Group, H Group, or MB1.00 Group, and who is not a member of the D Group, H Group, or MB1.00 Group.
- ▲ **H Group (-)** A member of the H Group who is a member of the D Group, H Group, or MB1.00 Group, and who is not a member of the D Group, H Group, or MB1.00 Group.
- ▲ **H Group (-) (MB1.00)** A member of the H Group who is a member of the D Group, H Group, or MB1.00 Group, and who is not a member of the D Group, H Group, or MB1.00 Group.
- ▲ **H Group (-) (MB)** A member of the H Group who is a member of the D Group, H Group, or MB1.00 Group, and who is not a member of the D Group, H Group, or MB1.00 Group.
- ▲ **HK\$-** Hong Kong Dollar.



康宁

Wenzhou Kangning Hospital Co., Ltd.

溫州康寧醫院股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

(S & C de: 2120)

Executive Directors:

GUAN Weili (管偉立) (Chairman)

WANG Lanyue (王蓮月)

WANG Hongyue (王紅月)

Non-executive Directors:

ANG Yang (楊揚)

HE Xin (何欣)

Independent non-executive Directors:

CHONG Yiqiang (莊一強)

HUANG Zhi (黃智)

HUANG Fulin (黃福霖)

To the Shareholders

Dear Members,

**FINANCIAL REPORT FOR THE YEAR 2015 (INCLUDING THE AUDITED
FINANCIAL STATEMENTS)**

PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016

**PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND
INTERNATIONAL AUDITOR OF THE COMPANY FOR THE YEAR 2016 AND
AUTHORIZATION TO THE BOARD TO FIX THEIR REMUNERATION
FOR THE YEAR 2016**

**PROPOSED APPOINTMENT OF MR. GOT CHONG KEY CLEVIN
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

**PROPOSED PLAN TO ADJUST THE REMUNERATION OF CERTAIN DIRECTORS
AND CERTAIN SENIOR MANAGEMENT MEMBERS OF THE COMPANY**

REPORT OF THE BOARD FOR THE YEAR 2015

REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

PROPOSED AMENDMENTS TO THE ARTICLES

GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND/OR H SHARES

**REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
FOR THE YEAR 2015**

LETTER FROM THE BOARD

The aforesaid scope of business shall be subject to the items approved by the competent administration for industry and commerce.

Article 19:

Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company may issue not more than 17,600,000 H shares.

Upon completion of the aforesaid issue of H shares, if the Over-allotment Option is not exercised, the Company has a registered capital of RMB70,400,000. The shareholding structure is as follows: 70,400,000 ordinary shares, comprising 17,600,000 H shares and 52,800,000 domestic shares, including:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	19,810,250	28.1396%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	21.8530%
3.	Wang Hongyue	5,304,350	7.5346%
4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	5.4528%
5.	Wang Lianyue	3,794,500	5.3899%
6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	3.7892%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.1918%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3665%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2827%
10.	Public shareholders of H shares	17,600,000	25.0000%
		<hr/>	<hr/>
	Total	70,400,000	100%

LETTER FROM THE BOARD

If the Over-allotment Option is fully exercised, the Company has a registered capital of RMB73,040,000. The shareholding structure is as follows: 73,040,000 ordinary shares, comprising 20,240,000 H shares and 52,800,000 domestic shares, including:

<i>No.</i>	<i>Name of shareholders</i>	<i>Shareholding (shares)</i>	<i>Percentage of shareholding</i>
1.	<i>Guan Weili</i>	<i>19,810,250</i>	<i>27.1225%</i>
2.	<i>Guangzhou GL Capital Investment Fund L.P.</i>	<i>15,384,541</i>	<i>21.0632%</i>
3.	<i>Wang Hongyue</i>	<i>5,304,350</i>	<i>7.2623%</i>
4.	<i>Beijing CDH Weixin Venture Capital L.P.</i>	<i>3,838,754</i>	<i>5.2557%</i>
5.	<i>Wang Lianyue</i>	<i>3,794,500</i>	<i>5.1951%</i>
6.	<i>Beijing CDH Weisen Venture Capital L.P.</i>	<i>2,667,605</i>	<i>3.6523%</i>
7.	<i>Ningbo Xinshi Kangning Investment Management L.P.</i>	<i>1,543,000</i>	<i>2.1125%</i>
8.	<i>Ningbo Enci Kangning Investment Management L.P.</i>	<i>258,000</i>	<i>0.3532%</i>
9.	<i>Ningbo Renai Kangning Investment Management L.P.</i>	<i>199,000</i>	<i>0.2725%</i>
10.	<i>Public shareholders of H shares</i>	<i>20,240,000</i>	<i>27.7108%</i>
		<hr/>	<hr/>
	<i>Total</i>	<i>73,040,000</i>	<i>100%</i>
		<hr/> <hr/>	<hr/> <hr/>

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Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option).

LETTER FROM THE BOARD

Upon completion of the aforesaid issue of H shares (including the exercise of the Over-allotment Option), the Company has a registered capital of RMB73,040,000. The shareholding structure is as follows: 73,040,000 ordinary shares, comprising 20,240,000 H shares and 52,800,000 domestic shares, including:

<i>No.</i>	<i>Name of shareholders</i>	<i>Shareholding (shares)</i>	<i>Percentage of shareholding</i>
1.	Guan Weili	19,810,250	27.1225%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	21.0632%
3.	Wang Hongyue	5,304,350	7.2623%
4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	5.2557%
5.	Wang Lianyue	3,794,500	5.1951%
6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	3.6523%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.1125%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3532%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2725%
10.	Public shareholders of H shares	20,240,000	27.7108%
	<i>Total</i>	<u>73,040,000</u>	<u>100%</u>

附註 23:

At its establishment, the Company had a registered capital of RMB50,000,000. Prior to the issuance of H shares, the Company had a registered capital of RMB52,800,000.

Upon completion of the aforesaid issue of H shares, if the Over-allotment Option is not exercised, the registered capital of the Company is RMB70,400,000; if the Over-allotment Option is exercised, the maximum registered capital of the Company is RMB73,040,000. Based on the actual situation regarding the issuance, the Company shall undergo formalities regarding the change of registration with the competent administration for industry and commerce in respect of the changes of registered capital, and shall file the same to the State Council authorities in charge of securities.

LETTER FROM THE BOARD

董事會函件

At its establishment, the Company had a registered capital of RMB50,000,000. Prior to the issuance of H shares, the Company had a registered capital of RMB52,800,000.

Upon completion of the aforesaid issue of H shares, the registered capital of the Company is RMB73,040,000.

XI. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DOMESTIC SHARES AND/OR H SHARES

The following proposals were presented to the Board at its meeting on 2018/08/27, and were approved by the Board at the AGM:

- (1) To grant the General Mandate to the Board to issue up to 10% of the Company's existing Domestic Shares and/or H Shares, subject to 20% of the aggregate of the Company's existing Domestic Shares and/or H Shares;
- (2) To authorize the Board (or a sub-committee of the Board), if necessary, to issue up to 10% of the Company's existing Domestic Shares and/or H Shares, subject to 20% of the aggregate of the Company's existing Domestic Shares and/or H Shares, in accordance with the provisions of the Company's Articles of Association, Memorandum of Association, Articles of Association, and the Company's Articles of Association, subject to the provisions of the Company's Articles of Association, Memorandum of Association, and the Company's Articles of Association; (1) and (2);
- (3) To authorize the Board (or a sub-committee of the Board), if necessary, to issue up to 10% of the Company's existing Domestic Shares and/or H Shares, subject to 20% of the aggregate of the Company's existing Domestic Shares and/or H Shares, in accordance with the provisions of the Company's Articles of Association, Memorandum of Association, and the Company's Articles of Association, subject to the provisions of the Company's Articles of Association, Memorandum of Association, and the Company's Articles of Association; (1) and (2);
- (4) To authorize the Board (or a sub-committee of the Board) to issue up to 10% of the Company's existing Domestic Shares and/or H Shares, subject to 20% of the aggregate of the Company's existing Domestic Shares and/or H Shares, in accordance with the provisions of the Company's Articles of Association, Memorandum of Association, and the Company's Articles of Association, subject to the provisions of the Company's Articles of Association, Memorandum of Association, and the Company's Articles of Association; (1) and (2);

LETTER FROM THE BOARD

A = 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
52,800,000 D = 20,240,000 H = 10,000,000
G = 10,000,000 M = 10,000,000 T = 10,000,000 AGM, 2015
C = 10,000,000 D = 20,240,000 H = 10,000,000
10,560,000 D = 20,240,000 H = 10,000,000
G = 10,000,000 M = 10,000,000 T = 10,000,000
AGM, 2015
G = 10,000,000 M = 10,000,000 T = 10,000,000
AGM, 2015
H = 10,000,000 K = 10,000,000 L = 10,000,000
AGM, 2015

- (i) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000;
- (ii) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015;
- (iii) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015;
- (iv) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM.

A = 10,000,000 B = 10,000,000 G = 10,000,000
H = 10,000,000 K = 10,000,000 L = 10,000,000
AGM, 2015

XII. REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR 2015

A = 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015

- (i) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015;
- (ii) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015;
- (iii) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015;
- (iv) 10,000,000 L = 10,000,000 D = 20,240,000 C = 10,000,000
AGM, 2015;

NOTICE OF THE ANNUAL GENERAL MEETING

- (6) 批准及追認本公司截至二零一五年十二月三十一日止年度之董事會報告、D 公司報告及截至二零一五年十二月三十一日止之財務報表及審計報告；
- (7) 批准及追認本公司截至二零一五年十二月三十一日止年度之B 公司報告；
- (8) 批准及追認本公司截至二零一五年十二月三十一日止年度之C 公司報告；
- (9) 批准及追認本公司截至二零一五年十二月三十一日止年度之D 公司報告。

B a of special resolutions:

- (10) 批准及追認本公司截至二零一五年十二月三十一日止年度之A 公司報告 (包括截至二零一五年十二月三十一日止之財務報表及審計報告)；
- (11) 批准及追認本公司截至二零一五年十二月三十一日止年度之B 公司報告、D 公司報告、H 公司報告 (包括截至二零一五年十二月三十一日止之財務報表及審計報告)；

D 公司報告、I 公司報告、D 公司報告、H 公司報告、L 公司報告、B 公司報告、C 公司報告、

D 公司報告、H 公司報告、K 公司報告、C 公司報告、L 公司報告 (包括截至二零一五年十二月三十一日止之財務報表及審計報告)。

Wen hou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman

2016年2月29日
A 公司 29, 2016

As of the date of this notice, the executive Directors are Mr. GUAN Weili, Ms. WANG Lianyue and Ms. WANG Hongyue; the non-executive Directors are Mr. YANG Yang and Ms. HE Xin; and the independent non-executive Directors are Mr. CHONG Yat Keung, Mr. HUANG Zhi and Mr. WONG Raymond Fook Lam.

