

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Wenzhou Kangning Hospital Co., Ltd.**, you should at once hand this circular, together with the accompanying form of proxy and the reply slip to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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溫州康寧醫院

公司

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DEFINITIONS

in this certificate, unless the context otherwise indicates, the following definitions shall have the following meaning.

“EGM”	the first extraordinary general meeting of the Company for the year 2019 to be convened and held at 9:00 a.m. on Monday, October 21, 2019
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Company”	Wenzhou Kangning Hospital Co., Ltd., a joint stock limited liability company established under the laws of the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2120)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary Share(s) of the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“H Share(s)”	overseas listed foreign invested ordinary Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Macau”	the Macau Special Administration Region of the PRC
“PRC”, “the People’s Republic of China” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“EGM Notice”	the notice for convening the EGM as set out on pages 7 to 9 of this circular
“RMB”	the lawful currency of the PRC
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“%”	percentage ratio

溫州康寧醫院股份有限

LETTER FROM THE BOARD

Standing Committee of the 13th National People’s Congress on October 26, 2018, the Board proposed to amend the Articles of Association in consideration of the actual situation of the Company. The specific amendments are as follows:

Original Context	Amended Context
<p>Article 31 The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedures and in accordance with the procedures provided for in these Articles of Association, and submit the same to the relevant state authorities for approval:</p> <p>(1) Cancellation of shares in order to reduce the Company’s registered capital;</p> <p>(2) Merger with another company holding share certificates in a company;</p> <p>(3) As a token of reward, distribution of shares to staffs of the Company;</p> <p>(4) Acquisition of shares held by shareholders (upon their request) who dissent from any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) Other circumstances where the laws and administrative regulations so permit.</p> <p>Apart from the conditions mentioned above, the Company does not carry out any activities for dealing in the Company’s shares.</p>	<p>Article 31 The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedures and in accordance with the procedures provided for in these Articles of Association, and submit the same to the relevant state authorities for approval:</p> <p>(1) Cancellation of shares in order to <u>Reduce</u> the Company’s registered capital;</p> <p>(2) Merger with another company holding share certificates <u>shares</u> in the Company;</p> <p>(3) As a token of reward, distribution of shares to staffs of the Company <u>Utilising its shares in 1Tf4.5p2.25-2.b employee share ownership scheme or for share incentive;</u></p> <p>(4) Acquisition of shares held by shareholders (upon their request) who dissent from any resolution proposed in any general meeting on the merger or division of the Company;</p> <p>(5) Other circumstances where the laws and administrative regulations so permit.</p> <p>(5) <u>Utilising the shares for conversion to corporate bonds which are convertible into shares issued by the listed company;</u></p> <p>(6) <u>Where it is necessary to safeguard the value of the listed company and the interests of its shareholders.</u></p> <p>Apart from the conditions mentioned above, the Company does not carry out any activities for dealing in the Company’s shares.</p>

Original Context	Amended Context
<p>Article 34 The acquisition of its shares by the Company for reasons set forth in Items (1) to (3) of Article 31 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. Upon the acquisition of its shares</p>	

LETTER FROM THE BOARD

III. RECOMMENDATION

The Directors (including all independent non-executive Directors) consider that the resolution set out in the EGM Notice for consideration and approval by Shareholders is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the resolution to be proposed at the EGM as set out in the EGM Notice.

By order of the Board
Wenzhou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman

Zhejiang, the PRC
September 5, 2019

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ATTENDEES OF THE EGM

1. Eligibility and Registration Procedures for Attending the EGM

- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, September 21, 2019 to Monday, October 21, 2019 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company after the close of business on Friday, September 20, 2019 are entitled to attend and vote in respect of the resolution to be proposed at the EGM.
- (c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Friday, September 20, 2019 for registration.
- (d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.
- (e) Domestic Shareholders and H Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Monday, September 30, 2019.
- (f) Shareholders may send the above reply slip to the Company in person, by post or by fax.

2. PROXY

- (a) A Shareholder eligible to attend and vote at the EGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her behalf. A proxy does not need to be a Shareholder of the Company.
- (b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.
- (c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the EGM (i.e. before 9:00 a.m. on Sunday, October 20, 2019) or any adjournment thereof.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2019

3. MISCELLANEOUS

- (a) The EGM will not last for more than one working day. Shareholders who attend the EGM shall bear their own travelling and accommodation expenses.
- (b) The address of the Company's share registrar of H Shares, Computershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (c) The contact details of the place of business of the Company are as follows:

No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province,
the PRC
Postal Code: 325000
Telephone No.: (+86) 577 8877 1689
Facsimile No.: (+86) 577 8878 9117
- (d) The contact person for the EGM is Mr. WANG Jian and his telephone number is (+86) 577 8877 1689.