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康宁

Wenzhou Kangning Hospital Co., Ltd.

温州康宁医院股份有限公司

(温州康宁医院股份有限公司)
(Stock Code: 2120)

**NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
FOR THE YEAR 2016 AND CLOSURE OF
REGISTER OF MEMBERS**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “**EGM**”) for the year 2016 of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) will be held at 8/F, No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang, the PRC at 9:00 a.m. on Monday, October 17, 2016 for the purposes of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company’s circular dated September 1, 2016 (the “**Circular**”).

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE EGM

By way of special resolutions:

- (1) the proposal for the Proposed A Share Offering:
 - (a) type of securities to be issued;
 - (b) par value;
 - (c) stock exchange of the proposed listing of the A Shares;
 - (d) offering size;

- (e) target subscribers;
 - (f) method of offering;
 - (g) pricing methodology;
 - (h) method of underwriting;
 - (i) conversion of the form of the Company; and
 - (j) valid period of the resolution;
- (2) the plan for distribution of accumulated profits before the Proposed A Share Offering;
 - (3) the proposal on the use of proceeds from the Proposed A Share Offering and the feasibility analysis;
 - (4) the authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering;
 - (5) the proposed amendments to the Articles of Association;
 - (6) the proposed amendments to *Rules and Procedures for General Meetings*;
 - (7) the proposed amendments to *Rules and Procedures for Board Meetings*;
 - (8) the proposed amendments to *Rules and Procedures for Meetings of the Supervisory Committee*; and

By way of ordinary resolutions:

- (9) the report on the use of the proceeds from the H Share Offering as of June 30, 2016;
- (10) the A Share price stabilization plan for the three years following the Proposed A Share Offering;
- (11) the remedial measures for the dilution of immediate return as a result of the Proposed A Share Offering;
- (12) the dividend plan for the three years following the Proposed A Share Offering;
- (13) the undertakings regarding the disclosure of information in the prospectus to be published for the Proposed A Share Offering;

- (14) the proposed amendments to *Rules for the Management of Related Party Transactions*;
- (15) the proposed amendments to *Administrative Measures for External Guarantee*;
- (16) the proposed adoption of *Rules for the Management and the Use of Proceeds from Fund Raising*; and
- (17) the proposed adoption of *Code of Conduct of Controlling Shareholders and Actual Controllers*.

Details of the above resolutions proposed at the EGM are contained in the Circular, which is available on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the website of the Company (www.knhosp.cn).

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

Zhejiang, the PRC
September 1, 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. GOT Chong Key Clevin.

Notes:

ATTENDEE 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 17, 2016 to Monday, October 17, 2016 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company before the close of business on Thursday, September 15, 2016 are entitled to attend and vote in respect of all resolutions 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 Thursday, September 15, 2016 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 who intend to attend the EGM should return the reply slip for attending the EGM to the Company on or before Tuesday, September 27, 2016.
- (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/its behalf. A proxy need not be a Shareholder.
- (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, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the EGM.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

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, Wan Chai, 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, the PRC
Post 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.