

If you are in any doubt

If you have sold or transferred

Wenzhou Kangning Hospital Co., Ltd.

Hong Kong Exchanges and Clearing Limited

香港交易所



康宁

Wenzhou Kangning Hospital Co., Ltd.

温州康宁医院股份有限公司

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

(Stock Code: 2120)

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

NOTICE OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2015 AND CLOSURE OF REGISTER OF MEMBERS

Annual General Meeting (AGM) for the year 2015, on 3, 17

AGM, on 28 February 2016, at the 15th Floor, CBD, No. 9, Jinhua Road, Jinhua, Zhejiang, P.R. China, on 18, 21

AGM, on 24, 2016.

AGM, on 24, 2016.

AGM (Special General Meeting) on 24, 2016.

AGM, on 24, 2016.

April 29, 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of the Annual General Meeting	18
Appendix — Biographical Details of the Proposed Director	22

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 Nominations- Nominations for appointment of directors at the AGM as defined in Sections 18 and 21 of the Companies Act, 2013.

▲ Authorized Capital- The maximum amount of capital that the Company is authorized to raise as per the Memorandum of Association and the Articles of Association.

▲ Balance Sheet- A statement of financial position of the Company as at a particular date.

▲ Capital- The aggregate of the paid-up share capital and the reserves and surplus of the Company as shown in the Balance Sheet of the Company as at the end of the financial year, as defined in Section 2(52) of the Companies Act, 2013. It includes the amount of the share capital of the Company as defined in Section 2(84) of the Companies Act, 2013 and the amount of the reserves and surplus of the Company as defined in Section 2(45) of the Companies Act, 2013. It also includes the amount of the reserves and surplus of the Company as defined in Section 2(45) of the Companies Act, 2013 and the amount of the reserves and surplus of the Company as defined in Section 2(45) of the Companies Act, 2013.

▲ Dividend- Any sum paid or declared to be paid to the members of the Company as defined in Section 2(20) of the Companies Act, 2013.

▲ Dividend Payable to Shareholders- Dividend payable to the shareholders of the Company as defined in Section 2(20) of the Companies Act, 2013. It includes the amount of the dividend payable to the shareholders of the Company as defined in Section 2(20) of the Companies Act, 2013 and the amount of the dividend payable to the shareholders of the Company as defined in Section 2(20) of the Companies Act, 2013.

▲ Dividend Payable to Shareholders (Net of Tax)- Dividend payable to the shareholders of the Company as defined in Section 2(20) of the Companies Act, 2013, net of the amount of tax payable thereon.

▲ General Meeting- A meeting of the members of the Company as defined in Section 2(30) of the Companies Act, 2013. It includes the AGM and any other meeting of the members of the Company as defined in Section 2(30) of the Companies Act, 2013.

▲ H Shares- Shares of the Company as defined in Section 2(42) of the Companies Act, 2013. It includes the amount of the H Shares of the Company as defined in Section 2(42) of the Companies Act, 2013 and the amount of the H Shares of the Company as defined in Section 2(42) of the Companies Act, 2013.

▲ H Shares Payable to Shareholders- H Shares payable to the shareholders of the Company as defined in Section 2(42) of the Companies Act, 2013.

▲ HK\$- Hong Kong Dollars.

DEFINITIONS

▲ H.K. –	香港 H.K. 指《證券及期貨條例》第 571 條所指的香港。
▲ H.K. L. –	香港證券上市委員會 H.K. L. 指《證券及期貨條例》第 571 條所指的香港證券上市委員會。
▲ H.K. E. –	香港交易所 H.K. E. 指《證券及期貨條例》第 571 條所指的香港交易所。
▲ L. D. –	A, 22, 2016, 2016 年 12 月 22 日。
▲ M. –	M. 指《證券及期貨條例》第 571 條所指的 M.
▲ B.C. –	B.C. (中國人民銀行)
▲ 5C, C. –	5C, C. 指《證券及期貨條例》第 571 條所指的 5C, C.
▲ 5D. –	5D. 指 2016 年 7 月 24 日。
▲ 5MB. –	5MB. 指《證券及期貨條例》第 571 條所指的 5MB.
▲ F. –	F. 指《證券及期貨條例》第 571 條所指的 F. (C, 571, H.K.), 指《證券及期貨條例》第 571 條所指的 F. (C, 571, H.K.)。
▲ S. –	S. 指《證券及期貨條例》第 571 條所指的 S.
▲ S. –	S. 指《證券及期貨條例》第 571 條所指的 S.
▲ S. –	S. 指《證券及期貨條例》第 571 條所指的 S.
▲ S. C. –	S. C. 指《證券及期貨條例》第 571 條所指的 S. C.
▲ % –	% 指《證券及期貨條例》第 571 條所指的 %。

LETTER FROM THE BOARD



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)

(Stock Code: 2120)

Executive Directors:

GUAN Weili (管偉立) (Chairman)
ANG Lanyue (王蓮月)
ANG Hongyue (王紅月)

Non-executive Directors:

ANG Yang (楊揚)
HE Xin (何欣)

Independent non-executive Directors:

CHENG Keqiang (莊一強)
HUANG Zhi (黃智)
HUANG Fulin (黃福霖)

To the Shareholders

DIRECTORS

**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

I. INTRODUCTION

1. The Board of Directors of the Company ("Board") has reviewed the financial statements of the Company for the year ended 31st March 2016 ("2016") and has approved the same for release to the shareholders at the Annual General Meeting ("AGM");

2. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2015 ("2015");

3. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016;

4. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016;

5. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

6. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

7. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

8. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

9. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

10. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

11. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016; and

12. The Board has also reviewed the financial statements of the Company for the year ended 31st March 2016.

LETTER FROM THE BOARD

2. Closure of Register of Members for H Shares

From December 14, 2016 to December 17, 2016, the Company will close the register of members for H Shares. The Company will also close the register of members for H Shares from December 19, 2016 to December 24, 2016 (including public holidays).

The Company will also close the register of members for H Shares from December 28 to January 8, 2017 (including public holidays).

() From December 14, 2016 to December 17, 2016, the Company will close the register of members for H Shares from 12:00 to 4:00 p.m. on December 17, 2016. The Company will also close the register of members for H Shares from 12:00 to 4:00 p.m. on December 19, 2016.

() From December 14, 2016 to December 17, 2016, the Company will close the register of members for H Shares from 12:00 to 4:00 p.m. on December 17, 2016. The Company will also close the register of members for H Shares from 12:00 to 4:00 p.m. on December 19, 2016.

LETTER FROM THE BOARD

IX. REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

As per the agenda of the 11th AGM of the Company, the Board of Directors of the Company has received the report of the Supervisory Committee for the year 2015, which was submitted to the Board of Directors of the Company on 29th April, 2016.

X. PROPOSED AMENDMENTS TO THE ARTICLES

1. Reasons for the Proposed Amendments to the Articles

The Board of Directors of the Company has received the report of the Supervisory Committee for the year 2015, which was submitted to the Board of Directors of the Company on 29th April, 2016. The Supervisory Committee has recommended the Board of Directors of the Company to propose amendments to the Articles of Association of the Company, which are set out in the Annexure to the report of the Supervisory Committee for the year 2015, submitted to the Board of Directors of the Company on 29th April, 2016. The Board of Directors of the Company has considered the report of the Supervisory Committee and has decided to propose amendments to the Articles of Association of the Company, which are set out in the Annexure to the report of the Supervisory Committee for the year 2015, submitted to the Board of Directors of the Company on 29th April, 2016. The Board of Directors of the Company has also decided to propose amendments to the Articles of Association of the Company, which are set out in the Annexure to the report of the Supervisory Committee for the year 2015, submitted to the Board of Directors of the Company on 29th April, 2016.

2. The Proposed Amendments to the Articles

The proposed amendments to Article 12:

As registered according to law, the Company's scope of business covers: medical services; investment on healthcare institutions, hospital management service, and scientific research of mental health, medical psychology and relevant medical fields and the technology transfer in respect thereof.

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

The proposed amendments to Article 19:

As registered according to law, the Company's scope of business covers: medical services; hospital management service, and scientific research of mental health, medical psychology and relevant medical fields and the technology transfer in respect thereof (excluding the technology development and application of human stem cells or gene diagnosis and treatment).

LETTER FROM THE BOARD

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

附錄 A-2, 頁 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:

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

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>
<i>1.</i>	<i>Guan Weili</i>	<i>19,810,250</i>	<i>27.1225%</i>
<i>2.</i>	<i>Guangzhou GL Capital Investment Fund L.P.</i>	<i>15,384,541</i>	<i>21.0632%</i>
<i>3.</i>	<i>Wang Hongyue</i>	<i>5,304,350</i>	<i>7.2623%</i>
<i>4.</i>	<i>Beijing CDH Weixin Venture Capital L.P.</i>	<i>3,838,754</i>	<i>5.2557%</i>
<i>5.</i>	<i>Wang Lianyue</i>	<i>3,794,500</i>	<i>5.1951%</i>
<i>6.</i>	<i>Beijing CDH Weisen Venture Capital L.P.</i>	<i>2,667,605</i>	<i>3.6523%</i>
<i>7.</i>	<i>Ningbo Xinshi Kangning Investment Management L.P.</i>	<i>1,543,000</i>	<i>2.1125%</i>
<i>8.</i>	<i>Ningbo Enci Kangning Investment Management L.P.</i>	<i>258,000</i>	<i>0.3532%</i>
<i>9.</i>	<i>Ningbo Renai Kangning Investment Management L.P.</i>	<i>199,000</i>	<i>0.2725%</i>
<i>10.</i>	<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/>

Source: China Securities Regulatory Commission

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:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
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%
	Total	73,040,000	100%

附錄三、A股發行 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

A. L. D. C. 52,800,000 D. 20,240,000 H. G. M. AGM, C. 10,560,000 D. 4,048,000 H. G. M. G. M.

- (i) C.
- (ii) A.
- (iii)
- (iv) 12 AGM.

A. B. G. M. H. K. L. 5 A. 5C.

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

A. AGM D. 2015,

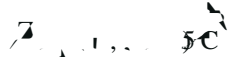
- (i) D. C. B. B. 2015;
- (ii) C. D.
- (iii) D. C.

LETTER FROM THE BOARD

XIII. RECOMMENDATION

D₁ () D₁ ()
() 2015 ()
); () 2015; ()
2016; ()
C₁ 2016 B₁
2016; () M₁ G₁
D₁ () D₁
C₁; () B₁ 2015; ()
A₁; () G₁ M₁ B₁; ()
D₁ 2015 C₁
A₁ D₁ AGM AGM N

B B
Wenzhou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman


A, 29, 2016

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

ATTENDEES OF THE AGM

1. Eligibility and Registration Procedures for Attending the AGM

- () C. [redacted] M. [redacted] F. [redacted] AGM, [redacted] C. [redacted] M. [redacted] 15, 2016. [redacted] J. [redacted] 14, 2016 ([redacted]).
- () D. [redacted] H. [redacted] C. [redacted] F. [redacted] M. [redacted] 13, 2016. [redacted] AGM.
- () H. [redacted] AGM. [redacted] C. [redacted] H. [redacted] I. [redacted] L. [redacted] 4:30, [redacted] F. [redacted] M. [redacted] 13, 2016.
- () A. [redacted] I. [redacted] AGM. [redacted] [redacted]
- () D. [redacted] H. [redacted] AGM. [redacted] C. [redacted] M. [redacted] 24, 2016.
- () [redacted] C. [redacted]

2. Proxy

- () A. [redacted] AGM. [redacted] [redacted]
- () A. [redacted] I. [redacted] () [redacted]
- () [redacted] () [redacted] C. [redacted] D. [redacted] H. [redacted] I. [redacted] L. [redacted] 17M F. [redacted] H. [redacted] 183 [redacted] 5 [redacted] C. [redacted] H. [redacted] I. [redacted] H. [redacted] 24 [redacted] AGM.
- () A. [redacted]

APPENDIX BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTOR

Mr. G. C. K. C. (Mr. Got-), 57, ...
H. K. B. C. F. M. 2016. F. S. 1980, J. 1984, ...
C. D. G. H. H. K. F. J. 1984, J. 1985, ...
M. F. J. 1987, D. 1998, ...
D. H. K. H. & C. L. F. J. 1999, D. 2015, ...
H. H. L. (1828), M. B. H. K. E. ...
M. G. H. K. M. A. J. 2011, D. 2013.

Mr. G. M. G. M. J. 1980. H. A. F. 1987.