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溫州康寧醫院

Wenzhou Kangning Hospital Co., Ltd.

(A joint
Stock

ly incorporated in the People's Republic of China)

As at the date of this announcement, Mr. Wang is deemed to be beneficially interested in 100,000 domestic shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The proposed appointment of Mr. Wang is subject to the approval by the shareholders of the Company (the “**Shareholders**”) at the general meeting. If the appointment is approved, Mr. Wang will enter into a service contract with the Company. Mr. Wang will not receive any remuneration as an executive director, but his remuneration as the vice general manager and the secretary to the Board of the Company shall be received in accordance with the relevant remuneration system of the Company, which mainly includes basic salary, social insurance and annuity, welfare benefits, etc. For details, please refer to the Company’s annual report to be published in due course.

Save as disclosed above, Mr. Wang does not hold any other positions with the Company or its subsidiaries as at the date of this announcement. Mr. Wang did not hold any other directorship in any public companies listed on any securities market in Hong Kong and/or overseas in the past three years. He does not hold any other major appointments and professional qualifications, or have any relationship with any directors, supervisors, senior management of the Company or substantial or controlling shareholders of the Company.

As at the date of this announcement, save as disclosed above, Mr. Wang does not have any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Wang has never been subject to any penalty by China Securities Regulatory Commission or other relevant securities regulatory authorities or stock exchanges.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matter in relation to Mr. Wang that needs to be brought to the attention of the Shareholders.

CHANGE OF AN INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board hereby announces that Mr. ZHAO Xudong (“**Mr. Zhao**”) has resigned from the position as an independent non-executive director of the Company, and ceased to act as the chairman of the remuneration committee of the Board and a member of the nomination committee of the Board due to his retirement and personal health reasons, with effect from March 10, 2023. Mr. Zhao has confirmed that he has no disagreement with the Company or the Board and there is no matter in relation to his resignation which needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Zhao for his valuable contributions to the Company during his tenure of service.

Following the resignation of Mr. Zhao, the number and composition of the independent non-executive directors of the Company did not meet the following requirements of the Listing Rules that: (i) the Board shall include at least three independent non-executive directors under Rule 3.10 of the Listing Rules; (ii) the remuneration committee shall be chaired by an independent non-executive director under Rule 3.25 of the Listing Rules; and (iii) the members of the nomination committee shall comprise a majority of independent non-executive directors under Rule 3.27A of the Listing Rules.

In order to ensure that the number of independent non-executive directors of the Company and the chairman of the remuneration committee of the Board and the composition of the members of the nomination committee of the Board continue to meet the relevant requirements of the articles of association of the Company and the Listing Rules, the Board considered and approved the nomination of Ms. JIN Ling (“**Ms. Jin**”) on March 10, 2023 as the candidate of an independent non-executive director of the Company, the chairman of the remuneration committee of the Board, and a member of the nomination committee of the Board, with a term commencing from the date of approval at the general meeting of the Company and ending on the expiry of the term of the third session of the Board, and she is eligible for re-election upon expiry of her term.

The biographical details of Ms. Jin that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules are set out below:

Ms. JIN Ling (金玲), aged 64. Ms. Jin served as the chief accountant of Zhejiang Provincial People’s Hospital from May 2000 to December 2008; from January 2009 to June 2013, she served as the chief accountant of the Children’s Hospital of Zhejiang University School of Medicine; from July 2013 to December 2018, she served as the chief accountant of the Second Affiliated Hospital of Zhejiang University School of Medicine; from January 2019 to May 2022, she served as the chief financial officer of Shulan (Hangzhou) Hospital. Ms. Jin was employed as a lecturer at Beijing National Accounting Institute and School of Management at Zhejiang University.

Ms. Jin graduated from Hangzhou Institute of Electronic Engineering with an adult undergraduate degree in July 1996 and obtained a master’s degree in business administration from The Open University of Hong Kong (now known as Hong Kong Metropolitan University) in June 2005. In December 2010, Ms. Jin was accredited as a senior accountant by Zhejiang Province Human Resources and Social Security Department.

The proposed appointment of Ms. Jin is subject to the approval by the Shareholders at the general meeting. If the appointment is approved, the Company will enter into a service contract with Ms. Jin. The director’s fee of Ms. Jin upon election is determined based on recommendations of the remuneration committee of the Company after taking into full account of factors such as the remuneration level of independent non-executive directors in comparable companies in the PRC with scale and nature of business similar to that of the Company. For details, please refer to the Company’s annual report to be published in due course.

Ms. Jin has confirmed that she is equipped with the elements of independence as stipulated in Rule 3.13 of the Listing Rules. The Company considered that Ms. Jin is an independent person pursuant to the guidelines on independence under the Listing Rules. The nomination committee of the Board has assessed and reviewed her independence and believes that Ms. Jin has satisfied the independence requirements.

Ms. Jin has expertise in financial management. The nomination committee of the Board believes that Ms. Jin will provide objective, independent and sufficient opinions and analysis on compliance, market operations and corporate management leveraging on her rich experience and knowledge, and also promote the diversity of the Board structure in various aspects including gender, culture, professional skills and qualifications.

Save as disclosed above, Ms. Jin does not hold any other positions with the Company or its subsidiaries as at the date of this announcement. Ms. Jin did not hold any other directorship in any public companies listed on any securities market in Hong Kong and/or overseas in the past three years. She does not hold any other major appointments and professional qualifications, or have any relationship with any directors, supervisors, senior management of the Company or substantial or controlling shareholders of the Company.

As at the date of this announcement, Ms. Jin does not have any interest in the shares of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Ms. Jin has never been subject to any penalty by China Securities Regulatory Commission or other relevant securities regulatory authorities or stock exchanges.

Save as disclosed above, the Board is not aware of any other information to be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules or any other matter in relation to Ms. Jin that needs to be brought to the attention of the Shareholders.

The Company will convene an extraordinary general meeting to approve the election of an executive director and an independent non-executive director. A circular containing, among others,