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溫州康寧醫院股份有限公司  
Wenzhou K

Except for the resolutions on the proposed amendments to the Articles of Association and on the proposed amendments to the Rules of Procedures for General Meetings, which were not duly passed by the H Shareholders' Class Meeting, all other proposed resolutions set out in the Circular were passed by way of poll. There were no restrictions on any Shareholders to cast votes on the resolutions at the Meetings; there were no Shareholders whose Shares entitled the holders to attend the Meetings but required the holders to abstain from voting in favor of any of the resolutions at the Meetings as set out in Rule 13.40 of the Hong Kong Listing Rules, nor were there any Shareholders that shall be required to abstain from voting under the Hong Kong Listing Rules; none of the Shareholders has indicated in the Circular that he/she/it intended to vote against or to abstain from voting on any of the resolutions. The convening, holding and the voting process of the Meetings complied with applicable laws and regulations, including the Company Law of the People's Republic of China and the Articles of Association.

For details of the resolutions considered at the Meetings, Shareholders may refer to the Circular.

### **POLL RESULTS OF THE EGM**

The total number of the Shares in issue as at the date of the EGM was 74,600,300 Shares, which was the total number of Shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the EGM. Shareholders and their proxies holding an aggregate of 57,224,900 Shares with voting rights attended the EGM, representing 76.71% of the total Shares with voting rights.

All the resolutions contained in the notice of EGM dated September 8, 2023 have been passed by way of poll. The poll results are set out below:

| <b>ORDINARY RESOLUTIONS</b> |                                                                                                                                                     | <b>Number of votes for (%)</b> | <b>Number of votes against (%)</b> | <b>Number of votes abstained (%)</b> |
|-----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------|--------------------------------------|
| 1.                          | To consider and approve the interim profit distribution plan of the Company for the year 2023                                                       | 57,224,900<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |
| 2.                          | To consider and approve the Shareholders' Return Plan of the Company for the Next Five Years (2023-2027)                                            | 57,224,900<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |
| <b>SPECIAL RESOLUTIONS</b>  |                                                                                                                                                     | <b>Number of votes for (%)</b> | <b>Number of votes against (%)</b> | <b>Number of votes abstained (%)</b> |
| 3.                          | To consider and approve the H Share Award and Trust Scheme                                                                                          | 56,195,500<br>(98.201133%)     | 1,029,400<br>(1.798867%)           | 0<br>(0.000000%)                     |
| 4.                          | To consider and approve proposed authorization to the Board and/or the Delegatee to handle matters pertaining to the H Share Award and Trust Scheme | 56,195,500<br>(98.201133%)     | 1,029,400<br>(1.798867%)           | 0<br>(0.000000%)                     |
| 5.                          | To consider and approve the proposed amendments to the Articles of Association                                                                      | 56,195,500<br>(98.201133%)     | 1,029,400<br>(1.798867%)           | 0<br>(0.000000%)                     |

| <b>SPECIAL RESOLUTIONS</b> |                                                                                                 | <b>Number of votes for (%)</b> | <b>Number of votes against (%)</b> | <b>Number of votes abstained (%)</b> |
|----------------------------|-------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------|--------------------------------------|
| 6.                         | To consider and approve the proposed amendments to the Rules of Procedures for General Meetings | 56,195,500<br>(98.201133%)     | 1,029,400<br>(1.798867%)           | 0<br>(0.000000%)                     |
| 7.                         | To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings   | 57,224,900<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |
| 8.                         |                                                                                                 |                                |                                    |                                      |

votes against

## **POLL RESULTS OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING**

The total number of the Domestic Shares in issue as at the date of the Domestic Shareholders' Class Meeting was 55,260,000 Shares, which was the total number of Shares entitling the Domestic Shareholders to attend and vote for or against or abstain from voting on the resolutions proposed at the Domestic Shareholders' Class Meeting. Domestic Shareholders and their proxies holding an aggregate of 55,260,000 Domestic Shares with voting rights attended the Domestic Shareholders' Class Meeting, representing 100% of the total Domestic Shares with voting rights.

All the resolutions contained in the notice of Domestic Shareholders' Class Meeting dated September 8, 2023 have been passed by way of poll. The poll results are set out below:

| <b>SPECIAL RESOLUTIONS</b> |                                                                                                                      | <b>Number of votes for (%)</b> | <b>Number of votes against (%)</b> | <b>Number of votes abstained (%)</b> |
|----------------------------|----------------------------------------------------------------------------------------------------------------------|--------------------------------|------------------------------------|--------------------------------------|
| 1.                         | To consider and approve the proposed amendments to the Articles of Association                                       | 55,260,000<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |
| 2.                         | To consider and approve the proposed amendments to the Rules of Procedures for General Meetings                      | 55,260,000<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |
| 3.                         | To consider and approve the proposed amendments to the Rules of Procedures for Board Meetings                        | 55,260,000<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |
| 4.                         | To consider and approve the proposed amendments to the Rules of Procedures for Meetings of the Supervisory Committee | 55,260,000<br>(100.000000%)    | 0<br>(0.000000%)                   | 0<br>(0.000000%)                     |

Computershare Hong Kong Investor Services Limited (the H Share registrar of the Company) acted as the scrutineer for the vote-taking at the Meetings.

## **PAYMENT OF INTERIM DIVIDEND**

At the EGM, the Shareholders approved the proposed interim dividend (

## **WITHHOLDING AND PAYMENT OF INDIVIDUAL INCOME TAX**

In accordance with the Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法) and its implementation regulations, which came into effect on January 1, 2008, the Company is required to withhold and pay enterprise income tax at a rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, enterprise income tax shall be withheld from dividends payable to such Shareholders. If holders of H Shares intend to change its Shareholder status, please enquire about the relevant procedures with the agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders whose names appear on the register of members for H Shares as of the Record Date.

If the individual holders of H Shares are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends paid to them with the PRC under the relevant tax agreements, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In this case, if the relevant individual holders of H Shares wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for it on behalf of the holders according to the relevant agreed preferential tax treatment and the relevant Shareholders shall submit the evidence required by the notice of the tax agreement to Computershare Hong Kong Investor Services Limited. The Company will assist with the tax refund after the approval of the competent tax authority. Should the individual holders of H Shares be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax on behalf of the holders at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual holders of H Shares are residents of the countries which had an agreed tax rate of 20% with the PRC under the tax agreement, or which has not entered into any tax agreement with the PRC, or otherwise, the Company shall withhold and pay the individual income tax on behalf of the holders at a rate of 20%.

## **THE ARTICLES OF ASSOCIATION**

Reference is made to the announcement of the Company dated September 4, 2023 in relation to, among other things, the proposed amendments to the Articles of Association. As the proposal on the proposed amendments to the Articles of Association was not duly passed by the H Shareholders' Class Meeting, the existing Articles of Association of the Company shall remain valid.

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

Zhejiang, the PRC  
September 27, 2023

*As of the date of this announcement, the Company's executive Directors are Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian; the non-executive Directors are Mr. QIN Hao and Mr. LI*