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溫州康寧醫院股份  
Wenzhou Kangning Hosp

(A joint stock limited liability company incorporated in the People's Republic of China)  
Stock code: 2120

## AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to (i) the circular dated April 26, 2024 (the “**Circular**”); (ii) the announcements dated April 26, 2024, May 30, 2024, July 3, 2024, July 19, 2024 and August 23, 2024, respectively (the “**Announcements**”); and (iii) the next day disclosure returns dated from July 10, 2024 to October 7, 2024 of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”), in relation to, among other things, the full circulation of the shares of the Company and the repurchase of part of the H Shares by the Company. Unless otherwise defined in this announcement, terms used in this announcement shall have the same meanings as those defined in the Announcements and Circular.

The Company submitted a full circulation application to the CSRC on April 26, 2024 in respect of the conversion of 2,500,000 Domestic Shares of the Company into H Shares. Such conversion was completed on August 23, 2024, and the listing of the Converted H Shares on the Stock Exchange commenced on August 26, 2024. Upon completion of the full circulation of the shares of the Company, the number of H Shares of the Company increased by 2,500,000 shares to 21,840,300 shares; the number of Domestic Shares decreased by 2,500,000 shares to 52,760,000 shares, and the registered capital and total number of shares remained unchanged.

The Company has considered and approved the resolution on the proposed grant of a general mandate to the Board to partially repurchase H Shares at the 2023 annual general meeting, the 2024 first H shareholders’ class meeting and the 2024 first domestic shareholders’ class meeting held on May 30, 2024. Pursuant to the general mandate, during the period from July 10, 2024 to October 7, 2024, the Company has made a total repurchase of 1,930,300 H Shares, accounting for 2.58752% of the total issued share capital on the date when the general mandate was approved by the general meeting and class meetings of the Company. On October 30, 2024, all H Shares repurchased by the Company have been cancelled. Upon the completion of the cancellation of the repurchased H Shares of the Company, the total share capital of the Company was changed from 74,600,300 shares to 72,670,000 shares, and the registered capital of the Company was changed from RMB74,600,300 to RMB72,670,000.

Based on the above, the Board proposes to make corresponding adjustments to the relevant contents of the Articles of Association. The amendments to the Articles of Association are set out as follows:

Before amendment	After amendment
Article 19 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).	Article 19 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).

Before amendment		After amendment	
<p>In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥)), Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥)), Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥)), Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)) and Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)).</p>		<p><del>In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥)), Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥)), Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥)), Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)) and Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)).</del></p>	
<p>Upon completion of the aforesaid transfer of domestic shares, the Company has a registered capital of RMB74,600,300. The shareholding structure is as follows: 74,600,300 ordinary shares, comprising 19,340,300 H shares and 55,260,000 domestic shares, which include:</p>		<p><del>Upon completion of the aforesaid transfer of domestic shares, the Company <u>currently</u> has a registered capital of RMB74,600,300</del><b>72,670,000</b>. The shareholding structure is as follows: <del>74,600,300</del><b>72,670,000</b> ordinary shares, comprising <del>19,340,300</del><b>19,910,000</b> H shares and <del>55,260,000</del><b>52,760,000</b> domestic shares, which include:</p>	
No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	18,350,250	24.5981%
2.	Central Enterprises Rural Industry Investment Fund Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%
3	Wenzhou Jinning Equity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%
4	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%
5	Wang Hongyue	3,984,350	5.3409%
6	Wang Lianyue	3,794,500	5.0864%
No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	18,350,250	24.5981%
2.	Central Enterprises Rural Industry Investment Fund Co., Ltd. (中央企業鄉村產業投資基金股份有限公司)	7,466,666	10.0089%
3	Wenzhou Jinning Equity Investment L.P. (溫州金寧股權投資合夥企業(有限合夥))	4,540,000	6.0858%
4	Shanghai Tanying Investment L.P. (上海檀英投資合夥企業(有限合夥))	4,519,003	6.0576%
5	Wang Hongyue	3,984,350	5.3409%
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Before amendment				After amendment			
No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
7	Wind Impact Equity Investment (Jiaxing) Partnership (Limited Partnership) (萬得影響力股權投資(嘉興)合夥企業(有限合夥))	3,333,000	4.4678%	7	Wind Impact Equity Investment (Jiaxing) Partnership (Limited Partnership)		
8	Qingdao Jinshi Haona Investment Co., Ltd. 青島金石灝洩投資有限公司)	2,780,000	3.7265%				
9	Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合夥))	1,987,356	2.6640%				
10	Cheng Xiaoling	844,875	1.1325%				
11	Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合夥))	743,000	0.9961%				
12	Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合夥))	258,000	0.3458%				
13	Ningbo Renai Kangning Investment Management L.P. (寧波仁愛康寧投資管理合夥企業(有限合夥))	199,000	0.2668%				
14	Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥))	804,794	1.0788%				
15	Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	788,921	1.0575%				
16	Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	407,832	0.5467%				

Before amendment				After amendment			
No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding	No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
17	Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%	17	Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	267,431	0.3585%
18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%	18	Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	191,022	0.2561%
19	Public shareholders of H shares	19,340,300	25.9252%	19	Public shareholders of H shares	19,340,300	25.9252%
Total		74,600,300	100%	Total		74,600,300	100%
<p>Article 23 At its establishment, the Company had a registered capital of RMB50,000,000. Upon completion of the issue of H shares, the registered capital of the Company is RMB73,040,000. Upon completion of non-public issue of domestic shares in August 2018, the Company had a registered capital</p>							

Saved for the above-mentioned amendments, the other provisions of the Articles of Association remain unchanged.

The amendments to the Articles of Association are not required to be submitted to the general meeting of the Company again for consideration and approval, and will become effective on October 30, 2024.

The whole text of the revised Articles of Association will be available for downloading on the website of the Company at [www.knhosp.cn](http://www.knhosp.cn) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

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

Zhejiang, the People's Republic of China  
October 30, 2024

*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 Changhao; and the independent non-executive directors are Ms. ZHONG Wentang, Ms. JIN Ling and Mr. CHAN Sai Keung Hugo.*