*H g K g E cha g , a d Cl a i g Li i d a d Th S ck E cha g f H g K g Li i d ak no ibili f h c f hi ic , ak no a i a i acc ac c l , a d l di clai a liabili ha f a l h a i ig f i lia c , h l , a a f h c f hi ic .*

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# 溫州康寧醫院股份有限公司

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

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## NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2016

**NOTICE IS HEREBY GIVEN** that the first class meeting for H Shareholders for the year 2016 (the "**H Shareholders' Class Meeting**") 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 immediately after the first extraordinary general meeting of the Company for the year 2016 (the "**EGM**") and the first class meeting for Domestic Shareholders of the Company for the year 2016 (the "**Domestic Shareholders' Class Meeting**") to be convened and held on the same date at the same place 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 H SHAREHOLDERS' CLASS MEETING

**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; and

**By way of ordinary resolutions:**

(5) the A Share price stabilization plan for the three years following the Proposed A Share Offering;

(6) the remedial measures for the dilution of immediate return as a result of the Proposed A Share Offering;

(7) the dividend plan for the three years following the Proposed A Share Offering; and

(8) the undertakings regarding the disclosure of information in the prospectus to be published for the Proposed A Share Offering.

Details of the above resolutions proposed at the H Shareholders' Class Meeting 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**
*Chai a*

Zhejiang, the PRC
September 1, 2016

*A f h da f hi ic, h i Di c a M . GUAN Wili, M . WANG Lia a d M . WANG H g ; h i Di c a M . YANG Ya g a d M . HE Xi ; a d h i d d i Di c a M . CHONG Ya K g, M . HUANG Zhi a d M . GOT Ch g K Cl i .*

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**ATTENDEE OF THE H SHAREHOLDERS' CLASS MEETING**

**1. Eligibility and Registration Procedures for Attending the H Shareholders' Class Meeting**

(a) Closure of Register of Members. For the purpose of ascertaining H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Saturday, September 17, 2016 to Monday, October 17, 2016 (both days inclusive).

(b) 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 H Shareholders' Class Meeting.

(c) H Shareholders who wish to attend the H Shareholders' Class Meeting shall lodge their share certificates accompanied by the transfer documents with the Company's share registrar of H Shares before 4:30 p.m. on Thursday, September 15, 2016 for registration.

(d) An H Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If an H 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 H Shareholders' Class Meeting 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) H Shareholders who intend to attend the H Shareholders' Class Meeting should return the reply slip for attending the H Shareholders' Class Meeting to the Company on or before Tuesday, September 27, 2016.

(f) H Shareholders may send the above reply slip to the Company in person, by post or by fax.

**2. Proxy**

(a) An H Shareholder eligible to attend and vote at the H Shareholders' Class Meeting 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 Company' share registrar of H Shares, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time designated for holding of the H Shareholders' Class Meeting.

(d) An H Shareholder or his/her/its proxy may exercise the right to vote by poll.

**3. Miscellaneous**

(a) The H Shareholders' Class Meeting is expected to take place immediately after the EGM and the Domestic Shareholders' Class Meeting. H Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel 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 person for the H Shareholders' Class Meeting is Mr. WANG Jian and his telephone number is (+86) 577 8877 1689.