**THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in any doubt** f f , ,

**If you have sold or transferred** **Wenzhou Kangning Hospital Co., Ltd.**, f f f , ff f f .

H K E C L T E f H K L f f f f f

康宁

# Wenzhou Kangning Hospital Co., Ltd.
# 溫州康寧醫院股份有限公司

*(a j i ck i ied iabi i c a i c a ed i he Pe e' Re b ic f Chi a)*

**(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

A f B 3 17 f

T AGM M , 28 F 1 , F CBD., , C 9 T , J 14, 2016 18 21 f

If AGM, T , M 24, 2016.

AGM, f f 24 f f AGM ( f). C f f f f AGM f .

April 29, 2016

# CONTENTS

# DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings.*

| | |
|---|---|
| AGM | f C f 2015 J 14, 2016 |
| AGM N | f AGM 18 21 f |
| A | f f C , , f f |
| B | f f C |
| C | K H C ., L ., f C, H f M B f H K E ( C : 2120) |
| D ( ) | ( ) f C |
| D ( ) | ( ) f C , f MB1.00 , f MB |
| D ( ) | ( ) f D ( ) |
| G M | B f D / H f 20% f f f D H , , f |
| H ( ) | f ( ) f C , f MB1.00 , M B f H K E |
| H ( ) | ( ) f H ( ) |
| HK$ | f f H K |

"H K " — H K A C

"H K L " — G L E H K L

"H K E " — E H K L

"L D " — A 22, 2016,

"M " — M A C

" B C" — ' B C (中國人民銀行)

" C", " C" " C " — ' C , H K , M

" D " — J 24, 2016

" MB" — C

" F " — F (C 571 H K ),

" ( )" — ( ) C

" ( )" — ( ) ( )

" ( )" — H K L

" ( )" — ( ) C

" C " — C '

"%"

康宁

**We h Ka g gH a C .,L d.**

**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)*

**(S c C de: 2120)**

*Executive Directors:*
G AN (管偉立) *(Chairman)*
ANG L (王蓮月)
ANG H (王紅月)

*Non-executive Directors:*
ANG (楊揚)
HE (何欣)

*Independent non-executive Directors:*
CH NG K (莊一強)
H ANG (黃智)
NG F L (黃福霖)

*To the Shareholders*

D M ,

**FINANCIAL REPORT FOR THE YEAR 2015 (INCLUDING THE AUDITED FINANCIAL STATEMENTS)**

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**GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND/OR H SHARES**

**REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR 2015**

## I. INTRODUCTION

AGM:

1. 2015 ( );

2. 2015;

3. 2016;

4. - C LL C C , , ff B 2016;

5. M G C K C - D ;

6. D C ;

7. B 2015;

8. C 2015;

9. A ;

10. B D / H ;

11. - D 2015.

## II. FINANCIAL REPORT FOR THE YEAR 2015 (INCLUDING THE AUDITED FINANCIAL STATEMENTS)

A ... AGM ... C ... ' f ... f ... 2015 ( ... f ... , ... f ... C ... ' ... f ... 2015 ... A ... 29, 2016).

## III. PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

### 1. Proposed final dividend distribution plan for the year 2015

M ... 24, 2016, ... B ... f ... f ... 2015 ( ... **Proposed Final Dividend** ). I ... A ... , ... f ... f ... C ... ' ... f ... f ... ( ) ... C A ... f ... B ... E ... ( ) ... I ... F ... F ... 2015, ... f ... C ... ' ... f ... C A ... f ... B ... E ... I ... F ... MB56.3 ... Af ... f ... C ... , ... f ... f ... C ... f ... 2015 ... MB18.3 ... B ... 73,040,000 ... , ... f ... C ... f D ... 31, 2015, ... F ... D ... f MB0.25 ( ... f ... ) ...

... F ... D ... MB. ... D ... MB ... H ... H ... K ... F ... D ... H ... K ... f ... f H ... K ... MB ... B C ... f ... f ... f ... F ... D ...

A ... AGM ... f ... f ... F ... D ... ' ... AGM.

**2. Closure of Register of Members for H Shares**

F D , J 14, 2016

C

D . I F D ,

H

C H K I L ( : 1712 1716,

17/F, H C , 183 E , C , H K ) 4:30 .

F , J 17, 2016. F

F D , H ,

J 19, 2016 F , J 24, 2016 ( ).

. 8 , –

:

( ) H K 12:00

12:00 F , J 17, 2016. I ,

5:00 .

;

( ) H K 12:00 4:00 . F ,

J 17, 2016. I ,

4:00 .

9:00 . 4:00

.

**3. Taxation**

I E I L f f C (中華人民共和國企業所得稅法) J 1, 2008, C f 10% f f H A H HK CC N L If H C f f H D.

If H H K M f 10% f C C f f f 10%. H f 10% C C f f f 10%. I f H f 10% C f C H K I L C f f f H f 10% 20% C C I H f 20% C, C, C f 20%.

**IV. PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016**

A … AGM … C … 2016. F … 2016, C … MB76.8 …, MB2.0 … MB288.5 …, …

**V. 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**

A … AGM … C … LL … C … C … C … B … 2016.

**VI. PROPOSED APPOINTMENT OF MR. GOT CHONG KEY CLEVIN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

**1. Proposed Resignation of Mr. WONG Raymond Fook Lam**

I M … 2016, M … NG … F … L … (**Mr. Wong**) … D … B …, … B … B … D … AGM … M … CAM D … L … G … C … M … C … B … C … M … 16, 2016 …

**2. Proposed Appointment of Mr. GOT Chong Key Clevin**

A B M 24, 2016, B M. G C K C (**Mr. Got**) - D f f B , f f B f B f f f f f B .

A A , f D AGM f ' f .

I M. G f MB70,000 ( f f D C AGM) f - D f M. G f - D , M. CH NG K M. H ANG , f f f - f C M. G - D AGM f f f f f B .

B f M. G A f

M. G D f C f C .

A f f M. G f C f F . M. G C C .

, f 13.51(2)( ) ( ) f H K L M. G f .

**VII. PROPOSED PLAN TO ADJUST THE REMUNERATION OF CERTAIN DIRECTORS AND CERTAIN SENIOR MANAGEMENT MEMBERS OF THE COMPANY**

A ... AGM ... C ... ' ... D ... C ... .

I ... ( ) ... ( ... ) ... D ..., M ... G AN ..., M ... ANG L ... M ... ANG H ... MB362,000, MB302,000 ... MB184,000, ..., ... MB458,000, MB386,000 ... MB244,000, ... ; ( ) ... ( ... ) ... C ... ' ..., M ... M ... HANG F ... MB212,000 ... MB231,000, ..., ... MB272,000 ... MB291,000, ... .

M ... G ..., ... MB70,000 ... - ... D ...

I ... C ..., C ... D ... C ... C ... ' ... . I ..., C ... C ... ' ..., M ... ANG ... M ... E M ... 14% ... 20% ... .

**VIII. REPORT OF THE BOARD FOR THE YEAR 2015**

A ... AGM ... B ... 2015, ... C ... ' ... 2015 ... A ... 29, 2016.

## IX. REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

A [illegible] AGM [illegible] C[illegible] [illegible] 2015, [illegible] C[illegible] [illegible] 2015 [illegible] A[illegible] 29, 2016.

## X. PROPOSED AMENDMENTS TO THE ARTICLES

### 1. Reasons for the Proposed Amendments to the Articles

[illegible] B[illegible] (i) A[illegible] 12 [illegible] (ii) A[illegible] 19 [illegible] 23 [illegible] C[illegible] [illegible] C[illegible] [illegible] N[illegible] 10, 2015). [illegible] A[illegible] [illegible] C[illegible] [illegible] C[illegible]. [illegible] AGM [illegible].

### 2. The Proposed Amendments to the Articles

[illegible] A[illegible] 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.*

[illegible]:

*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).*

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

T[illegible] A[illegible] 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:*

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

*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:*

| *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%* |

*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).*

*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%* |

T[illegible] A[illegible] 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.*

*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, the registered capital of the Company is RMB73,040,000.*

## XI. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DOMESTIC SHARES AND/OR H SHARES

AGM:

( )

( )

( )

( )

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

( ) f f C ;

( ) f C A ;

( ) f - ;

( ) f f 12 f - AGM.

A f B G M f H K L , A f C.

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

A AGM f - D f 2015, f :

( ) f - D f C , B B 2015;

( ) C - D ;

( ) - D , , , f f ff , f , f - C , f .

## XIII. RECOMMENDATION

T D ( - D ) f ( ) f f 2015 ( f ); ( ) f f 2015; ( ) f f 2016; ( ) - f f C f 2016 B f f 2016; ( ) f M G - D ; ( ) f D f C ; ( ) f B f 2015; ( ) f C f 2015; ( ) A ; ( ) f G M B ; ( ) f - D f 2015 f C . A , D f f AGM AGM N , .

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

, C
A 29, 2016

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**)

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

**NOTICE IS HEREBY GIVEN** ( **AGM**) 2015 K H C., L. ( **Company**) M , 28 F 1 , F CBD., , C 9 , J 14, 2016 . I , C A 29, 2016 ( **Circular**).

### RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE AGM

**By way of ordinary resolutions:**

(1) 2015 ( );

(2) 2015;

(3) 2016;

(4) C LL C C , C B 2016;

(5) M G C K C D ;

(6) [illegible] C [illegible];

(7) [illegible] B [illegible] 2015;

(8) [illegible] C [illegible] 2015;

(9) [illegible] D [illegible] 2015.

**By way of special resolutions:**

(10) [illegible] A [illegible] A [illegible] A [illegible] L [illegible] B [illegible] C [illegible]);

(11) [illegible] B [illegible] D [illegible] H [illegible] I. [illegible] G [illegible] G [illegible] M [illegible] B [illegible] I [illegible] D [illegible] H [illegible] L [illegible] B [illegible] C [illegible]).

D [illegible] AGM [illegible] C [illegible] H [illegible] K [illegible] E [illegible] C [illegible] L [illegible] ([illegible]) [illegible] C [illegible] ([illegible]).

B [illegible] B
**Wenzhou Kangning Hospital Co., Ltd.**
**GUAN Weili**
*Chairman*

[illegible] C
A [illegible] 29, 2016

*As of the date of this notice, the executive Directors are Mr. GUAN Weili, Ms. WANG Lianyue and Ms. WANG Hongyue; the non-executive Directors are Mr. YANG Yang and Ms. HE Xin; and the independent non-executive Directors are Mr. CHONG Yat Keung, Mr. HUANG Zhi and Mr. WONG Raymond Fook Lam.*

*Notes:*

## ATTENDEES OF THE AGM

**1. Eligibility and Registration Procedures for Attending the AGM**

( ) [illegible] M [illegible]. F [illegible] AGM, [illegible] C [illegible], M 15, 2016 [illegible], J 14, 2016 ([illegible]).

( ) D [illegible] H [illegible] C [illegible] F, M 13, 2016 [illegible] AGM.

( ) H [illegible] AGM [illegible] C [illegible] H K I [illegible] L [illegible] 4:30 [illegible] F, M 13, 2016 [illegible].

( ) A [illegible]. If [illegible] AGM [illegible].

( ) D [illegible] H [illegible] AGM [illegible] AGM [illegible] C [illegible], M 24, 2016.

(f) [illegible] C [illegible].

**2. Proxy**

( ) A [illegible] AGM [illegible]. A [illegible].

( ) A [illegible]. If [illegible] ( ) [illegible].

( ) [illegible] ( ) [illegible] C [illegible] D [illegible] C [illegible] H K I [illegible] L [illegible] 17M F [illegible] H [illegible] C [illegible], 183 [illegible] E [illegible] C [illegible], H K [illegible] H [illegible] 24 [illegible] AGM.

( ) A [illegible].

**3. Closure of Register of Members for H Shares regarding the Proposed Final Dividend**

F f F D , H f C f , J 19, 2016 F , J 24, 2016 ( ). I f f F D , H f f C ' f H f 4:30 . F , J 17, 2016.

**4. Miscellaneous**

( ) AGM f AGM .

( ) f C ' f H , C H I L , 1712 1716, 17 F , H C , 183 E , C , H K .

( ) f f f C f :

N . 1 , H D , , , C

C : 325000

N .: (+86) 577 8877 1689

F N .: (+86) 577 8878 9117

( ) f AGM M ANG J (+86) 577 8877 1689.

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

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