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溫州康




Upon the appointment of the above candidates for Directors at the AGM, a service contract will be entered into between each of the candidates for Directors and the Company. During their term of office, Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian will not receive remuneration in their capacity as executive Directors after being elected, but will receive remuneration based on their specific management positions in the Company and the remuneration they receive will be in accordance with the relevant remuneration system of the Company, which mainly includes basic salary, social insurance and annuity, welfare benefits, etc.; Mr. QIN Hao and Mr. LI Changhao will not receive any remuneration from the Company in their capacity as non-executive Directors after being elected; the Director's fee of Ms. ZHONG Wentang, Ms. JIN Ling and Mr. CHAN Sai Keung after being elected shall be determined based on the recommendation 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 the PRC companies with the scale and nature of business similar to those of the Company. For details, please refer to the annual report to be published by the Company in due course.

The biographies of the candidates for Directors of the fourth session of the Board are set out in Appendix I to this announcement.

Save as disclosed in Appendix I, the above candidates for Directors neither held any other directorships in the past three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas, nor held any other major appointments and professional qualifications, nor held any position in the Company or its subsidiaries and they have no relationship with any other Directors, supervisors, senior management, substantial Shareholders or controlling Shareholders of the Company. At the date of this announcement, save as disclosed in Appendix I, the above candidates for Directors have no interest in any 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 above candidates for Directors have not been subject to any penalties imposed by the China Securities Regulatory Commission or other relevant securities regulatory authorities or any stock exchanges.

Besides, save as disclosed in Appendix I, none of the above candidates for Directors has any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and they are not/were not involved in any of the matters required to be disclosed pursuant to the aforesaid requirements. Save as stated in Appendix I, there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. LIU Ning, the existing independent non-executive Director, will retire upon the expiration of his term of office as Director, with effect from the date on which the Directors of the fourth session of the Board officially assume their duties. Until then, Mr. LIU Ning will continue to perform his duties as a Director. Mr. LIU Ning has confirmed that he has no disagreement with the Company or the Board and there are no other matters relating to his retirement that need to be brought to the attention of the Shareholders of the Company and the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. LIU Ning for his valuable contribution to the Company during his tenure of office.

PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE SUPERVISORS AND INDEPENDENT SUPERVISOR OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE

The term of the third session of the supervisory committee (the “**Supervisory Committee**”) of the Company is due to expire. In order to ensure the prompt election and smooth implementation of the work, the Supervisory Committee agreed to nominate three candidates for supervisors (the “**Supervisors**”) to the Supervisory Committee, including two Shareholder representative supervisors and one independent supervisor. Pursuant to the Articles, the employee representative supervisors shall account for not less than one-third of the supervisors in the Supervisory Committee, and shall be elected and dismissed at the employees’ representative meeting by the employees of the Company or through other democratic procedures. The Company will convene an employees’ representative meeting to elect employee representative supervisor(s) and will duly publish an announcement for this meeting.

The following is the list of candidates for the Shareholder representative supervisors and independent supervisor of the fourth session of the Supervisory Committee, which has been considered and approved by the Supervisory Committee:

(1) candidates for Shareholder representative supervisors: Mr. XU Yongjiu and Ms. ZHANG

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Save as disclosed in Appendix II, the above candidates for supervisors have not held any other directorships over the past three years in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas and did not held any other major appointments and professional qualifications, nor held any position in the Company or its subsidiaries, nor do they have any relationship with any other Directors, supervisors, senior management, substantial or controlling Shareholders of the Company. As of the date of this announcement, save as disclosed in Appendix II, they have no interest in any 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 above candidates for supervisors have not been subject to any penalties imposed by the China Securities Regulatory Commission or other relevant securities regulatory authorities or any stock exchanges.

Besides, save as disclosed in Appendix II, none of the above candidates for supervisors has any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and they are not/were not involved in any of the matters required to be disclosed pursuant to the aforesaid requirements. Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders.

The Company will convene the AGM to approve the appointment of Directors and Supervisors. A circular and notice containing, among others, details of the Directors and Supervisors proposed to be appointed is expected to be dispatched to the Shareholders as soon as reasonably practicable.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on April 1, 2022. Trading in the shares of the Company will remain suspended until further notice.

Shareholders and potential investors of the Company are reminded to rationally deal with any information not officially released by the Company, and Shareholders and potential investors of the Company should exercise caution when dealing in the shares of the Company.

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

Zhejiang, the PRC
May 4, 2023

As of the date of this announcement, the Company's executive Directors are Mr. GUAN Weili and Ms. WANG Lianyue; the non-executive Directors are Mr. QIN Hao and Mr. LI Changhao; and the independent non-executive Directors are Ms. ZHONG Wentang and Mr. LIU Ning.

APPENDIX I – BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Candidates for executive Directors

Mr. GUAN Weili (管偉立), aged 53, is the chairman of the Board and an executive Director. He is primarily responsible for the overall business operation and strategic planning of the Company. He founded the Company in February 1996 and became an executive Director since then. Mr. Guan was appointed as the chairman of the Board and an executive Director in September 2014 after the Company was converted into a joint stock limited liability company. Prior to joining the Company, Mr. Guan served as a clinician at Wenzhou Mental Hospital (溫州市精神病院), a local hospital in Wenzhou, from August 1987 to December 1993, where he was primarily responsible for the medical treatment of psychiatric patients.

Mr. Guan graduated from Wenzhou Medical University (溫州醫科大學) (previously known as Wenzhou Medical College (溫州醫學院)) in Wenzhou in August 1987, majoring in medical assistance. Mr. Guan obtained his senior business operator certificate from Wenzhou Municipal Bureau of Personnel (溫州市人事局) in December 2007. Mr. Guan is the spouse of Ms. WANG Lianyue and the brother-in-law of Mr. XU Yi (vice general manager of the Company).

As at the date of this announcement, Mr. Guan was deemed to have an interest in 22,044,750 domestic shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), of which 18,350,250 domestic shares were beneficially owned and 3,694,500 domestic shares were in the interest of the spouse.

Ms. WANG Lianyue (王蓮月), aged 54, is our executive Director and general manager. She is primarily responsible for the overall hospital operation and business development of the Company. She joined the Company in January 1998 and has served as our general manager since September 7, 2011 and our executive Director since April 2013. Ms. Wang was appointed as our executive Director again in September 2014 after the Company was converted into a joint stock limited liability Company. Prior to joining the Company, from August 1988 to December 1997, she was a nurse at Wenzhou Mental Hospital (溫州市精神病院), where she was primarily responsible for general patient care.

Ms. Wang received two associate degrees from Wenzhou Medical University (溫州醫科大學) (previously known as Wenzhou Medical College (溫州醫學院)) in Wenzhou in June 2004 and the Party School of Wenzhou Municipal Committee of the Communist Party of China (中共溫州市委黨校) in Wenzhou in June 2002, where she majored in nursing and economic administration respectively. She graduated from Online Education College of Xi'an Jiaotong University (西安交通大學網絡教育學院), through long-distance education, with a bachelor's degree in law in July 2007. She also completed part-time hospital management courses at the China Europe International Business School (中歐國際工商學院) in Shanghai in September 2006. She was accredited as secondary psychological consultant (二級心理諮詢師) by the Ministry of Human Resources and Social Security of China (人力資源和社會保障部) in December 2004. Ms. Wang is the spouse of Mr. GUAN Weili and the sister-in-law of Mr. XU Yi (vice general manager of the Company).

As at the date of this announcement, Ms. Wang was deemed to have an interest in 22,044,750 domestic shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), of which 3,694,500 domestic shares were beneficially owned and 18,350,250 domestic shares were in the interest of the spouse.

Mr. WANG Jian (王健), aged 38, is currently the vice general manager and the secretary to the Board of the Company. He is primarily responsible for overseeing public affairs and investment relationship, corporate financing and listing-related matters. Mr. Wang joined the Company in July 2014 and has served as the secretary to the Board of the Company since then. Mr. Wang was appointed as the secretary to the Board of the Company again in September 2014 after the Company was converted into a joint stock limited liability company. Mr. Wang was appointed as the vice general manager of the Company in June 2017. Prior to joining the Company, from June 2009 to July 2014, he served as a staff member (科員) and a senior staff member (副主任科員) in the Xiamen Regulatory Bureau of China Securities Regulatory Commission (中國證券監督管理委員會廈門監管局) where he was primarily responsible for monitoring the corporate governance and information disclosure of listed companies in the Xiamen area. From February 2008 to March

Mr. LI Changhao (李昌浩), aged 33, joined the Group in October 2021. From January 2022 to present, he has served as Director of the investment team of SDIC Chuangyi Industry Fund Management Co., Ltd. (國投創益產業基金管理有限公司), mainly responsible for the investment in private equity projects. From May 2014 to December 2021, Mr. Li served as an investment manager and vice president of SDIC Chuangyi Industry Fund Management Co., Ltd. He has served as a supervisor of Yunnan Aluminum Co., Ltd. (雲南鋁業股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 00807.SZ) and engaging in bauxite mining, alumina production, aluminium smelting, aluminium processing and production of carbon used in aluminium, since January 2021.

Mr. Li graduated from Beijing University of Posts and Telecommunications (北京郵電大學) with a bachelor's degree in e-commerce and law in September 2012. He graduated from Queen Mary University of London (倫敦大學瑪麗女王學院) with a master's degree in marketing in December 2013. Mr. Li was accredited as a chartered financial analyst (CFA) by the Chartered Financial Analyst Institute (國際註冊金融分析師協會) in August 2017, a certified financial risk manager (FRM) by the Global Association Risk Professionals (全球風險管理專業人士協會) in August 2018, and an intermediate analyst by the Ministry of Human Resources and Social Security of the People's Republic of China (中華人民共和國人力資源和社會保障部) in December 2017.

Candidates for independent non-executive Directors

Ms. ZHONG Wentang (鍾文堂), aged 33, joined the Group in June 2020. Ms. Zhong has been a partner of Shanghai Infaith Consulting Co., Ltd. (上海信公企業管理諮詢有限公司, a company engaging in providing consultation services for listed companies) since February 2019, and is mainly responsible for the sustainable development business, and in charge of marketing and sales. From February 2016 to February 2019, she served as a senior consultation manager and consultation business director successively in Shanghai Infaith Consulting Co., Ltd., where she was mainly responsible for compliance consultation business. From October 2012 to February 2016, she served as an auditor and senior auditor successively in PricewaterhouseCoopers Zhong Tian CPAs Limited Company, where she was mainly responsible for finance and audit for internal control.

Ms. Zhong graduated from Fudan University in Shanghai with a bachelor's degree in sociology in June 2012. She obtained her degree in Master of Business Administration from Fudan University in June 2022.

Ms. JIN Ling (金玲), aged 64. Ms. Jin served as the Chief Accountant of People's Hospital of Zhejiang Province (浙江省人民醫院) from May 2000 to December 2008; the Chief Accountant of the Affiliated Children's Hospital of Zhejiang University School of Medicine (浙江大學醫學院附屬兒童醫院) from January 2009 to June 2013; the Chief Accountant of the Second Affiliated Hospital of Zhejiang University School of Medicine (浙江大學醫學院附屬第二醫院) from July 2013 to December 2018; and the Chief Financial Officer of Shulan (Hangzhou) Hospital (樹蘭(杭州)醫院) from January 2019 to May 2022. Ms. Jin was once engaged concurrently as a lecturer at the Beijing National Accounting Institute (北京國家會計學院) and Zhejiang University School of Management (浙江大學管理學院).

Ms. Jin graduated from Hangzhou Institute of Electronic Industry (杭州電子工業學院) with an adult undergraduate degree in July 1996; she 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 the Human Resources and Social Security Department of Zhejiang Province (浙江省人力資源和社會保障廳).

Mr. CHAN Sai Keung (陳世強), aged 67, a partner of Liau, Ho & Chan (廖何陳律師行), a Hong Kong law firm, since April 1986, is mainly responsible for cross-border & international business, real estate and notarial issues in China. Mr. Chan has been the Founding Vice President of the Hong Kong Professionals and Senior Executives Association (香港專業及資深行政人員協會) since September 2006. From October 2006 to October 2011, he was a member of the Chief Executive Election Committee of Hong Kong (香港特首選舉委員會). He was a member of the Chinese People's Political Consultative Conference of Shenzhen, China from 2006 to 2010. He has been a consultant lawyer of OR & PARTNERS Solicitors (柯廣輝律師行) since January 2011, and a member of the Board of Trustees of Oral Roberts University, United States since November 2016.

Mr. Chan graduated from the University of Southampton, United Kingdom with a bachelor's degree in law in August 1978. He received an honorary doctorate degree in humanities from Olivet Nazarene University, United States in May 2010.

The above candidates for independent non-executive Directors have confirmed that they have all the elements of independence set out in Rule 3.13 of the Listing Rules. The Company considers the above candidates for independent non-executive Directors to be independent in accordance with the guidelines on independence as set out in the Listing Rules. The nomination committee of the Board has assessed and reviewed the independence of each of the candidates for independent non-executive Directors and believed that they have satisfied the requirements for independence.

The above candidates for independent non-executive Directors possess professional knowledge in financial management, auditing, internal control & risk management, and laws as well as other the requisite work experience to perform the function of an independent non-executive Director. They possess fundamental knowledge of the operation of listed companies and are acquainted with relevant laws, administrative regulations, rules, and other regulatory documents. The nomination committee of the Board is of the view that the above candidates for independent non-executive Directors will properly discharge their duties and responsibilities as independent non-executive Directors and will, through their extensive experience and knowledge, offer objective, independent and sufficient opinions and analysis in respect of compliance, market operation, internal control, auditing and corporate governance, facilitate the scientific and objective decision-making of the Board in terms of corporate governance structure and the protection of the rights and interests of public Shareholders, provide opinions and suggestions on scientific decision-making and risk prevention, and propel the continuous improvement in corporate governance of the Company while promoting diversity of the Board structure, including gender, culture, professional skills and qualifications, etc.

As at the date of this announcement, the positions held by the candidates for the fourth session of the Board in the members of the Group are as follows:

Candidates for Directors	Members of the Group	Positions Held at Members of the Group	Term of Office
GUAN Weili	Qingtian Kangning Hospital Co., Ltd.	Executive Director	April 2011 to present
	Cangnan Kangning Hospital Co., Ltd.	Executive Director	June 2012 to present
	Yongjia Kangning Hospital Co., Ltd.	Executive Director	December 2012 to present
	Yueqing Kangning Hospital Co., Ltd.	Executive Director	September 2013 to present
	Beijing Yining Hospital Co., Ltd.	Chairman	August 2015 to present
	Wenzhou Yining Geriatric Hospital Co., Ltd.	Executive Director	November 2015 to present
	Pingyang Kangning Hospital Co., Ltd.	Executive Director	November 2015 to present
	Shenzhen Yining Medical Investment Co., Ltd.	Executive Director, General manager	September 2015 to present
	Wenzhou Lucheng Yining Hospital Co., Ltd.	Chairman, General manager	April 2020 to present
	Yiwu Kangning Hospital Management Co., Ltd.	Executive Director, Manager	January 2017 to present
WANG Lianyue	Qingtian Kangning Hospital Co., Ltd.	Manager	December 2018 to present
	Beijing Yining Hospital Co., Ltd.	Director	May 2019 to present
	Hangzhou Yining Nursery Service Co., Ltd.	Executive Director, General manager	December 2020 to present
	Zhejiang Fengsheng Nutrition Technology Co., Ltd.	Director	February 2022 to present
	Zhejiang Yining Health Technology Co., Ltd.	Executive Director	September 2022 to present
	Zhejiang Dening Pharmaceutical Co., Ltd.	Chairman	September 2022 to present
	Chun'an Kangning Huangfeng Hospital Co., Ltd.	Director	November 2022 to present

Candidates for Directors	Members of the Group	Positions Held at Members of the Group	Term of Office
WANG Jian	Quzhou Yining Hospital Co., Ltd.	Director	November 2015 to present
	Wenling Nanfang Psychiatric Specialty Hospital Co., Ltd.	Chairman, Manager	January 2019 to present
	Huainan Kangning Hospital Co., Ltd.	Director	June 2019 to present
	Heze Yining Psychiatric Hospital Co., Ltd.	Director	March 2020 to present
	Wenzhou Lucheng Yining Hospital Co., Ltd.	Director	April 2020 to present
	Zhejiang Yining Health Technology Co., Ltd.	Manager	March 2020 to present
	Yining Psychology Internet Hospital (Wenzhou) Co., Ltd.	Executive Director, General manager	March 2020 to present
	Hangzhou Yining Medical Equipment R&D Co., Ltd.	Executive Director, General manager	April 2021 to present
	Zhejiang Fengsheng Nutrition Technology Co., Ltd.	Chairman	February 2022 to present
	Jingyun Shuning Hospital Co., Ltd.	Chairman	October 2022 to present
	Beijing Yining Hospital Co., Ltd.	Director and Manager	February 2023 to present
	Longquan Kangning Hospital Co., Ltd.	Executive Director, General manager	February 2023 to present

APPENDIX II – BIOGRAPHICAL DETAILS OF THE PROPOSED SUPERVISORS

Candidates for Shareholder representative supervisors

Mr. XU Yongjiu (徐永久), aged 45, a supervisor of the Company. He joined the Group in October 2021 and is primarily responsible for supervising our daily operations and management. Mr. Xu has been President of Shanghai Jinpu Jianfu Equity Investment Management Co., Ltd. (上海金浦健服股權投資管理有限公司) and Chairman of its Fund Investment Committee since April 2023 and fully responsible for the operation and management of the Company. He has been the representative appointed by the managing partners of Wenzhou Jinning Equity Investment Partnership (Limited Partnership) since June 2021, a director of Chengdu Yining Hospital Co., Ltd. since January 19, 2018, and a supervisor of Shanghai Yincheng Investment Co., Ltd. since February 2016. From July 2004 to December 2007, he served as the senior investment manager of the Development Research Headquarters of Shanghai International Group. From December 2007 to March 2009, he worked at the Investment Banking Headquarters in Asia Pacific of Citigroup. From March 2009 to September 2011, he served as an executive director of Shanghai International Group and the Securities Investment Headquarters of Shanghai Trust. From October 2011 to October 2015, Mr. Xu served as an executive director of GP Capital Co., Ltd. (金浦產業投資基金管理有限公司). From April 2016 to March 2023, he served as a director, member of the investment committee and senior partner of Shanghai Jinpu Jianfu Equity Investment Management Co., Ltd. and was mainly responsible for financial and medical investment.

Mr. Xu graduated from Southwestern University of Finance and Economics with a bachelor's degree in economics in July 2000. He graduated from Fudan University with a master's degree in finance in June 2004. Mr. Xu has been studying in the School of Life Sciences of Fudan University for a master's degree in biotechnology engineering since January 2015. He graduated from China Europe International Business School (CEIBS) with an EMBA (Executive Master of Business Administration) in November 2022.

As at the date of this announcement, Mr. Xu is deemed to have controlled corporate interests in 4,540,000 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).

Ms. ZHANG Yue (張玥), aged 28, an investment manager of Shanghai Yuhong Capital Co., Ltd., a private equity firm focusing on impact investments, since October 2021 and is primarily responsible for investing in/managing mental health programs for the youth and elderly.

Ms. Zhang graduated from Jiangnan University in June 2017 with a bachelor's degree in economics, and graduated from the University of Sydney, Australia with a master of business degree in June 2020.

Candidates for independent supervisor

Mr. QIAN Chengliang (錢成良), aged 72, an independent supervisor of the Company. He is primarily responsible for monitoring our compliance with laws and regulations. Mr. Qian joined the Company in June 2017 and has served as our independent Supervisor since then. Prior to joining the Company, from May 2007 to May 2012, he served as a deputy officer at the Standing Committee of Wenzhou Municipal People's Congress (溫州市人大常委會). From February 2003 to April 2007, he served as a vice mayor of Wenzhou. From Tj0.1r 1996 to January 2003, he served as a member of Standing Committee and officer of the organization division in Lishui (麗水市委常委). From November 1995 to September 1996, he served as an executive deputy officer of the organization division of the municipal committee of the Communist Party in Wenzhou.