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If you have sold or transferred all your shares in **Wenzhou Kangning Hospital Co., Ltd.**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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溫州康寧醫院股份有限公司
Wenzhou Kangning Hospital

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company for the year 2019 to be convened and held on June 18, 2020
“AGM Notice”	the notice for convening the AGM as set out on pages 14 to 16 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of directors of the Company
“Company”	Wenzhou Kangning Hospital Co., Ltd., a joint stock limited liability company established under the laws of the PRC, the H Shares of which are listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 2120)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	ordinary Share(s) of the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and currently not listed or traded on any stock exchange
“Domestic Shareholder(s)”	the holder(s) of Domestic Share(s)
“General Mandate to Issue Domestic Shares”	a general mandate to be granted to the Board for issuing Domestic Shares representing up to the limit of 7% of the aggregate number of Domestic Shares in issue on the date of passing the relevant resolution by the Shareholders
“H Share(s)”	overseas listed foreign invested ordinary Share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Main Board of the Hong Kong Stock Exchange
“H Shareholder(s)”	the holder(s) of H Share(s)
“HK\$” or “Hong Kong dollars”	the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	May 14, 2020, being the latest practicable date for ascertaining certain information contained herein before the printing of this circular
“PBOC”	People’s Bank of China (中國人民銀行)
“PRC”, “the People’s Republic of China” or “China”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“RMB”	the lawful currency of the PRC
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the Company’s supervisory committee
“%”	percentage ratio

Certain amounts or percentage figures included in this circular have been subject to rounding adjustments. Accordingly, figures shown as totals in certain table(s) may not be an arithmetic aggregation of the figures preceding them.



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

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

Executive Directors:

GUAN Weili (管偉立) (Chairman)

WANG Lianyue (王蓮月)

WANG Hongyue (王紅月)

Non-executive Directors:

YANG Yang (楊 揚)

LIN Lijun (林利軍)

Independent non-executive Directors:

CHONG Yat Keung (莊一強)

HUANG Zhi (黃 智)

GOT Chong Key Clevin (葛創基)

To the Shareholders

Dear Sir or Madam,

**FINANCIAL REPORT FOR THE YEAR 2019
(INCLUDING THE AUDITED FINANCIAL STATEMENTS)
PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019
PROPOSED FINANCIAL BUDGET FOR THE YEAR 2020
PROPOSED APPOINTMENT OF THE INDEPENDENT AUDITOR
OF THE COMPANY FOR THE YEAR 2020
REPORT OF THE BOARD FOR THE YEAR 2019
REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019
REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
ON THEIR PERFORMANCE FOR THE YEAR 2019
PROPOSED ELECTION OF DIRECTORS OF THE
THIRD SESSION OF THE BOARD
PROPOSED ELECTION OF SHAREHOLDER REPRESENTATIVE
SUPERVISOR AND INDEPENDENT SUPERVISORS OF THE
THIRD SESSION OF THE SUPERVISORY COMMITTEE
GENERAL MANDATE TO ISSUE DOMESTIC SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2019**

2. To consider and approve the proposed profit distribution plan of the Company for the year 2019;
3. To consider and approve the proposed financial budget of the Company for the year 2020;
4. To consider and approve the appointment of the independent auditor of the Company for the year 2020;
5. To consider and approve the report of the Board of the Company for the year 2019;
6. To consider and approve the report of the Supervisory Committee of the Company for the year 2019;
7. To consider and approve the report of the independent non-executive Directors of the Company on their performance for the year 2019;
8. To consider and approve the proposed election of Mr. GUAN Weili as the executive Director of the third session of the Board of the Company;
9. To consider and approve the proposed election of Ms. WANG Lianyue as the executive Director of the third session of the Board of the Company;
10. To consider and approve the election of the independent non-executive Directors of the Board of the Company;

LETTER FROM THE BOARD

16. To consider and approve the proposed election of Ms. HUANG Jing'ou as the shareholder representative supervisor of the third session of the Supervisory Committee of the Company;
17. To consider and approve the proposed election of Mr. QIAN Chengliang as the independent supervisor of the third session of the Supervisory Committee of the Company;
18. To consider and approve the proposed election of Mr. CHEN Jian as the independent supervisor of the third session of the Supervisory Committee of the Company; and
19. To consider and approve the proposed grant of a general mandate to the Board to issue Domestic Shares of the Company.

Items 1 to 19 above shall be submitted to the AGM for Shareholders' consideration. Items 1 to 18 are to be approved as ordinary resolutions by the Shareholders at the AGM, item 19 is to be approved as special resolution by the Shareholders at the AGM.

II. FINANCIAL REPORT FOR THE YEAR 2019 (INCLUDING THE AUDITED FINANCIAL STATEMENTS)

An ordinary resolution will be proposed at the AGM to consider and approve the Company's financial report for the year 2019 (including the audited financial statements, the full text of which is set out in the Company's annual report for the year 2019 published on April 27, 2020).

III. PROPOSED PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019

The Company has formulated the Company's profit distribution plan for 2019 in accordance with the prevailing operating conditions, market environment and future sustainable development objective, taking into account the interests of the shareholders, and in accordance with the Articles and relevant laws and regulations as follows:

1. Profit Distribution Plan for the Year 2019

As audited by PricewaterhouseCoopers Zhong Tian LLP, the Company's parent company achieved a net profit of RMB32,126,042 in 2019. According to the Articles, 10% of the net profit of RMB3,212,604 for the year is appropriated to the statutory surplus reserve, plus the undistributed profit of RMB182,913,093 at the beginning of the year, and the actual distributable profit for shareholders of the year is RMB211,826,531.

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In accordance with the relevant provisions of the Hong Kong Listing Rules, the Company Law of the People's Republic of China and the Articles, in light of the actual situation of the Company, the Company's profit distribution plan for 2019 is: No cash dividends, no bonus shares, no conversion of capital reserve into share capital, and retained undistributed profit after dividend payment shall be carried forward to the next year.

2. Reasons for Not Making Profit Distribution

Pursuant to the general mandate to repurchase some of the H Shares proposed to be granted to the Board which was considered and approved at the first extraordinary general meeting and class meetings of 2020, the Company intends to exercise its own funds to repurchase some of the H Shares (the "**Share Repurchase**") within the limit of RMB100 million (inclusive). As such, in view of the significant cash expenditure incurred by the Company in relation to the share repurchase in 2019 and in order to satisfy the Company's normal operation needs and to improve the financial soundness of the Company, and to better cater for the long-term interests of the Company's shareholders, considering the long-term development and short-term operation needs, the Company has decided not to make any profit distribution for the year in accordance with the relevant requirements of laws, regulations and the Articles.

3. The Purpose and Plan of the Company's Undistributed Profits

The retained profits of the Company will be mainly used for the implementation of the H share repurchase scheme and support the development of the principal business to meet the daily operating needs of the Company, with a view to reducing finance costs and ensuring the normal operation and steady development of the Company, which provided important protection for the smooth implementation of the long-term development strategy and the sustainable development of the Company.

In future, the Company will, as in the past, attach great importance to the return of investors in the form of cash dividends. In strict accordance with relevant laws, regulations and the Articles, considering various factors in relation to profit distribution, the Company will strictly implement the relevant profit distribution policies and share the results of its development, for the benefit of the development of the Company and with consideration of the return of investors.

An ordinary resolution will be proposed at the AGM to consider and approve the profit distribution plan.

IV. PROPOSED FINANCIAL BUDGET FOR THE YEAR 2020

An ordinary resolution will be proposed at the AGM to consider and approve the Company's proposed financial budget for the year 2020. For the year 2020, the Company targets to limit the administrative expenses, the selling and marketing expenses and the capital expenditure to RMB135.0 million, RMB8.6 million and RMB170.6 million, respectively.

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V. PROPOSED APPOINTMENT OF THE INDEPENDENT AUDITOR OF THE COMPANY FOR THE YEAR 2020

PricewaterhouseCoopers Zhong Tian LLP is the legal auditor and international auditor of the Company for the year 2019. In order to disclose the same information to domestic and overseas investors, and to lower the compliance costs as required to meet the regulatory requirements of different departments, as approved by the audit committee of the Board, an ordinary resolution will be proposed at the AGM to consider and approve the proposed appointment of PricewaterhouseCoopers Zhong Tian LLP as the auditor for the 2020 annual auditing of H shares of the Company and the 2020 legal auditing of the Company, to audit the annual financial statements for 2020 to be prepared by the Company under PRC Accounting Standards for Business Enterprises, and to perform other duties as required under the Hong Kong Listing Rules from the date of the AGM to the conclusion of the annual general meeting for the year 2020 in accordance with the PRC Company Law, the Hong Kong Listing Rules and other relevant provisions of laws, regulations and the Articles. At the same time, it is proposed that at the AGM authorize the Board (or its authorized persons) to determine the remuneration of the auditors and sign relevant contracts based on the market situation.

VI. REPORT OF THE BOARD FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Board for the year 2019, the full text of which is set out in the Company's annual report for the year 2019 published on April 27, 2020.

VII. REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2019

An ordinary resolution will be proposed at the AGM to consider and approve the report of the Supervisory Committee for the year 2019, the full text of which is set out in the Company's annual report for the year 2019 published on April 27, 2020.

VIII. REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS ON THEIR PERFORMANCE FOR THE YEAR 2019

In accordance with the relevant provisions of laws and regulations, such as the Company Law of the People's Republic of China, as well as other normative documents and the Articles, and the Working Policies of Independent Directors of the Wenzhou Kangning Hospital Co., Ltd. (《温州康宁医院有限公司独立董事工作制度》), the independent non-executive Directors of the Company shall submit an annual work report to the annual general meeting of the Company to explain the performance of their duties. An ordinary resolution will be proposed at the AGM to consider and approve the work report of the independent non-executive Directors for the year 2019, which mainly includes the following matters:

- (a) The situation each of our independent non-executive Directors attending the meetings of the general meetings, the Board and the specialized committees under the Board in 2019;

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- (b) How the Company cooperate with the independent non-executive Directors in carrying out their work; and
- (c) The work and opinions of the independent non-executive Directors in relation to connected transactions, use of proceeds from the IPO, declaration of dividends, compliance with the non-competition agreement by our controlling shareholders, disclosure of inside information and internal control, etc.

IX. PROPOSED ELECTION OF DIRECTORS OF THE THIRD SESSION OF THE BOARD

The term of the second session of the Board will expire, and the Board considered and approved the following candidates for the third session of the Board:

- (1) candidates for executive directors: Mr. GUAN Weili, Ms. WANG Lianyue and Ms. WANG Hongyue;
- (2) candidates for non-executive directors: Mr. YANG Yang and Mr. LIN Lijun; and
- (3) candidates for independent non-executive directors: Mr. ZHAO Xudong, Ms. ZHONG Wentang and Mr. LIU Ning.

The above candidates of directors meet the qualification requirements as stipulated in relevant PRC laws, regulations and the Articles, and the Board agrees to propose ordinary resolutions in respect of the above list of candidates at the AGM for consideration. The AGM will elect three executive directors, two non-executive directors and three independent non-executive directors. The eight directors will compose the third session of the Board.

Each of the above mentioned candidates for independent non-executive Directors has confirmed their independence to the Company in accordance with Rule 3.13 of the Hong Kong Listing Rules. The nomination committee of the Company (the “**Nomination Committee**”) has assessed and reviewed the independence of each of the candidates for independent non-executive Directors and believes that each of the candidates for independent non-executive Directors has satisfied the independence requirements.

The Nomination Committee believes that each of the above-mentioned candidates for independent non-executive Directors has the basic knowledge of the operation of a listed company, is familiar with relevant laws, administrative regulations, rules and other regulatory documents, and has the legal, economic, financial, management or other work experience as necessary to discharge their duties as independent non-executive Directors, will properly discharge their duties and responsibilities as independent non-executive Directors and make positive contribution to the development of the Company. Each of the above mentioned candidates for independent non-executive Directors will also promote diversity of the Board in a number of aspects, including age, gender, cultural and educational background, professional experience, expertise and knowledge.

The term of office of the third session of the Board is three years. According to the requirements of relevant PRC laws, regulations and Articles, the candidates for directors of the third session of the Board are subject to the approval of the Shareholders at the AGM. The term of office of candidates for such executive directors, non-executive directors and independent non-executive directors will take effect from the date of approval of the AGM until the expiration of the term of office of the third session of the Board.

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employees' representative meeting by the employees of the Company through 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 Supervisor and independent Supervisors of the third session of the Supervisors Committee, which has been considered and approved by the Supervisory Committee:

- (1) candidate for Shareholder representative Supervisor: Ms. HUANG Jing'ou; and
- (2) candidates for independent Supervisors: Mr. QIAN Chengliang and Mr. CHEN Jian.

The above Supervisor candidates meet the qualification requirements to serve as Supervisors as stipulated in relevant PRC laws, regulations and the Articles, and the Supervisory Committee agreed to propose ordinary resolutions in respect of the above list of candidates for consideration at the AGM.

The Supervisors of the third session of the Supervisors Committee will serve for a term of three years, and the term of office of Shareholder representative Supervisor and independent Supervisors will take effect from the date of approval by the AGM. The Shareholder representative Supervisors and independent Supervisors will not receive any remuneration or allowance from the Company.

The biographical details of the candidates of the Shareholder representative Supervisor and independent Supervisors of the third session of the Supervisory Committee are set out in the Appendix II to this circular.

Save as disclosed in the Appendix II, the above candidates of Supervisors have not held any directorships in any public companies, the securities of which are listed on any securities market in Hong Kong and/or overseas over the past three years 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 Latest Practicable Date, they have no interest in any Share of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Besides, save as disclosed in the Appendix II, there is no information that is required to be disclosed nor is/was the above candidates of Supervisors involved in any of the matters required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Hong Kong Listing Rules. Save as disclosed in the Appendix II, there are no other matters that need to be brought to the attention of the Shareholders.

a) class and number of new shares to be issued;

b) price determination method of new shares and/or the issue price (including price rangerm.9(rangererm.1rm.m-1.4286TDm.m-1d2Eerm.91Tie0dDm.iTD,t(terms:)TJ(number

(4) In exercising the rights granted in paragraph (1), the Board (or authorized persons of the Board) must:

- a) comply with the PRC Company Law and the relevant regulatory stipulations (as amended from time to time) of the places where the Company is listed; and
- b) obtain approval from relevant PRC government departments.

(5) For the purpose of this resolution:

“Relevant Period” means the period from the date of passing this resolution at the AGM until the earliest of:

- a) the conclusion of the next annual general meeting of the Company;
- b) the expiration of a period of 12 months after the above-mentioned special resolution has been passed at the AGM; or
- c) the revocation or variation of the authority under this resolution by passing of a special resolution of the Company in a general meeting.

(6) The Board (or authorized persons of the Board), subject to the approval of the relevant authorities of the PRC and in accordance with the relevant laws, administrative regulations, regulatory stipulations of the place where the Company is listed and the Articles, be and is hereby authorized to increase the registered capital of the Company to the required amount upon the exercise of the rights pursuant to paragraph (1) above.

(7) To authorize the Board (or authorized persons of the Board) to sign the necessary documents, complete the necessary formalities and take other necessary steps to complete the allotment, issuance and listing of new shares, provided the same do not violate the relevant laws, administrative regulations, regulatory stipulations of the place where the Company is listed and the Articles.

(8) Subject to the approval of the relevant PRC authorities, the Board (or authorized persons of the Board), is hereby authorized to make appropriate and necessary amendments to the Articles after completion of the allotment and issuance of new shares according to the method, type and number of the allotment and issuance of new shares by the Company and the actual situation of the shareholding structure of the Company at the time of completion of the 0.4rd)0.4rd)4(Comard)4(Con.4(at)-300.4(the)-300.4(78.

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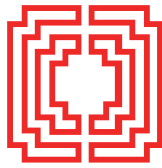
As of the Latest Practicable Date, the issued share capital of the Company was comprised of 55,260,000 Domestic Shares. Subject to the Shareholders' approval of the General Mandate to issue Domestic Shares and on the basis that no further Domestic Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 3,868,200 Domestic Shares in accordance with the General Mandate to issue Domestic Shares.

XII. RECOMMENDATION

The Directors (including all independent non-executive Directors) consider that all resolutions set out in the AGM Notice for consideration and approval by Shareholders are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of such resolutions to be proposed at the AGM as set out in the AGM Notice.

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

Zhejiang, the PRC
May 20, 2020



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

(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 2019
AND THE CLOSURE OF THE REGISTER OF MEMBERS**

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) for the year 2019 of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) will be held at Conference Room, 12/F, Building 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the People's Republic of China (the “**PRC**”) at 2:00 p.m. on Thursday, June 18, 2020 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 May 20, 2020 (the “**Circular**”).

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE AGM

By way of ordinary resolutions:

- (1) To consider and approve the financial report of the Company for the year 2019 (including the audited financial statements);
- (2) To consider and approve the proposed profit distribution plan of the Company for the year 2019;
- (3) To consider and approve the proposed financial budget of the Company for the year 2020;
- (4) To consider and approve the appointment of the independent auditor of the Company for the year 2020;
- (5) To consider and approve the report of the Board of the Company for the year 2019;
- (6) To consider and approve the report of the Supervisory Committee of the Company for the year 2019;
- (7) To consider and approve the report of the independent non-executive Directors of the Company on their performance for the year 2019;
- (8) To consider and approve the proposed election of Mr. GUAN Weili as the executive Director of the third session of the Board of the Company;
- (9) To consider and approve the proposed election of Ms. WANG Lianyue as the executive Director of the third session of the Board of the Company;
- (10) To consider and approve the proposed election of Ms. WANG Hongyue as the executive Director of the third session of the Board of the Company;

NOTICE OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2019

- (11) To consider and approve the proposed election of Mr. YANG Yang as the non-executive Director of the third session of the Board of the Company;
- (12) To consider and approve the proposed election of Mr. LIN Lijun as the non-executive Director of the third session of the Board of the Company;
- (13) To consider and approve the proposed election of Mr. ZHAO Xudong as the independent non-executive Director of the third session of the Board of the Company;
- (14) To consider and approve the proposed election of Ms. ZHONG Wentang as the independent non-executive Director of the third session of the Board of the Company;
- (15) To consider and approve the proposed election of Mr. LIU Ning as the independent non-executive Director of the third session of the Board of the Company;
- (16) To consider and approve the proposed election of Ms. HUANG Jing'ou as the shareholder representative supervisor of the third session of the Supervisory Committee of the Company;
- (17) To consider and approve the proposed election of Mr. QIAN Chengliang as the independent supervisor of the third session of the Supervisory Committee of the Company; and
- (18) To consider and approve the proposed election of Mr. CHEN Jian as the independent independent supervisor of the third session of the Supervisory Committee of the Company.

By way of special resolution:

- (19) To consider and approve the proposed grant of a general mandate to the Board to issue Domestic Shares of the Company.

Details of the above resolutions proposed at the AGM 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
Chairman

Zhejiang, the PRC
May 20, 2020

As of the date of this notice, the executive directors of the Company are Mr. GUAN Weili, Ms. WANG Lianyue and Ms. WANG Hongyue; the non-executive directors are Mr. YANG Yang and Mr. LIN Lijun; and the independent non-executive directors are Mr. CHONG Yat Keung, Mr. HUANG Zhi and Mr. GOT Chong Key Clevin.

NOTICE OF THE ANNUAL GENERAL MEETING FOR THE YEAR 2019

Notes:

ATTENDEES OF THE AGM

1. Eligibility and Registration Procedures for Attending the AGM

- (a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the AGM, the register of members of the Company is closed from Tuesday, May 19, 2020 to Thursday, June 18, 2020 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company after the close of business on Monday, May 18, 2020 are entitled to attend and vote in respect of all resolutions to be proposed at the AGM.
- (c) H Shareholders who wish to attend the AGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Monday, May 18, 2020 for registration.
- (d) A Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing bodies of such Shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other governing bodies of such Shareholder appointing such persons to attend the meeting.

2. Proxy

- (a) A Shareholder eligible to attend and vote at the AGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her behalf. A proxy does not need to be a Shareholder of the Company.
- (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 other 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 place of business of the Company for Domestic Shareholders and Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the AGM (i.e. before 2:00 p.m. on Wednesday, June 17, 2020) or any adjournment thereof.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

3. Miscellaneous

- (a) The AGM will not last for more than one working day. Shareholders who attend the AGM shall bear their own travelling 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, Wanchai, Hong Kong.
- (c) The contact details of the place of business of the Company are as follows:

No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the PRC
Postal Code: 325000
Telephone No.: (+86) 577 8877 1689
Facsimile No.: (+86) 577 8878 9117
- (d) The contact person for the AGM is Mr. WANG Jian and his telephone number is (+86) 577 8877 1689.

Executive Directors

Mr. GUAN Weili (管偉立), aged 50, is 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 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 Ms. WANG Hongyue and Mr. XU Yi.

As at the Latest Practicable Date, Mr. Guan was deemed to have an interest in 22,144,750 Domestic Shares within the meaning of Part XV of the SFO (Chapter 571 of the laws of Hong Kong), of which 18,350,250 Domestic Shares were beneficially owned and 3,794,500 Domestic Shares were in the interest of the spouse.

Ms. WANG Lianyue (王蓮月), aged 51, 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 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, the sister of Ms. WANG Hongyue and the sister-in-law of Mr. XU Yi.

As at the Latest Practicable Date, Ms. Wang was deemed to have an interest in 22,144,750 Domestic Shares within the meaning of Part XV of the SFO (Chapter 571 of the laws of Hong Kong), of which 3,794,500 Domestic Shares were beneficially owned and 18,350,250 Domestic Shares were in the interest of the spouse.

Ms. WANG Hongyue (王紅月), aged 47, is our executive Director and our chief financial officer. She is primarily responsible for the overall financial management and capital investment of the Company. She joined the Company in February 1996 and worked in our finance department from January 1996 to December 1999. She became the head of our finance department in January 2000. Ms. Wang was appointed as an executive Director in April 2013 and after the Company was converted into a joint stock limited liability company, she was appointed as an executive Director again and as chief financial officer in September 2014. Ms. Wang also served as our Supervisor from September 2011 to April 2013. Prior to joining the Company, from July 1994 to December 1995, she worked in the finance department of Wenzhou City Kangning Medicine Wholesale Company of Longwan District (溫州市龍灣區康寧醫藥批發公司), which engages in the medicine wholesale business, where she was responsible for accounting work. Ms. Wang 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 accounting in July 2007. She graduated from Shanghai University of Finance and Economics with a master's degree in EMBA in May 2017. Ms. Wang is the sister of Ms. WANG Lianyue, the spouse of Mr. XU Yi and the sister-in-law of Mr. GUAN Weili.

As at the Latest Practicable Date, Ms. Wang was deemed to have an interest in 5,527,350 Domestic Shares (of which 3,984,350 Domestic Shares were beneficially owned and 1,543,000 Domestic Shares were in the interest in a controlled corporation) and 309,000 H shares within the meaning of Part XV of the SFO (Chapter 571 of the laws of Hong Kong).

Non-executive Directors

Mr. YANG Yang (楊揚), aged 64, is our non-executive Director. He is primarily responsible for overseeing the corporate development and strategic planning of the Company. He joined the Company in April 2015 and has served as our non-executive Director since then. Since January 2010, Mr. Yang has also been serving as an executive director of GL Capital Investments Hong Kong Limited (德福資本投資香港有限公司), a company engaging in private equity services for investment business, where he is primarily responsible for hospital management and investments. Prior to joining the Company, from May 1988 to December 2009, Mr. Yang served as the general manager of Long Nice Industries Limited (長立實業有限公司), a company in Hong Kong engaging in the business of trading and the provision of investment services, where he was primarily responsible for businesses involving investment, foreign trade and manufacturing. Mr. Yang graduated from the Naval College of the Chinese People's Liberation Army (中國人民解放軍海軍學院) in Nanjing in March 1982, majoring in operational commanding.

Mr. LIN Lijun (林利軍), aged 47, is our non-executive Director. He is primarily responsible for supervising and providing independent judgment to our Board. He joined the Company in June 2017 and has served as our non-executive Director since then. He has been the partner of Loyal Valley Innovation Capital (正心谷創新資本) since July 2015. Since April 2020, he has been an independent director of Zhejiang Doyin Pump Industry Co., Ltd. (stock code: 002793.SZ). He has been a non-executive director of Akeso, Inc. (stock code: 09926.HK) since November 2019. He has been a non-executive director of InnoCare Pharma Limited.

(stock code: 009969.HK) since November 2018. Since June 2018, he has been a non-executive director of Shanghai Junshi Biosciences Co., Ltd. (stock code: 01877.HK). He has been an independent director of Shanghai Xinhua Media Co., Ltd. (stock code: 600825.SH) since June 2017. Since April 2016, Mr. Lin has been an independent non-executive director of Yintech Investment Holdings Limited (銀科投資控股有限公司) (ticker symbol: YIN.US). From March 2016 to June 2019, he has been an independent non-executive director of TANSI Global Food Group Co., Ltd. (國際天食集團有限公司) (stock code: 03666.HK). From November 2015 to March 2019, he has been an independent non-executive director of Yunfeng Financial Group Limited (雲鋒金融集團有限公司) (stock code: 00376.HK). From June 2014 to March 2017, he has been an independent director of Shanghai Chengtong Holding Co., Ltd. (上海城投控股股份有限公司) (stock code: 600649. SH). He founded China Universal Asset Management Co., Ltd. (匯添富基金管理股份有限公司) in May 2004, and served as the general manager since then until May 2015. He also successively served as an assistant to office officer and an assistant to director of listing department at Shanghai Stock Exchange from August 1997 to July 2001. Mr. Lin graduated from Fudan University (復旦大學) with a bachelor's degree in world economy in June 1994. He graduated from Fudan University with a master's degree in economy in June 1997. He also graduated from Harvard University (哈佛大學) with a Master of Business Administration degree in 2003.

Independent Non-executive Directors

Mr. ZHAO Xudong (趙旭東), aged 58, has been serving as a director at the Research Institution of Humanistic Medicine and Behavioral Medicine, School of Medicine, Tongji University since January 2011, mainly responsible for teaching and scientific research. Since June 2015, he has been serving as a director at the Mental Health Center Affiliated to Tongji University (Preparation), mainly responsible for planning transformation, development and construction for the hospital, and research teaching. Since July 2004, he has been serving as a chief physician and department leader in the Department of Psychosomatic Medicine, East Hospital Affiliated Tongji University, mainly responsible for clinical diagnosis and teaching. Since September 2013, he has been serving as a director in Institute of Philosophy and Psychology, School of Humanity, Tongji University, mainly responsible for providing graduate students with guidance. Since June 2019, he has been serving a director in Chinese-Deutsches Institute of Mental Health, School of Medicine, Tongji University, mainly responsible for academic cooperation and exchange between China and Germany. From December 2000 to June 2004, he served as the president of the First Affiliated Hospital of Kunming Medical University, mainly responsible for the comprehensive management of the legal representative for the hospital. From January 2004 to April 2005, he served as an executive vice president in School of Medicine, Tongji University, mainly responsible for administration. Since August 2011, he has been serving as a vice chairman in the World Council of Psychotherapy. Since May 2016, he has been serving as an executive director in Urban Mental Health Branch, World Psychiatric Association. Since December 2019, he has been serving as a director in World Association of Cultural Psychiatry. Since April 2014, he has been serving as a Chinese honorary chairman in German-Chinese Academy of Psychotherapy. Since May 2019, he has been serving as a vice chairman in Chinese Association for Mental Health and the honorary director in the Professional Committee of Psychotherapy and Psychological Consultation.

Since September 2014, he has been serving as a deputy director in Psychosomatic Medicine Branch, Chinese Medical Association. Since November 2019, he has been serving as a deputy director in Psychosomatic Medicine Professional Branch, Chinese Medical Doctor Association. Mr. Zhao graduated from Kunming Medical University (formerly known as Kunming Medical College) with a bachelor's degree in medicine in July 1983. In August 1988, he graduated from Sichuan University (formerly known as West China University of Medical Sciences) with a master's degree in medicine. In November 1993, he graduated from Heidelberg University in Germany with a doctoral degree in medicine.

Ms. ZHONG Wentang (鐘文堂), aged 31, has been serving as a partner at the Department of Compliance Consultation, Shanghai Infaith Consulting Co., Ltd. (上海信公企業管理諮詢有限公司) since February 2019, a company engaging in providing consultation services for listed companies, and is mainly responsible for business in compliance consultation. From February 2016 to February 2019, Ms. Zhong served as a senior consultation manager and consultation business director successively in Shanghai Infaith Consulting Co., Ltd., mainly responsible for business in compliance consultation. From October 2012 to February 2016, she served as an auditor and senior auditor successively in PricewaterhouseCoopers Zhong Tian CPAs Limited Company, 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.

Mr. LIU Ning (劉寧), aged 58, has been serving as the vice chairman of Winning Health Technology Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange (stock code: 300253.SZ) with focus on medical and health informatization) since April 2004, mainly responsible for the company's overall management. Since February 2018, he has been serving as the chairman of Kxhealth Medical Technology (Shanghai) Co., Ltd.(快享醫療科技(上海)有限公司), mainly responsible for the overall management of the company. Since July 2018, he has been serving as an executive director of Beijing Winning Health Technology Co., Ltd.(北京衛寧健康科技有限公司), mainly responsible for the overall management of the company. Since October 2019, he has been serving as an executive director of Shanghai Weixin Technology Co., Ltd.(上海衛心科技有限公司), mainly responsible for the overall management of the company. From April 1991 to April 2004, he successively served as a technician of the United States Hewlett-Packard (HP) Company and a director and vice president of Shanghai Kingstar Winning Medical Information Technology Co., Ltd.(上海金仕達衛寧醫療信息技術有限公司). Mr. Liu graduated from Fudan University in Shanghai in June 1985 with a bachelor's degree in applied mechanics. He graduated from Fudan University in Shanghai in June 1988 with a master's degree in applied mathematics. He was qualified for holding senior engineer as evaluated by the Qualification Review Committee for Senior Professional Technical Positions of Shanghai High-tech Achievements Transformation of Engineering Series(上海市工程系列高新技術成果轉化類高級專業技術職務任職資格評審委員會) in May 2000.

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

As of the Latest Practicable Date, the positions held by the candidates for directors of the third session of the Board in members of the Group are as follows:

Proposed Directors	Members of the Group	Positions Held at Members of the Group	Term of Office
GUAN Weili	Qingtian Kangning Hospital Co., Ltd.	Executive director	From April 2011 to present
	Cangnan Kangning Hospital Co., Ltd.	Executive director	From June 2012 to present
	Yongjia Kangning Hospital Co., Ltd.	Executive director	From December 2012 to present
	Yueqing Kangning Hospital Co., Ltd.	Executive director	From September 2013 to present
	Shenzhen Yining Hospital Co., Ltd.	Executive director	From September 2014 to present
	Beijing Yining Hospital Co., Ltd.	Chairman	From August 2015 to present
	Wenzhou Yining Geriatric Hospital Co., Ltd.	Executive director	From November 2015 to present
	Pingyang Kangning Hospital Co., Ltd.	Executive director	From November 2015 to present
	Shenzhen Yining Medical Investment Co., Ltd.	Executive director, general manager	From September 2015 to present
	Quzhou Yining Hospital Co., Ltd.	Executive director	From November 2015 to present
	Wenzhou Lucheng Yining Hospital Co., Ltd.	Chairman, general manager	From April 2020 to present
WANG Lianyue	Yiwu Kangning Hospital Management Co., Ltd.	Executive director, manager	From January 2017 to present
	Qingtian Kangning Hospital Co., Ltd.	Manager	From December 2018 to present
	Beijing Yining Hospital Co., Ltd.	Director	From May 2019 to present
	Zhejiang Dening Pharmaceutical Co., Ltd.	Chairman	From June 2019 to September 2019

APPENDIX I BIOGRAPHICAL DETAILS OF THE PROPOSED DIRECTORS

Proposed Directors	Members of the Group	Positions Held at Members of the Group	Term of Office
WANG Hongyue	Cangnan Kangning Hospital Co., Ltd.	Supervisor	From June 2012 to present
	Quzhou Yining Hospital Co., Ltd.	Director	From November 2015 to present
	Pingyang Kangning Hospital Co., Ltd.	Supervisor	From November 2015 to present
	Zhejiang Huangfeng Hospital Management Co., Ltd.	Director	Form August 2016 to present
	Wenzhou Guoda Investment Co., Ltd.	Director	From July 2016 to present
	Hangzhou Cining Hospital Co., Ltd.	Supervisor	From November 2017 to present
	Zhejiang Yining Health Technology Co., Ltd.	Director	From November 2018 to April 2019
	Zhejiang Yining Health Technology Co., Ltd.	Executive director, general manager	From April 2019 to present
	Zhejiang Dening Pharmaceutical Co., Ltd.	Director	From June 2019 to present
	Huainan Kangning Hospital Co., Ltd.	Supervisor	From June 2019 to present
	Changchun Kanglin Psychological Hospital Co., Ltd.	Chairman	From December 2019 to present
	Wenzhou Longwan Yining Hospital Co., Ltd.	Supervisor	From April 2020 to present
	Wenzhou Lucheng Yining Hospital Co., Ltd.	Supervisor	From April 2020 to present

Shareholder Representative Supervisor

Ms. HUANG Jingou (黃靖歐), aged 41, is our Supervisor. She is primarily responsible for supervising our daily operations and management. Ms. Huang joined the Company in April 2013 and has served as our Supervisor since then. She was again appointed as a Supervisor in September 2014 after the Company was converted into a joint stock limited liability company. Since November 2011, Ms. Huang has been serving as the investment director of GL Capital (德福資本), which is a company engaging in private equity investment, where she is primarily responsible for investment. Prior to joining the Company, from August 2009 to November 2011, she served as the project director of the China Medical Board (美國中華醫學基金會), which is a trust foundation in the U.S. focusing on medical charity affairs, where she was primarily responsible for project implementation. From June 2003 to December 2006, she was an attorney at Woo Kwan Lee & Lo (胡關李羅律師行) where she was primarily responsible for various legal affairs. Ms. Huang graduated from Sun Yat-Sen University (中山大學) in Guangzhou with a bachelor's degree in law in July 2001.

Independent Supervisors

Mr. QIAN Chengliang (錢成良), aged 67, is our independent Supervisor. 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 October 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.

Mr. CHEN Jian (陳建), aged 34, is our independent Supervisor. He is primarily responsible for monitoring our compliance with laws and regulations. Mr. Chen joined the Company in June 2019 and has served as our independent Supervisor since then. Since April 2019, Mr. Chen has served as the member of the Third Council of Zhejiang Huafu Charitable Foundation (浙江省華福慈善基金). He is mainly responsible for exploring innovative models and inviting young people to join in the development of philanthropy. Since February 2016, he has served as the executive director of Jiuguo Investment Management (Shanghai) Co., Ltd. (九果投資管理(上海)有限公司) (a company engaged in investment management and business management consulting), mainly responsible for searching and screening of innovative projects and liaising roadshows with resources. He has been the executive director of Shangyantang Science and Technology (Shanghai) Co., Ltd. (尚妍堂科技(上海)有限公司) (a company engaged in science and technology promotion and application services) since June 2015. He is mainly responsible for research and development promotion, investment and financing of science and technology projects. He has also been the supervisor of Guochuang Enterprise Management (Shanghai) Co., Ltd. (果創企業管理(上海)有限公司) (a company engaged in business management and technology incubator operation) since April 2015. He is mainly

responsible for supervising its legitimate and compliance operation and participating in the preparation and construction of offshore technology incubator established in Shanghai Yangshan Free Trade Zone, cooperating with the introduction of overseas technology projects by Kechuang No.1 of the Free Trade Zone. Mr. Chen graduated from Oujiang College of Wenzhou University (溫州大學甌江學院) in June 2009 with a bachelor's degree in literature, majoring in Chinese language and literature.