THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 form of proxy and reply slip dispatched on January 23, 2020, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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温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 Peopl·
ode: 2120

PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO PARTIALLY REPURCHASE H SHARES
AMENDMENT TO ARTICLES OF ASSOCIATION
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2020
NOTICE OF THE FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2020
AND
NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2020

The EGM of the Company will be held at the Conference Room, 12th Floor, Building No. 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the PRC, at 9:00 a.m. on Monday, March 9, 2020, and the Domestic Shareholders' Class Meeting will be held immediately after the end of the EGM or any adjourned meeting thereof (whichever the later), and the H Shareholders' Class Meeting will be held immediately after the end of the Domestic Shareholders' Class Meeting or any adjourned meeting thereof (whichever the later).

A letter from the Board is set out on pages 3 to 7 of this circular.

Notices of the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting are set out on pages 8 to 13 of this circular.

If you intend to attend the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, please complete the reply slip dispatched on January 23, 2020 in accordance with the instructions printed thereon, and return it as soon as possible, and in any case, must be duly delivered by Tuesday, February 18, 2020.

Whether or not you are able to attend the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting, you are required to complete the form of proxy dispatched on January 23, 2020 in accordance with the instructions printed thereon and return it as soon as possible, and in any case, must be duly delivered at least 24 hours prior to the time of convening the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting or any adjourned meeting thereof (i.e. prior to 9:00 a.m. on Sunday, March 8, 2020). The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM, the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting or any adjourned meeting thereof if you so wish.

February 13, 2020

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In this circular, unless the conte t other ise requires, the follo ing e pressions shall ha e the follo ing meanings:

"EGM"	the First Extraordinary General Meeting for the year 2020 to be convened and held by the Company at 9:00 a.m. on Monday, March 9, 2020 or any adjournment thereof
"Articles of Association"	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
"Class Meeting(s)"	the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting
"Company"	Wenzhou Kangning Hospital Co., Ltd. (溫州康寧醫院股份有限公司), a joint stock company incorporated under the laws of the PRC with limited liability, whose H Shares are listed on the main board of the Hong Kong Stock Exchange (stock code: 2120)
"Company Law of the PRC"	the Company Law of the People's Republic of China revised and adopted by the Standing Committee of the 13th National People's Congress of the PRC on October 27, 2018 and came into effect on the same date (as amended, supplemented or otherwise modified from time to time)
"Director(s)"	the directors of the Company
"Domestic Share(s)"	ordinary shares with nominal value of RMB1.00 each in the share capital of the Company, which are subscribed for and fully paid up in RMB, and currently are not listed or traded on any stock exchange
"Domestic Shareholder(s)"	holders of Domestic Share(s)
"Domestic Shareholders' Class Meeting"	the Domestic Shareholders' Class Meeting or any adjourned meeting thereof to be held immediately after the end of the EGM or any adjourned meeting thereof (whichever the later)
"H Share(s)"	the overseas listed foreign ordinary share(s) with nominal value of RMB1.00 each in the share capital of the Company, which are listed on the main board of the Hong Kong Stock Exchange

"H Shareholder(s)"	holder(s) of H Shares
"H Shareholders' Class Meeting"	the H Shareholders' Class Meeting or any adjourned meeting thereof to be held immediately after the end of the Domestic Shareholders' Class Meeting or any adjourned meeting thereof (whichever the later)
"HK$" or "Hong Kong dollars"	the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special '543ecial '543ec488.4('54cial)-pecial'5Region48

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

E ecuti e Directors:
GUAN Weili (管偉立) *(Chairman)*
WANG Lianyue (王蓮月)
WANG Hongyue (王紅月)

Non-e ecuti e Directors:
YANG Yang (楊楊)
LIN Lijun (林利軍)

Independent Non-e ecuti e 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,

PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO PARTIALLY REPURCHASE H SHARES
AMENDMENT TO ARTICLES OF ASSOCIATION
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2020
NOTICE OF THE FIRST DOMESTIC SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2020
AND
NOTICE OF THE FIRST H SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2020

I. INTRODUCTION

The purpose of this circular is to provide you with further information on the following resolutions to be proposed at the EGM:

1. To consider and approve the proposed grant of a general mandate to the Board to partially repurchase H Shares; and

2. To consider and approve the amendments to the Articles of Association.

The items 1 and 2 as mentioned above are required to be proposed at the EGM for consideration in the form of special resolutions. The item 1 as mentioned above is required to be proposed at the Domestic Shareholders' Class Meeting and the H Shareholders' Class Meeting for consideration in the form of a special resolution.

II. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO PARTIALLY REPURCHASE H SHARES

In order to further promote the healthy and stable long-term development of the Company and to protect the interests of general investors effectively, the Company intends to repurchase shares in accordance with the requirements of the relevant laws, regulatory requirements and Articles of Association, taking into account the current operating conditions, financial position and future development prospects. Special resolutions will be proposed by the Company at the EGM and the Class Meetings for consideration and approval:

(a) To grant a conditional general mandate to the Board to repurchase the H Shares of the Company in issue at the Hong Kong Stock Exchange in accordance with market conditions and needs of the Company, provided the total nominal value shall not exceed 10% of the total nominal value of H Shares in issue on the date of passing the special resolution;

(b) To authorize the Board to exercise the general mandate to perform all necessary or appropriate acts, actions, matters and affairs to repurchase H Shares, including (but not limited to) amendments to the Articles of Association and the cancellation of the repurchased H Shares after such general mandate has been exercised.

Details of the proposal are as follows:

1. Reasons for share repurchase

In order to further promote the healthy and stable long-term development of the Company and to protect the interests of general investors effectively, the Company intends to repurchase Shares in accordance with the requirements of the relevant laws, regulatory requirements and Articles of Association, taking into account the current operating conditions, financial position and future development prospects.

2. Class of shares proposed to be repurchased

The Shares proposed to be repurchased by the Company are the H Shares in issue of the Company. The actual proportion and ratio to be repurchased will be determined by the Board of the Company as authorized by the EGM and the Class Meetings and the authorized persons of the Board during the implementation period of the repurchase, taking into account the prices of the H Shares of the Company in the secondary market, but the total nominal value shall not exceed 10% of the H Shares in issue on the date of passing such special resolution.

3. Proposed method to repurchase shares

The method adopted to repurchase H Shares by the Company is carrying out the repurchase on the market at the Hong Kong Stock Exchange.

4. Term of share repurchase

The term of repurchase of H Shares by the Company shall commence from the date of consideration and approval of the repurchase proposal by the EGM and the Class Meetings of the Company, until the following dates or conditions being triggered (whichever the earlier):

(1) the amount of funds used in repurchase has reached the maximum amount during the term of repurchase, the implementation of the repurchase proposal will be completed immediately, that means, the term of repurchase expires early with effect from that day;

(2) the conclusion of the next annual general meeting of the Company; or

(3) the date when the general mandate to repurchase H Shares has been withdrawn or amended by a special resolution approved by the EGM and the Class Meetings.

The Company will make and implement repurchase decisions at opportune timing according to market conditions during the above term of repurchase pursuant to the authorization from the EGM, the Class Meetings and the Board, and in accordance with the requirements of the relevant laws, regulations, China Securities Regulatory Commission and/or Hong Kong Listing Rules.

5. Use of proposed repurchased shares and amount of funds

No.	Purpose of repurchase	Amount of funds
1	For reduction of registered capital	Not exceeding RMB100 million (inclusive), excluding relevant taxes and handling fees of the repurchase transactions

The actual amount of funds used in the repurchase of H Shares will be determined by the Board of the Company as authorized by the EGM and the Class Meetings and the authorized persons of the Board during the implementation period of the repurchase, taking into account the prices of the H Shares of the Company in the secondary market, and within the range as mentioned above.

6. The price range of repurchased shares and the principles of pricing

The maximum price of the repurchased H Shares shall not exceed 105% (inclusive) of the average closing price of the H Shares on the Hong Kong Stock Exchange over 5 trading days prior to the implementation of the repurchase transactions.

7. Source of funds for the proposed repurchase

The source of funds for the proposed repurchase is financed by internal funds of the Company.

8. Valid period of the resolutions

The valid period of the resolution related to the repurchase shall be in line with the implementation period of the share repurchase.

The Hong Kong Listing Rules require the provision of necessary information relevant to the proposed repurchase of shares to the Shareholders for their consideration, so that Shareholders will be able to make informed decisions on the relevant resolutions on repurchase of shares at the EGM and the Class Meetings, and the explanatory statement containing such information is set out in Appendix I to this circular.

III. AMENDMENT TO ARTICLES OF ASSOCIATION

According to the relevant requirements of "Reply from the State Council on Matters relating to Applicable Requirements on Adjustment of Notice Period of General Meetings convened by Overseas Listed Companies" (《國務院關於調整適用在境外上市公司召開股東大會通知期限等事項規定的批覆》) issued by the State Council on October 17, 2019 (Guo Han [2019] No. 97), and taking into account the actual conditions of the Company, the Board has proposed to amend the Articles of Association.

Amendments to a total of 8 articles are proposed to be made in the Articles of Association, without new addition or deletion of articles, the number of articles in the Articles of Association will remain unchanged after the amendment.

The resolution has been approved by the Board and will be proposed at the EGM for approval by the Shareholders in the form of special resolution. Details of the proposed amendments to the Articles of Association are set out in Appendix II to this circular.

The Articles of Association are prepared in Chinese language and no official English version is available. Any English translation is for reference only. If any discrepancy arises, the Chinese version shall prevail.

IV. RECOMMENDATION

The Directors (including all independent non-executive Directors) are of the view that all the resolutions as set out in the notices of the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting for consideration and approval by the Shareholders are in the interest of the Company and the Shareholders as a whole. As such, the Board recommends the Shareholders to vote in favour of the resolutions as set out in the notices of the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting at the EGM, Domestic Shareholders' Class Meeting and H Shareholders' Class Meeting respectively.

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

Zhejiang, the PRC
February 13, 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 FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2020

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the "**EGM**") for the year 2020 of Wenzhou Kangning Hospital Co., Ltd. (the "**Company**") will be held at Conference Room, 12th Floor, Building No. 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the People's Republic of China (the "**PRC**") at 9:00 a.m. on Monday, March 9, 2020 for the purposes of considering and, if thought fit, passing the following resolutions.

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE EGM

By way of special resolutions:

(1) To consider and approve the proposed grant of a general mandate to the Board to partially repurchase H Shares; and

(2) To consider and approve the amendments to the Articles of Association.

Details of the above resolutions proposed at the EGM are contained in the Circular which will be despatched by the Company in due course, and will be 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
January 23, 2020

As of the date of this notice, the e ecuti e directors of the Compan are Mr. GUAN Weili, Ms. WANG Lian ue and Ms. WANG Hong ue; the non-e ecuti e directors are Mr. YANG Yang and Mr. LIN Lijun; and the independent non-e ecuti e directors are Mr. CHONG Yat Keung, Mr. HUANG Zhi and Mr. GOT Chong Ke Cle in.

Notes:

ATTENDEES OF THE EGM

1. Eligibility and Registration Procedures for Attending the EGM

(a) Closure of Register of Members. For the purpose of ascertaining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, February 8, 2020 to Monday, March 9, 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 Friday, February 7, 2020 are entitled to attend and vote in respect of the resolution to be proposed at the EGM.

(c) H Shareholders who wish to attend the EGM shall lodge their share certificates accompanied by the transfer documents with Computershare Hong Kong Investor Services Limited before 4:30 p.m. on Friday, February 7, 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 body of such Shareholder may attend the EGM by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

(e) Domestic Shareholders and H Shareholders intending to attend the EGM should return the reply slip for attending the EGM to the Company on or before Tuesday, February 18, 2020.

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

2. PROXY

(a) A Shareholder eligible to attend and vote at the EGM 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 the authorization document(s) must be notarized.

(c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the 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 EGM (i.e. before 9:00 a.m. on Sunday, March 8, 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 EGM will not last for more than one working day. Shareholders who attend the EGM 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

Notes:

ATTENDEE OF THE DOMESTIC SHAREHOLDERS' CLASS MEETING

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

(a) Closure of Register of Members. For the purpose of ascertaining Domestic Shareholders who are entitled to attend and vote at the Domestic Shareholders' Class Meeting, the register of members of the Company will be closed from Saturday, February 8, 2020 to Monday, March 9, 2020 (both days inclusive).

(b) Domestic Shareholders whose names appear on the register of members of the Company before the close of business on Friday, February 7, 2020 are entitled to attend and vote in respect of the resolution to be proposed at the Domestic Shareholders' Class Meeting.

(c) A Domestic Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If a Domestic Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the Domestic Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

(d) Domestic Shareholders who intend to attend the Domestic Shareholders' Class Meeting should return the reply slip for attending the Domestic Shareholders' Class Meeting to the Company on or before Tuesday, February 18, 2020.

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

2. Proxy

(a) A Domestic Shareholder eligible to attend and vote at the Domestic Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.

(b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.

(c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the place of business of the Company not less than 24 hours before the time designated for holding of the Domestic Shareholders' Class Meeting (i.e. at 9:00 a.m. on Sunday, March 8, 2020).

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

3. Miscellaneous

(a) The Domestic Shareholders' Class Meeting is expected to take place immediately after the EGM. Domestic Shareholders who attend the Domestic Shareholders' Class Meeting shall bear their own travelling and accommodation expenses.

(b) The contact details of the place of business of the Company are as follows:

No. 1 Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang, the PRC
Postal Code: 325000
Telephone No.: (+86) 577 8877 1689
Facsimile No.: (+86) 577 8878 9117

(c) The contact person for the Domestic Shareholders' Class Meeting is Mr. WANG Jian and his telephone number is (+86) 577 8877 1689.

溫州康寧

Notes:

ATTENDEE OF THE H SHAREHOLDERS' CLASS MEETING

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

(a) Closure of Register of Members. For the purpose of ascertaining H Shareholders who are entitled to attend and vote at the H Shareholders' Class Meeting, the register of members of the Company will be closed from Saturday, February 8, 2020 to Monday, March 9, 2020 (both days inclusive).

(b) H Shareholders whose names appear on the register of members of the Company before the close of business on Friday, February 7, 2020 are entitled to attend and vote in respect of the resolution to be proposed at the H Shareholders' Class Meeting.

(c) H Shareholders who wish to attend the H Shareholders' Class Meeting shall lodge their share certificates accompanied by the transfer documents with the Company's share registrar of H Shares before 4:30 p.m. on Friday, February 7, 2020 for registration.

(d) An H Shareholder or his/her/its proxy shall produce proof of identity when attending the meeting. If an H Shareholder is a legal person, its legal representative or other persons authorized by the board of directors or other governing body of such Shareholder may attend the H Shareholders' Class Meeting by producing a copy of the resolution of the board of directors or other governing body of such Shareholder appointing such persons to attend the meeting.

(e) H Shareholders who intend to attend the H Shareholders' Class Meeting should return the reply slip for attending the H Shareholders' Class Meeting to the Company on or before Tuesday, February 18, 2020.

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

2. Proxy

(a) An H Shareholder eligible to attend and vote at the H Shareholders' Class Meeting is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder.

(b) A proxy should be appointed by a written instrument signed by the appointer or his/her/its attorney duly authorized in writing. If the form of proxy is signed by the attorney of the appointer, the power of attorney authorizing that attorney to sign or the authorization document(s) must be notarized.

(c) To be valid, the power of attorney or other authorization document(s) which have been notarized together with the completed form of proxy must be delivered to the Company' share registrar of H Shares, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 24 hours before the time designated for holding of the H Shareholders' Class Meeting (i.e. at 9:00 a.m. on Sunday, March 8, 2020).

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

3. Miscellaneous

(a) The H Shareholders' Class Meeting is expected to take place immediately after the EGM and the Domestic Shareholders' Class Meeting. H Shareholders attending the H Shareholders' Class Meeting shall be responsible for their own travel and accommodation expenses.

(b) The address of the Company's share registrar of H Shares, Computershare Hong Kong Investor Services Limited, is at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

(c) The contact person for the H Shareholders' Class Meeting is Mr. WANG Jian and his telephone number is (+86) 577 8877 1689.

This explanatory statement, as required by Rule 10.06 of the Hong Kong Listing Rules, contains all the information about the Repurchase Mandate providing to the Shareholders, as set out below:

CLASS AND NUMBER OF SHARES PROPOSED TO BE REPURCHASED

As at the Latest Practicable Date, the total share capital of the Company was 75,500,000 shares, including 55,260,000 Domestic Shares and 20,240,000 H Shares. If the special resolution on the proposed grant of Repurchase Mandate is approved, and the Company will not allot, issue or repurchase H Shares on or before the date of convening the EGM and the Class Meetings, the Company will be entitled to repurchase not more than 2,024,000 H Shares pursuant to the Repurchase Mandate, representing 10% of the total number of H Shares in issue of the Company as at the date of passing the relevant resolution.

REASONS FOR REPURCHASE

The Board believes that the Repurchase Mandate is conducive to promote the healthy and stable long-term development of the Company, and to protect the interests of general investors effectively, and is in the interest of the Company and the Shareholders. Based on the prevailing market conditions and funding arrangement, the exercise of the Repurchase Mandate may increase the net asset value per share and/or earnings per share. The Repurchase Mandate will be exercised only when the Directors consider that repurchase is beneficial to the Company and its Shareholders.

FUNDS FOR REPURCHASE

In repurchasing H Shares of the Company, the Company plans to use its own internal funds to finance such purpose legally in accordance with the Articles of Association and the applicable PRC laws, statutes and regulations.

Considering the current working capital conditions of the Company, the Board believes that an exercise of Repurchase Mandate in full will not cause material adverse impact on the working capital and/or gearing position of the Company (as compared to the financial position as at December 31, 2018 as disclosed in the audited financial statements of the Company in the annual report for the year ended December 31, 2018). However, if the Board believes that the exercise of Repurchase Mandate will have material adverse impact on the working capital requirements or gearing ratio of the Company, the Board tends not to repurchase shares by exercising the power conferred under the Repurchase Mandate. The Board will consider the prevailing market conditions at an appropriate timing to make decisions on the number of H Shares to be repurchased, the price and other terms to repurchase H Shares, in the best interest of the Company.

PRESENT INTENTION OF DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors, having made all reasonable enquiries, none of the Directors or their close associates (as defined in the Hong Kong Listing Rules), have any present intention to sell to the Company any H Shares of the Company if the Repurchase Mandate is approved by the EGM and the Class Meetings.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Hong Kong Stock Exchange that in appropriate circumstances, they will exercise the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate in compliance with the Hong Kong Listing Rules, Articles of Association, applicable laws, rules and regulations of the PRC, and in accordance with the special resolutions set out in the notices of the EGM and the Shareholders' Class Meetings.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the power of the Company to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition of the voting rights pursuant to Rule 32 of the Takeovers Code. If such an increase results in the change in control, it could, under certain circumstances, result in the recommendation for a mandatory acquisition in accordance with Rule 26 of the Takeovers Code.

Apart from the above, as at the Latest Practicable Date, to the best knowledge and belief of the Directors, the Directors are not aware of any consequence which may arise under the Takeovers Code and any similarly applicable laws as a consequence of any repurchase of Shares under the general mandate.

SECURITIES REPURCHASED BY THE COMPANY

No repurchase of any H Shares has been made by the Company during the six months immediately before the Latest Practicable Date.

CORE CONNECTED PERSON

No core connected person (as defined in the Hong Kong Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that share repurchase is approved by the Shareholders.

PRICES OF H SHARES

The highest and lowest trading prices at which the H Shares have been traded on the Stock Exchange in each month over the last 12 months prior to the Latest Practicable Date are as follows:

Month	H Shares	
	Highest Price (HK$)	Lowest Price (HK$)
2019		
February	40.00	36.35
March	45.00	38.00
April	43.80	39.00
May	44.30	40.40
June	42.80	37.95
July	41.30	38.05
August	38.50	24.25
September	26.00	21.25
October	22.65	19.56
November	22.00	19.66
December	20.90	18.52
2020		
January	26.95	20.50
February (as of the Latest Practicable Date)	23.90	22.80

Original Context	Amended Context
Article 1 To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the "Company Law"), the Securities Law of PRC (the "Securities Law"), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and other relevant provisions.	**Article 1** To safeguard the legitimate rights and interests of Wenzhou Kangning Hospital Co., Ltd. (the "Company") and its shareholders and creditors, and to regulate organization and acts of the Company, these Articles of Association are formulated pursuant to the Company Law of PRC (the "Company Law"), the Securities Law of PRC (the "Securities Law"), the Special Provisions of the State Council on the Overseas Offering and Listing of Shares by the Joint Stock Limited Companies (the "Special Provisions"), the Mandatory Provisions for Articles of Association of Companies to be Listed Overseas, the Guidelines on Articles of Association of Listed Companies, the Letter of Opinions on Supplements and Amendments to the Articles of Association of Companies Listed in Hong Kong, **the Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to the Overseas Listed Companies (Guo Han [2019] No. 97),** the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"), and other relevant provisions.

Original Context	Amended Context
Article 8 Approved through a resolution at the general meeting and by relevant authorities of the state, these Articles of Association take effect on the day when the overseas-listed foreign shares issued by the Company are listed and commence dealings on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "HK Stock Exchange" or "Hong Kong Stock Exchange"), and supersede the previous articles of association of the Company which have been registered at and filed with the original competent administration for industry and commerce.	**Article 8 These Articles of Association take effect and be implemented on the day when they were** approved through a resolution at the general meeting ~~and by relevant authorities of the state, these Articles of Association take effect on the day when the overseas-listed foreign shares issued by the Company are listed and commence dealings on The Stock Exchange of Hong Kong Limited (hereinafter referred to as "HK Stock Exchange" or "Hong Kong Stock Exchange"), and supersede the previous articles of association of the Company which have been registered at and filed with the original competent administration for industry and commerce~~. **Any proposed amendment to these Articles of Association should be formulated by the Board and shall come into effect from the date of approval at the general meeting.**
Article 17 The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as "domestic shares". The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as "foreign shares". The foreign shares that are listed overseas shall be referred to as "overseas-listed foreign shares". A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.	**Article 17** The shares issued by the Company to investors inside the PRC for subscription in Renminbi shall be referred to as "domestic shares". The shares issued by the Company to investors outside the PRC for subscription in foreign currency shall be referred to as "foreign shares". The foreign shares that are listed overseas shall be referred to as "overseas-listed foreign shares". A holder of domestic shares and a holder of overseas-listed foreign shares are both holders of ordinary shares and shall have the same obligations and rights.

Original Context	Amended Context
The term "foreign currency" in the preceding paragraph shall refer to the lawful currency freely convertible in other countries or regions (other than RMB), which is recognized by state foreign exchange authority and acceptable to pay for the shares.	The term "foreign currency" in the preceding paragraph shall refer to the lawful currency freely convertible in other countries or regions (other than RMB), which is recognized by state foreign exchange authority and acceptable to pay for the shares.
The overseas-listed foreign shares issued by the Company which are listed in Hong Kong are referred to as H shares, namely, the RMB-denominated shares approved by the Hong Kong Stock Exchange for listing whose subscription and trading are in Hong Kong dollars.	The overseas-listed foreign shares issued by the Company which are listed in Hong Kong are referred to as H shares, namely, the RMB-denominated shares approved by The Stock Exchange of Hong Kong Limited (hereinafter referred to as "HK Stock Exchange" or "Hong Kong Stock Exchange") for listing whose subscription and trading are in Hong Kong dollars.
Approved by securities regulatory authorities under the State Council, the Company's domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas-listed foreign shares.	Approved by securities regulatory authorities under the State Council, the Company's domestic shares may be listed and traded on an overseas stock exchange and converted into overseas-listed foreign shares. Upon conversion of such shares into overseas-listed foreign shares, listing and trading of such shares on overseas stock exchanges shall comply with the regulatory procedure, regulations and requirements of the foreign security markets. The conversion of domestic shares into overseas-listed foreign shares and listing on an overseas stock exchange shall not require the convening of a **general meeting or** class meeting. The converted overseas-listed foreign shares shall belong to the same class of shares as the existing overseas-listed foreign shares.

Original Context	Amended Context
Article 47 No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.	**Article 47** ~~No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.~~ **Where PRC laws and regulations and the securities regulatory rules of the places where the Company's shares are listed stipulate on the period of closure of the register of shareholders prior to a shareholders' general meeting or the reference date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.**
Article 75 Where a general meeting is convened by the Company, it shall issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting. When calculating the time limit of the notice, the date of the meeting convened shall be excluded.	**Article 75** Where an annual general meeting is convened by the Company, it shall **inform all shareholders of the time and venue of the meeting and the matters to be considered thereat 20 Hong Kong business days before the meeting is held, and where an extraordinary general meeting is convened, it shall inform all shareholders 10 Hong Kong business days or 15 days (whichever is earlier) before the meeting is held. The announcement of a general meeting served on the holders of overseas-listed foreign shares shall be published through the website of or in one or more newspapers designated by the Hong Kong Stock Exchange. Upon the publication of the announcement, all holders of overseas-listed foreign shares shall be deemed to have received announcement of the relevant general meeting.** ~~issue a written notice 45 days prior to the meeting to notify all the registered shareholders of the matters proposed to be considered as well as the date and place of the meeting. Shareholders who intend to attend the general meeting shall deliver their written replies to the Company 20 days prior to the convening of the meeting.~~ When calculating the time limit of the notice, the date of the meeting convened shall be excluded.

Original Context	Amended Context
Article 76 The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting. An extraordinary general meeting shall not make decision on matters not specified in the notice.	**Article 76** ~~The Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting in accordance with the written replies received 20 days prior to the convening of the general meeting. If the number of voting shares represented by the shareholders who intend to attend the meeting reaches one half of the total number of the Company's voting shares, the Company shall convene the general meeting. If not, the Company shall within 5 days notify the shareholders again by publishing an announcement stating the matters to be considered as well as the date and place of the meeting. Upon notifying by the announcement, the Company is entitled to convene the general meeting.~~ ~~An extraordinary~~ **A** general meeting shall not ~~make decision~~ **pass a resolution** on matters not specified in the notice.

Original Context	Amended Context
Article 79 Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement. The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of 45 and 50 days before convening the meeting. Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.	**Article 79** Notice of general meeting shall be served to the shareholder (whether has voting right on general meeting or not) either by hand or by post in a prepaid mail, addressed to such shareholder at his registered address as shown in the register of shareholders, or by publication on the Company's website or other website designated by stock exchange where the Company's shares are listed, subject to compliance with applicable laws, regulations and listing rules. For holders of domestic shares, the notice of a general meeting may also be given by publishing an announcement. The announcement referred to in the preceding paragraph shall be published in one or more newspapers designated by the securities regulatory authority under the State Council within the period of ~~45 and 50 days before convening the meeting~~ **20 Hong Kong business days before an annual general meeting is held, or 10 Hong Kong business days or 15 days (whichever is earlier) before an extraordinary general meeting is held.** Once the announcement is published, all holders of domestic shares shall be deemed to have received the notice in relation to the general meeting.

Original Context	Amended Context
Article 115 When the Company is to hold a class meeting, it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company. If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting. If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.	**Article 115** When the Company is to hold a class meeting, **the time limit for issuing a written notice shall be the same as the written notice period for the non-class shareholders meeting to be convened on the same day of such class meeting. The written notice shall notify all the registered shareholders of the said class of the matters to be considered at the meeting, and the date and venue of the meeting.** ~~it shall issue a written notice 45 days prior to the meeting informing all the registered shareholders of that class of the matters to be considered at the meeting as well as the date and venue of the meeting. Shareholders who intend to attend the meeting shall, within 20 days prior to the day of the meeting, deliver their written replies regarding their attendance to the Company.~~ **When calculating the aforesaid time limit, the date of the meeting convened shall be excluded.** ~~If the number of the voting shares represented by the shareholders intending to attend the meeting is more than one half of the total number of voting shares of that class at the meeting, the Company may hold the class meeting. If not, the Company shall within 5 days inform the shareholders once again of the matters to be considered at the meeting and the date and venue of the meeting in the form of a public announcement. Upon notification by a public announcement, the Company may hold the class meeting.~~ If there are any special requirements under the listing rules of the stock exchange(s) of the place(s) where the Company's shares are listed, such requirements shall prevail.