
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to 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 accompanying form of proxy and the reply slip 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 Co., Ltd.

Stock code: 2120

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AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2019

The Company will convene the EGM at 9:00 a.m. on Monday, October 21, 2019, at Conference Room, 12th Floor, Building No. 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the PRC.

A letter from the Board is set out on pages 3 to 6 of this circular.

The EGM Notice is set out on pages 7 to 9 of this circular.

If you intend to attend the EGM, please complete and return the enclosed reply slip in accordance with the instructions printed thereon as soon as possible and in any event by Monday, September 30, 2019.

Whether or not you are able to attend the EGM, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 24 hours before the time scheduled for holding the EGM (i.e. before 9:00 a.m. on Sunday, October 20, 2019) (or any adjourned meeting thereof). Completion and delivery of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

September 5, 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of the First Extraordinary General Meeting for the Year 2019	7

DEFINITIONS

In this circular, unless the context otherwise indicates, the following definitions shall have the following meaning.

“EGM”	the first extraordinary general meeting of the Company for the year 2019 to be convened and held at 9:00 a.m. on Monday, October 21, 2019
“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
“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)
“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)

DEFINITIONS

“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Macau”	the Macau Special Administration Region of the PRC
“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, Macau and Taiwan
“EGM Notice”	the notice for convening the EGM as set out on pages 7 to 9 of this circular
“RMB”	the lawful currency of the PRC
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“%”	percentage ratio

LETTER FROM THE BOARD



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 Director:

GUAN Weili (管偉立) (*Chairman*)

WANG Lianyue (王蓮月)

WANG Hongyue (王紅月)

Non-executive Director:

YANG Yang (楊揚)

LIN Lijun (林利軍)

Independent Non-executive Director:

CHONG Yat Keung (莊一強)

HUANG Zhi (黃智)

GOT Chong Key Clevin (葛創基)

The Secretary

Dear Sir or Madam,

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION
AND
NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING
FOR THE YEAR 2019**

I. INTRODUCTION

The purpose of this circular is to provide you with the EGM Notice and the information reasonably necessary to enable you to vote for, against or abstain from voting on the resolution in relation to the amendments to the Articles of Association.

The amendments to the Articles of Association will be considered by a special resolution proposed by the Shareholders at the EGM.

II. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the Decision of the Standing Committee of the National People's Congress on Amending the Company Law of the People's Republic of China (《全國人民代表大會常務委員會關於修改〈中華人民共和國公司法〉的決定》) adopted at the 6th meeting of the

LETTER FROM THE BOARD

Standing Committee of the 13th National People's Congress on October 26, 2018, the Board proposed to amend the Articles of Association in consideration of the actual situation of the Company. The specific amendments are as follows:

Original Context	Amended Context
Article 31 The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedures and in accordance with the procedures provided for in these Articles of Association, and submit the same to the relevant state authorities for approval: (1) Cancellation of shares in order to reduce the Company's registered capital; (2) Merger with another company holding share certificates in a company; (3) As a token of reward, distribution of shares to staffs of the Company; (4) Acquisition of shares held by shareholders (upon their request) who dissent from any resolution proposed in any general meeting on the merger or division of the Company; (5) Other circumstances where the laws and administrative regulations so permit. Apart from the conditions mentioned above, the Company does not carry out any activities for dealing in the Company's shares.	Article 31 The Company may, in the following circumstances, repurchase its own issued outstanding shares according to legal procedures and in accordance with the procedures provided for in these Articles of Association, and submit the same to the relevant state authorities for approval: (1) Cancellation of shares in order to <u>Reduce</u> the Company's registered capital; (2) Merger with another company holding share certificates <u>shares</u> in the Company; (3) As a token of reward, distribution of shares to staffs of the Company <u>Utilising its shares in the employee share ownership scheme or for share incentive;</u> (4) Acquisition of shares held by shareholders (upon their request) who dissent from any resolution proposed in any general meeting on the merger or division of the Company; (5) Other circumstances where the laws and administrative regulations so permit. (5) Utilising the shares for conversion to corporate bonds which are convertible into shares issued by the listed company; (6) Where it is necessary to safeguard the value of the listed company and the interests of its shareholders. Apart from the conditions mentioned above, the Company does not carry out any activities for dealing in the Company's shares.

LETTER FROM THE BOARD

Original Context	Amended Context
Article 34 The acquisition of its shares by the Company for reasons set forth in Items (1) to (3) of Article 31 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. Upon the acquisition of its shares by the Company pursuant to the provisions under Article 31 hereof, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Item (3) of Article 31 hereof shall not exceed 5% of the total issued shares of the Company, and the funds used for the purpose of the acquisition shall be made available from the profit after tax of the Company. The shares so acquired shall be transferred to the employees within one year.	Article 34 The acquisition of its shares by the Company for reasons set forth in Items (1) to (3)<u>(2)</u> of Article 31 hereof shall be subject to the approval at the general meeting in accordance with the provisions hereunder. <u>The acquisition of its shares by the Company for reasons set forth in Items (3), (5) and (6) of Article 31 hereof may be subject to the approval at the Board meeting attended by more than two-thirds of the directors in accordance with the provisions hereunder.</u> Upon the acquisition of its shares by the Company pursuant to the provisions under Article 31 hereof, under the circumstance set forth in Item (1), the shares so purchased shall be cancelled within ten days after the said acquisition; under the circumstances set forth in Items (2) and (4), the shares shall be transferred or cancelled within six months. The shares repurchased pursuant to the provisions under Items (3), (5) and (6) of Article 31 hereof shall not exceed 5%<u>10%</u> of the total issued shares of the Company, and the funds used for the purpose of the acquisition shall be made available from the profit after tax of the Company. The shares so acquired shall be transferred to the employees within one year shall be transferred or cancelled within three years.

In respect of the proposed amendment to the Articles of Association, two articles are amended, and no article is added or deleted. The number of articles of the amended Articles of Association remains the same.

For the avoidance of doubt, any H share repurchased by the Company shall be conducted in accordance with rule 10.06 and other relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

This proposal has been approved by the Board, and is submitted to the EGM for Shareholders' consideration and approval by way of a special resolution.

The Articles of Association are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency, the Chinese version shall prevail.

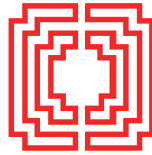
LETTER FROM THE BOARD

III. RECOMMENDATION

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

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

Zhejiang, the PRC
September 5, 2019



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 2019**

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting (the “**EGM**”) for the year 2019 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, October 21, 2019 for the purposes of considering and, if thought fit, passing the following resolution. In this EGM Notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company's circular dated September 5, 2019 (the “**Circular**”).

A RESOLUTION TO BE CONSIDERED AND APPROVED AT THE EGM

By way of a special resolution:

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

Details of the resolution proposed at the EGM are contained in the Circular of the Company dated September 5, 2019, 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
September 5, 2019

As the duly authorized representative of the Company, M. GUAN Weili, M. WANG Lian and M. WANG Hong; the duly authorized representative of the Company, M. YANG Yang and M. LIN Lijun; and the duly authorized representative of the Company, M. CHONG Ya Ke, M. HUANG Zhi and M. GOT Ching Ke.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING FOR THE YEAR 2019

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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, September 21, 2019 to Monday, October 21, 2019 (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, September 20, 2019 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, September 20, 2019 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 Monday, September 30, 2019.
- (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, October 20, 2019) 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 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 EGM is Mr. WANG Jian and his telephone number is (+86) 577 8877 1689.