

If you are in any doubt
If you have sold or transferred
H.K.E.C. or L.M.
E.H.K.L.M.



康宁

Wenzhou Kangning Hospital Co., Ltd.

温州康宁医院股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

(Stock Code: 2120)

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

PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016

PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND INTERNATIONAL AUDITOR OF THE COMPANY FOR THE YEAR 2016 AND AUTHORIZATION TO THE BOARD TO FIX THEIR REMUNERATION FOR THE YEAR 2016

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

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

REPORT OF THE BOARD FOR THE YEAR 2015

REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

PROPOSED AMENDMENTS TO THE ARTICLES

GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND/OR H SHARES

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

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

AGM, Mr. , 28 Feb 1, CBD., C. 9
AGM, M 24, 2016.
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AGM

April 29, 2016

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Weih Kaigong Hospital Co., Ltd.
温州康宁医院股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

(SIC code: 2120)

Executive Directors:

GUAN JIAN (关坚) (Chairman)

WANG LI (王立) (王月)

WANG HONGYUE (王红月)

Non-executive Directors:

ANG (安)

HE (何欣)

Independent non-executive Directors:

CHENG KE (程克)

HUANG (黄)

WANG FULI (王福力)

To the Shareholders

Dear Members,

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

PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016

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INTERNATIONAL AUDITOR OF THE COMPANY FOR THE YEAR 2016 AND
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FOR THE YEAR 2016**

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

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GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND/OR H SHARES

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

LETTER FROM THE BOARD

I. INTRODUCTION

1. [REDACTED], [REDACTED], [REDACTED] [REDACTED] AGM;
2. [REDACTED] 2015 ([REDACTED]);
3. [REDACTED] 2015;
4. [REDACTED] 2016;
5. [REDACTED] Mr. G [REDACTED] K [REDACTED] Dr [REDACTED];
6. [REDACTED] Dr [REDACTED] C [REDACTED];
7. [REDACTED] 2015;
8. [REDACTED] 2015;
9. [REDACTED] Ar [REDACTED];
10. [REDACTED] B [REDACTED] Dr [REDACTED] / rH [REDACTED];
11. [REDACTED] Dr [REDACTED] 2015.

LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on 29 April 2016, the Board of Directors presented to the shareholders the financial report for the year 2015 (including the audited financial statements) and the annual general meeting of the Company approved the financial report for the year 2015 (including the audited financial statements) on 29 April 2016.

III. PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

1. Proposed final dividend distribution plan for the year 2015

At the annual general meeting of the Company held on 29 April 2016, the Board of Directors presented to the shareholders the financial report for the year 2015 (including the audited financial statements) and the annual general meeting of the Company approved the financial report for the year 2015 (including the audited financial statements) on 29 April 2016. The Board of Directors also proposed a final dividend distribution plan for the year 2015 (including the audited financial statements) of HK\$0.25 per share in cash to the shareholders of the Company as at the closing of business on 31 December 2015, subject to the approval of the shareholders of the Company at the annual general meeting of the Company. The Board of Directors also proposed a final dividend distribution plan for the year 2015 (including the audited financial statements) of HK\$0.25 per share in cash to the shareholders of the Company as at the closing of business on 31 December 2015, subject to the approval of the shareholders of the Company at the annual general meeting of the Company. The Board of Directors also proposed a final dividend distribution plan for the year 2015 (including the audited financial statements) of HK\$0.25 per share in cash to the shareholders of the Company as at the closing of business on 31 December 2015, subject to the approval of the shareholders of the Company at the annual general meeting of the Company.

The Board of Directors also proposed a final dividend distribution plan for the year 2015 (including the audited financial statements) of HK\$0.25 per share in cash to the shareholders of the Company as at the closing of business on 31 December 2015, subject to the approval of the shareholders of the Company at the annual general meeting of the Company. The Board of Directors also proposed a final dividend distribution plan for the year 2015 (including the audited financial statements) of HK\$0.25 per share in cash to the shareholders of the Company as at the closing of business on 31 December 2015, subject to the approval of the shareholders of the Company at the annual general meeting of the Company.

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LETTER FROM THE BOARD

2. Closure of Register of Members for H Shares

The Board of Directors of the Company, on 14 July 2016, resolved to close the register of members of the Company for H Shares from 12:00 noon on Friday, 17 July 2016 to 4:00 pm on Friday, 19 July 2016. The Company's registered office is located at 17/F, Hongkong Land (Central) Limited, 1712-1716, Des Voeux Road East, Hong Kong. The Company's head office is located at 17/F, Hongkong Land (Central) Limited, 1712-1716, Des Voeux Road East, Hong Kong. The Company's share registrar is located at 8/F, 17/F, Hongkong Land (Central) Limited, 1712-1716, Des Voeux Road East, Hong Kong. The Company's share registrar is located at 8/F, 17/F, Hongkong Land (Central) Limited, 1712-1716, Des Voeux Road East, Hong Kong.

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3. Taxation

In the People's Republic of China (the PRC), the Company is a resident enterprise for tax purposes. Pursuant to the Enterprise Income Tax Law of the PRC, effective January 1, 2008, the Company is subject to income tax at a rate of 25% on its taxable income. The Company is a resident enterprise for tax purposes in Hong Kong. Pursuant to the Income Tax Ordinance of Hong Kong, the Company is subject to income tax at a rate of 16.5% on its taxable income. The Company is also subject to income tax in the United States. Pursuant to the Internal Revenue Code of the United States, the Company is a resident alien for tax purposes and is subject to income tax at a rate of 30% on its taxable income. The Company is also subject to income tax in the Cayman Islands. Pursuant to the Income Tax Ordinance of the Cayman Islands, the Company is not subject to income tax in the Cayman Islands.

In the PRC, the Company is a resident enterprise for tax purposes. Pursuant to the Enterprise Income Tax Law of the PRC, effective January 1, 2008, the Company is subject to income tax at a rate of 25% on its taxable income. The Company is also subject to income tax in the United States. Pursuant to the Internal Revenue Code of the United States, the Company is a resident alien for tax purposes and is subject to income tax at a rate of 30% on its taxable income. The Company is also subject to income tax in the Cayman Islands. Pursuant to the Income Tax Ordinance of the Cayman Islands, the Company is not subject to income tax in the Cayman Islands.

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LETTER FROM THE BOARD

IV. PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016

At the annual general meeting of the Company held on 11 November 2015, the Board of Directors of the Company has approved the financial budget for the year 2016. For the year 2016, the Company's financial budget is as follows:

Revenue: MB76.8 million, MB2.0 million, MB288.5 million, and MB1.0 million.

V. PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND INTERNATIONAL AUDITOR OF THE COMPANY FOR THE YEAR 2016 AND AUTHORIZATION TO THE BOARD TO FIX THEIR REMUNERATION FOR THE YEAR 2016

At the annual general meeting of the Company held on 11 November 2015, the Board of Directors of the Company has approved the re-appointment of the domestic auditor and international auditor of the Company for the year 2016. The Board of Directors of the Company has also authorized the Board of Directors to fix their remuneration for the year 2016.

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

1. Proposed Resignation of Mr. WONG Raymond Fook Lam

In March 2016, Mr. NG Fook Lam (Mr. Wong) resigned from the Board of Directors of the Company. The Board of Directors of the Company has approved the resignation of Mr. Wong from the Board of Directors of the Company. The Board of Directors of the Company has also approved the appointment of Mr. GOT CHONG KEY CLEVIN as an independent non-executive director of the Company. The Board of Directors of the Company has also authorized the Board of Directors to fix his remuneration for the year 2016.

LETTER FROM THE BOARD

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

Article 19:

Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company may issue not more than 17,600,000 H shares.

Upon completion of the aforesaid issue of H shares, if the Over-allotment Option is not exercised, the Company has a registered capital of RMB70,400,000. The shareholding structure is as follows: 70,400,000 ordinary shares, comprising 17,600,000 H shares and 52,800,000 domestic shares, including:

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

LETTER FROM THE BOARD

Upon completion of the aforesaid issue of H shares (including the exercise of the Over-allotment Option), the Company has a registered capital of RMB73,040,000. The shareholding structure is as follows: 73,040,000 ordinary shares, comprising 20,240,000 H shares and 52,800,000 domestic shares, including:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	19,810,250	27.1225%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	21.0632%
3.	Wang Hongyue	5,304,350	7.2623%
4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	5.2557%
5.	Wang Lianyue	3,794,500	5.1951%
6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	3.6523%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.1125%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3532%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2725%
10.	Public shareholders of H shares	20,240,000	27.7108%
	Total	73,040,000	100%

Article 23:

At its establishment, the Company had a registered capital of RMB50,000,000. Prior to the issuance of H shares, the Company had a registered capital of RMB52,800,000.

Upon completion of the aforesaid issue of H shares, if the Over-allotment Option is not exercised, the registered capital of the Company is RMB70,400,000; if the Over-allotment Option is exercised, the maximum registered capital of the Company is RMB73,040,000. Based on the actual situation regarding the issuance, the Company shall undergo formalities regarding the change of registration with the competent administration for industry and commerce in respect of the changes of registered capital, and shall file the same to the State Council authorities in charge of securities.

LETTER FROM THE BOARD

As at 31 December 2015, the Company has issued 52,800,000 ordinary shares of HK\$0.10 each, of which 20,240,000 shares are held by the public. The Company has also issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public. The Company has also issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public. The Company has also issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public.

(i) The Company has issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public.

(ii) The Company has issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public.

(iii) The Company has issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public.

(iv) The Company has issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public.

The Company has issued 10,560,000 shares of HK\$0.10 each, of which 4,048,000 shares are held by the public.

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

The Independent Non-Executive Directors of the Company have reviewed the financial statements of the Company for the year ended 31 December 2015, and have issued their report on 15 February 2016.

(i) The Independent Non-Executive Directors of the Company have reviewed the financial statements of the Company for the year ended 31 December 2015, and have issued their report on 15 February 2016.

(ii) The Independent Non-Executive Directors of the Company have reviewed the financial statements of the Company for the year ended 31 December 2015, and have issued their report on 15 February 2016.

(iii) The Independent Non-Executive Directors of the Company have reviewed the financial statements of the Company for the year ended 31 December 2015, and have issued their report on 15 February 2016.

LETTER FROM THE BOARD

XIII. RECOMMENDATION

Director () ... Director) ...
... () ... 2015 (...
...); () ... 2015; () ...
... 2016; () ...
... C ... 2016 ... B ...
... 2016; () ... Mr. G ...
... Director; () ... Director ...
... C ...; () ... 2015; () ...
... C ... 2015; () ...
Ar ...; () ... G ... B ...; () ...
... Director ... 2015 ... C ...
... A ... , Director ...
... AGM ... AGM N ... ,

B ... B ...
Wen hou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman

...
Ar 29, 2016

NOTICE OF THE ANNUAL GENERAL MEETING

Notes:

ATTENDEES OF THE AGM

1. Eligibility and Registration Procedures for Attending the AGM

() C o r p o r a t i o n M e m b e r s F r o m t h e r e g i s t e r e d m e m b e r s h i p r e c o r d a s o f t h e c l o s i n g o f t h e A G M, t h e r e g i s t e r e d m e m b e r s h i p C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 15, 2016 (t h e " R e g i s t e r e d M e m b e r s h i p R e c o r d ") .

() D e b e n t u r e h o l d e r s H o l d e r s o f d e b e n t u r e s r e g i s t e r e d i n t h e C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " D e b e n t u r e H o l d e r R e c o r d ") .

() H o l d e r s o f s h a r e s A G M t h a t h a v e b e e n t r a n s f e r r e d t o t h e C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " T r a n s f e r r e d S h a r e R e c o r d ") .

() A r r e s t e e s / r / e s t r i c t e d s t o c k h o l d e r s I n t e r n a t i o n a l C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " A r r e s t e e s / r / e s t r i c t e d S t o c k H o l d e r R e c o r d ") .

() D e b e n t u r e h o l d e r s H o l d e r s o f d e b e n t u r e s r e g i s t e r e d i n t h e A G M C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 24, 2016.

() P r o x y h o l d e r s C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 24, 2016.

2. Pro

() A r r e s t e e s / r / e s t r i c t e d s t o c k h o l d e r s A G M t h a t h a v e b e e n t r a n s f e r r e d t o t h e C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " A r r e s t e e s / r / e s t r i c t e d S t o c k H o l d e r R e c o r d ") .

() A r r e s t e e s / r / e s t r i c t e d s t o c k h o l d e r s I n t e r n a t i o n a l C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " A r r e s t e e s / r / e s t r i c t e d S t o c k H o l d e r R e c o r d ") .

() D e b e n t u r e h o l d e r s C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " D e b e n t u r e H o l d e r R e c o r d ") .

() H o l d e r s o f s h a r e s A G M t h a t h a v e b e e n t r a n s f e r r e d t o t h e C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " T r a n s f e r r e d S h a r e R e c o r d ") .

() A r r e s t e e s / r / e s t r i c t e d s t o c k h o l d e r s I n t e r n a t i o n a l C o m p a n y R e c o r d a s o f t h e c l o s i n g o f t h e A G M, M a y 13, 2016 (t h e " A r r e s t e e s / r / e s t r i c t e d S t o c k H o l d e r R e c o r d ") .

NOTICE OF THE ANNUAL GENERAL MEETING

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

For the purpose of determining the entitlement of members to the Proposed Final Dividend, the Company will close its Register of Members for H Shares from 19:00 hours on Friday, 19, 2016 to 09:00 hours on Friday, 24, 2016 (inclusive). In order to be eligible for the Proposed Final Dividend, H Shareholders must be registered in the Register of Members of the Company as of 09:00 hours on Friday, 17, 2016.

4. Miscellaneous

() AGM will be held at the Grand Hyatt Hotel, 111th Floor, 111th Street, 1712-1716, 17th Floor, Hong Kong, 183, Des Voeux Road East, Hong Kong.

() The Company's registered office is at the Grand Hyatt Hotel, 111th Floor, 111th Street, 1712-1716, 17th Floor, Hong Kong, 183, Des Voeux Road East, Hong Kong.

() The Company's principal office is at the Grand Hyatt Hotel, 111th Floor, 111th Street, 1712-1716, 17th Floor, Hong Kong, 183, Des Voeux Road East, Hong Kong.

Notice of the AGM will be sent to the members of the Company by email, by post, by facsimile, by electronic means, by telephone, by video conference, by audio conference, by any combination of the above methods, or by any other method that the Company may determine. The contact information for the Company is as follows:
Company No.: 325000
Tel.: (+86) 577 8877 1689
Fax No.: (+86) 577 8878 9117

() The Company's AGM will be held at the Grand Hyatt Hotel, 111th Floor, 111th Street, 1712-1716, 17th Floor, Hong Kong, 183, Des Voeux Road East, Hong Kong. Mr. ANG J. will be the Chairman of the AGM. The contact information for the Company is as follows: (+86) 577 8877 1689.

