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 溫 州 康 寧 醫 院 股 份 有 限 公 司

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I. HE FRAME ORK AGREEMEN

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§ 1.1. The Company is a corporation organized under the laws of the State of Delaware. The Company's principal executive offices are located at 1000 Corporate Center Drive, Suite 200, Wilmington, Delaware 19801. The Company's telephone number is (302) 436-1000. The Company's website is www.1000cc.com.

§ 1.2. The Company is a public company as defined in Rule 3b-1 of the Securities Exchange Act of 1934. The Company's common stock is listed on the New York Stock Exchange under the symbol "1000".

§ 1.3. The Company is a U.S. company as defined in Rule 3b-1 of the Securities Exchange Act of 1934.

§ 1.4. The Company is a U.S. company as defined in Rule 3b-1 of the Securities Exchange Act of 1934.

§ 1.5. The Company is a U.S. company as defined in Rule 3b-1 of the Securities Exchange Act of 1934.

II. THE PROPOSED ACQUISITION

On February 22, 2016, the Company entered into a definitive acquisition agreement with (Wenzhou Guoda Investment Limited), a company organized under the laws of the People's Republic of China ("PRC"). The acquisition agreement provides for the acquisition of 51% of the outstanding common shares of .

The acquisition of is a significant transaction for the Company. The acquisition of will provide the Company with access to a large and growing market in the PRC. The acquisition of will also provide the Company with a significant source of revenue.

The acquisition of is subject to the approval of the Company's board of directors and the Company's stockholders. The acquisition of is also subject to the approval of the relevant regulatory authorities in the PRC.

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