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溫州康寧醫院股份有限公

- (9) To consider and approve the proposed election of Mr. Guan Weili as the executive Director of the second session of the Board;
- (10) To consider and approve the proposed election of Ms. Wang Lianyue as the executive Director of the second session of the Board;
- (11) To consider and approve the proposed election of Ms. Wang Hongyue as the executive Director of the second session of the Board;
- (12) To consider and approve the proposed election of Mr. Yang Yang as the non-executive Director of the second session of the Board;
- (13) To consider and approve the proposed election of Mr. Lin Lijun as the non-executive Director of the second session of the Board;
- (14) To consider and approve the proposed election of Mr. Chong Yat Keung as the independent non-executive Director of the second session of the Board;
- (15) To consider and approve the proposed election of Mr. Huang Zhi as the independent non-executive Director of the second session of the Board;
- (16) To consider and approve the proposed election of Mr. Got Chong Key Clevin as the independent non-executive Director of the second session of the Board;
- (17) To consider and approve the proposed election of Ms. Huang Jingou as the Shareholder representative Supervisor of the second session of the Supervisory Committee;
- (18) To consider and approve the proposed election of Mr. Qian Chengliang as the independent Supervisor of the second session of Supervisory Committee;
- (19) To consider and approve the proposed election of Mr. Ma Jinlong as the independent Supervisor of the second session of Supervisory Committee; and
- (20) To consider and approve the proposed transfer of one of the Company's properties to Mr. Chen Yuanlin.

By way of special resolutions:

- (1) To consider and approve the proposed amendment II to the Articles;
- (2) To consider and approve the proposed amendment to the Articles (draft) (effective upon completion of the Proposed A Share Offering);
- (3) To consider and approve the proposed extension of the validity period of the Proposed A Share Offering; and
- (4) To consider and approve the proposed extension of the validity period of the Authorization by the Shareholders to the Board to deal with all matters related to the Proposed A Share Offering.

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
April 28, 2017

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

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 will be closed from Monday, May 15, 2017 to Wednesday, June 14, 2017 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company before the close of business on Friday, May 12, 2017 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 Friday, May 12, 2017 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 AGM 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 AGM should return the reply slip for attending the AGM to the Company on or before Wednesday, May 24, 2017.
- (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 AGM is entitled to appoint, in written form, one or more proxies to attend and vote on his/her/its behalf. A proxy does not need to 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 for Domestic Shareholders and Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the AGM (i.e. before 9:00 a.m. on Tuesday, June 13, 2017).

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

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

For the purpose of ascertaining Shareholders who qualify for the Proposed Final Dividend, the H Share register of members of the Company will be closed from Tuesday, June 20, 2017 to Sunday, June 25, 2017 (both days inclusive). In order to qualify for the Proposed Final Dividend, H shareholders shall lodge their share certificates accompanied by the transfer documents with the the Company's share registrar of H Shares before 4:30 p.m. on Monday, June 19, 2017.

4. 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, Wan Chai, 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, 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.