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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 DOMESTIC SHAREHOLDERS' CLASS MEETING FOR THE YEAR 2017

NOTICE IS HEREBY GIVEN that the first class meeting for Domestic Shareholders for the year 2017 (the “**Domestic Shareholders' Class Meeting**”) of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) will be held at 6/F, the Ritz-Carlton Shenzhen, 116 Fuhua 3rd Road, Futian District, Shenzhen, Guangdong Province, the PRC, immediately after the annual general meeting of the Company for the year 2016 (the “**AGM**”) to be convened and held on the same date at the same place for the purposes of considering and, if thought fit, passing the following resolutions. In this notice, unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Company's circular dated April 28, 2017 (the “**Circular**”).

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE DOMESTIC SHAREHOLDERS' CLASS MEETING

By way of special resolutions:

- (1) The proposed extension of the validity period of the Proposed A Share Offering; and
- (2) 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 Domestic Shareholders' Class Meeting 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:

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 Monday, May 15, 2017 to Wednesday, June 14, 2017 (both days inclusive).
- (b) Domestic 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 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 Wednesday, May 24, 2017.
- (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. before 9:00 a.m. on Tuesday, June 13, 2017).

(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 AGM. 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.