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**Wenzhou Kangning Hospital Co., Ltd.**

**温州康宁医院股份有限公司**

*(A joint stock limited company incorporated in the People's Republic of China)*

**(Stock Code: 02120)**

**ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE  
MEETING OF THE BOARD**

**PROPOSED AMENDMENTS TO THE ARTICLES**

**AND**

**PROPOSED EXTENSION OF THE VALIDITY PERIOD  
OF THE PROPOSED A SHARE OFFERING AND  
AUTHORIZATION TO THE BOARD**

Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) held the meeting (the “**Meeting**”) of the board of directors of the Company (the “**Board**”) on March 24, 2017.

The Board hereby announces that, after due consideration, each of the following resolutions was considered and approved at the Meeting:

1. The proposed financial report for the year 2016 (including the audited financial statements)
2. The proposed profit distribution plan for the year 2016
3. The annual results announcement for the year 2016
4. The annual report for the year 2016

5. The proposed financial budget for the year 2017
6. The proposed appointment of independent auditors for the year 2017
7. The proposed change of accounting standard adopted by the Company
8. The report on internal control and risk management assessment for the year 2016
9. The report of the Board for the year 2016
10. The report of the general manager of the Company for the year 2016
11. The proposed amendment II to the articles of association of the Company (the “**Articles**”)

In accordance with relevant laws and regulations of the People’s Republic of China (the “**PRC**”), the Board proposed to amend the Articles to reflect the changes of the number of supervisors and composition of the board of supervisors of the Company.

12. The proposed amendment to the Articles (draft) (effective upon completion of the Proposed A Share Offering) (as defined in the Company’s announcement dated August 26, 2016)

In accordance with relevant laws and regulations of the PRC, the Board proposed to amend articles 185 and 186 of the Articles (draft) (effective upon completion of the Proposed A Share Offering) to reflect the changes of the number of supervisors and composition of the board of supervisors of the Company.

13. The Controlling Shareholders’ (as defined in the Company’s prospectus dated November 10, 2015 (the “**Prospectus**”)) compliance of the Non-Competition Agreement (as defined in the Prospectus)
14. The report of the independent non-executive directors of the Company for the year 2016
15. The proposed extension of the validity period of the Proposed A Share Offering

16. The proposed extension of the validity period of the authorization by the shareholders of the Company (the “**Shareholders**”) to the Board to deal with all matters related to the Proposed A Share Offering (the “**Authorization**”)

Reference is made to the announcements of the Company dated on August 26, 2016 and October 17, 2016 and the circular dated on September 1, 2016, respectively, in relation to, among other things, the Proposed A Share Offering and the Authorization.

The resolutions in respect of the the Proposed A Share Offering and the Authorization were approved by the Shareholders at the first extraordinary general meeting, the first H Shareholders’ class meeting and the first domestic Shareholders’ class meeting of the Company for the year 2016, respectively.

As the validity period of Proposed A Share Offering and the Authorization as approved at above meetings will expire soon, the Board proposes, subject to the approvals to be sought from the Shareholders at Company’s annual general meeting for the year 2016 (the “**AGM**”), the first H Shareholders’ class meeting for the year 2017 and the first domestic Shareholders’ class meeting for the year 2017 (collectively, the “**Class Meetings**”), to extend the period of validity of the resolutions in respect of the Proposed A Share Offering and the Authorization for another 12-month period from the date when this proposal is considered and approved by the Shareholders at the AGM and Class Meetings.

17. The proposed election of Mr. Guan Weili as the executive director of the second session of the Board
18. The proposed election of Ms. Wang Lianyue as the executive director of the second session of the Board
19. The proposed election of Ms. Wang Hongyue as the executive director of the second session of the Board
20. The proposed election of Mr. Yang Yang as the non-executive director of the second session of the Board
21. The proposed election of Mr. Lin Lijun as the non-executive director of the second session of the Board
22. The proposed election of Mr. Chong Yat Keung as the independent non-executive director of the second session of the Board
23. The proposed election of Mr. Huang Zhi as the independent non-executive director of the second session of the Board

24. The proposed election of Mr. Got Chong Key Clevin as the independent non-executive director of the second session of the Board
25. The proposed transfer of one of the Company's properties to Mr. Chen Yuanlin
26. The report of fairness of related party transactions of the Company during January 1, 2014 to December 31, 2016
27. The proposed convening of the AGM and Class Meetings

Items 1, 2, 5, 6, 7, 9, 11, 12, 14 to 24 and 25 of above resolutions shall be submitted to the AGM for consideration, items 15 and 16 of above resolutions shall be submitted to the Class Meetings for consideration. A circular containing, among other things, information in relation to items 1, 2, 5, 6, 7, 9, 11, 12, 14 to 24 and 25 of above resolutions will be dispatched to the Shareholders in due course.

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

Zhejiang, the PRC  
March 27, 2017

*As of the date of this announcement, the Company's 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.*