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Wenzhou Kangning Hospital Co., Ltd.

溫州康寧醫院股份有限公司

(a t t c t ed ab t c a c q ed t he Pe e' Re , b c f Ch a)
(Stock Code: 2120)

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

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) for the year 2015 of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) will be held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD., Shenzhen, China at 9 a.m. on Tuesday, June 14, 2016 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 29, 2016 (the “**Circular**”).

RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE AGM

By way of ordinary resolutions:

- (1) to consider and approve the financial report for the year 2015 (including the audited financial statements);
- (2) to consider and approve the proposed final dividend distribution plan for the year 2015;
- (3) to consider and approve the proposed financial budget for the year 2016;
- (4) to consider and approve the proposed re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the domestic auditor and the international auditor of the Company, respectively, to hold office until the conclusion of the next annual general meeting of the Company and the authorization to the Board to fix their remuneration for the year 2016;

- (5) to consider and approve the appointment of Mr. GOT Chong Key Clevin as an independent non-executive Director;
- (6) to consider and approve the proposed plan to adjust the remuneration of certain Directors and certain senior management members of the Company;
- (7) to consider and approve the report of the Board for the year 2015;
- (8) to consider and approve the report of the Supervisory Committee for the year 2015; and
- (9) to consider and approve the report of the independent non-executive Directors for the year 2015.

By way of special resolutions:

- (10) to consider and approve the proposed amendments to the Articles (the details of which are set out in “X. Proposed Amendments to Articles” in “Letter from the Board” in the Circular); and
- (11) to consider and approve the proposed grant of a general mandate to the Board to issue Domestic Shares and/or H Shares (the details of which are set out in “XI. Proposed Grant of General Mandate to the Board to Issue Domestic Shares and/or H Shares” in “Letter from the Board” in the Circular).

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 29, 2016

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. WONG Raymond Fook Lam.

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 Sunday, May 15, 2016 to Tuesday, June 14, 2016 (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 13, 2016 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 13, 2016 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 Tuesday, May 24, 2016.
- (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.
- (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 Sunday, June 19, 2016 to Friday, June 24, 2016 (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 Friday, June 17, 2016.

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
Post 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.