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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings.

AGM – the annual general meeting of the Company held on 14 June 2015 and the annual general meeting of the Company held on 14 June 2016

AGM N – the annual general meeting of the Company held on 18 June 2015

A – the company incorporated in the Cayman Islands, the name of which is set out in the Schedule to this circular

B – the company incorporated in the Cayman Islands

C – the company incorporated in the Cayman Islands, the name of which is set out in the Schedule to this circular, which is a wholly-owned subsidiary of the Company, and which is a subsidiary of the Company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance")

D – the company incorporated in the Cayman Islands

D – the company incorporated in the Cayman Islands, the name of which is set out in the Schedule to this circular, which is a wholly-owned subsidiary of the Company, and which is a subsidiary of the Company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance")

D – the company incorporated in the Cayman Islands

G – the company incorporated in the Cayman Islands, the name of which is set out in the Schedule to this circular, which is a wholly-owned subsidiary of the Company, and which is a subsidiary of the Company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance")

H – the company incorporated in the Cayman Islands, the name of which is set out in the Schedule to this circular, which is a wholly-owned subsidiary of the Company, and which is a subsidiary of the Company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) (the "Companies Ordinance")

H – the company incorporated in the Cayman Islands

HK\$ – the currency of Hong Kong

DEFINITIONS

<p>H, K, L</p>	<p>H, K, L, A, C</p>
<p>H, K, L</p>	<p>G, L, E, H, K, L, C</p>
<p>H, K, E</p>	<p>E, H, K, L</p>
<p>L, D</p>	<p>A 22, 2016, C</p>
<p>M</p>	<p>M, A, C</p>
<p>B, C</p>	<p>B, C (中國人民銀行)</p>
<p>C, C</p>	<p>C, H, K, M, C</p>
<p>D</p>	<p>J 24, 2016</p>
<p>MB</p>	<p>C</p>
<p>F</p>	<p>F, (C 571, H, K), C</p>
<p>()</p>	<p>() f C</p>
<p>()</p>	<p>() f ()</p>
<p>()</p>	<p>H, K, L</p>
<p>()</p>	<p>() f C</p>
<p>C</p>	<p>C</p>
<p>%</p>	<p></p>

LETTER FROM THE BOARD



康宁

Weih Kaigong Hospital Co., Ltd.
温州康宁医院股份有限公司

(a joint stock limited liability company incorporated in the People's Republic of China)

(SIC code: 2120)

Executive Directors:

GUAN Weili (管偉立) (Chairman)

WANG Lanyue (王蓮月)

WANG Hongyue (王紅月)

Non-executive Directors:

ANG Yang (楊揚)

HE Xin (何欣)

Independent non-executive Directors:

CHENG Ke (莊一強)

HUANG Zhi (黃智)

HUANG Fulin (黃福霖)

To the Shareholders

Dear Shareholders,

**FINANCIAL REPORT FOR THE YEAR 2015 (INCLUDING THE AUDITED
FINANCIAL STATEMENTS)**

PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016

**PROPOSED RE-APPOINTMENT OF DOMESTIC AUDITOR AND
INTERNATIONAL AUDITOR OF THE COMPANY FOR THE YEAR 2016 AND
AUTHORIZATION TO THE BOARD TO FIX THEIR REMUNERATION
FOR THE YEAR 2016**

**PROPOSED APPOINTMENT OF MR. GOT CHONG KEY CLEVIN
AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR**

**PROPOSED PLAN TO ADJUST THE REMUNERATION OF CERTAIN DIRECTORS
AND CERTAIN SENIOR MANAGEMENT MEMBERS OF THE COMPANY**

REPORT OF THE BOARD FOR THE YEAR 2015

REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

PROPOSED AMENDMENTS TO THE ARTICLES

GENERAL MANDATE TO ISSUE DOMESTIC SHARES AND/OR H SHARES

**REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS
FOR THE YEAR 2015**

LETTER FROM THE BOARD

II. FINANCIAL REPORT FOR THE YEAR 2015 (INCLUDING THE AUDITED FINANCIAL STATEMENTS)

At the Annual General Meeting (AGM) of the Company held on 29th March 2016, the Board of Directors presented the financial statements for the year ended 31st March 2015 (the "Financial Statements") to the shareholders. The Financial Statements are set out in the Annual Report for 2015 (the "Annual Report") dated 29th March 2016.

III. PROPOSED FINAL DIVIDEND DISTRIBUTION PLAN FOR THE YEAR 2015

1. Proposed final dividend distribution plan for the year 2015

At the AGM held on 24th March 2016, the Board of Directors proposed a final dividend of MB56.3 million for the year ended 31st March 2015 (the "Proposed Final Dividend"). The Proposed Final Dividend is subject to the approval of the shareholders at the AGM. The Proposed Final Dividend is to be paid to the shareholders of record as at the close of business on 31st March 2015, who are entitled to receive the Proposed Final Dividend. The Proposed Final Dividend is to be paid in cash to the shareholders of record as at the close of business on 31st March 2015, who are entitled to receive the Proposed Final Dividend. The Proposed Final Dividend is to be paid in cash to the shareholders of record as at the close of business on 31st March 2015, who are entitled to receive the Proposed Final Dividend. The Proposed Final Dividend is to be paid in cash to the shareholders of record as at the close of business on 31st March 2015, who are entitled to receive the Proposed Final Dividend.

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LETTER FROM THE BOARD

3. Taxation

Under the Income Tax Ordinance (中華人民共和國企業所得稅法) of the People's Republic of China, effective from January 1, 2008, the corporate income tax rate for companies established in the Mainland of China is 25%. For companies established in Hong Kong, the corporate income tax rate is 16.5%. For companies established in the United States, the corporate income tax rate is 21%. For companies established in other countries, the corporate income tax rate is determined by the laws of that country.

If a company is a resident of Hong Kong, the corporate income tax rate is 16.5%. If a company is a resident of the United States, the corporate income tax rate is 21%. If a company is a resident of another country, the corporate income tax rate is determined by the laws of that country. The corporate income tax rate for companies established in the Mainland of China is 25%. The corporate income tax rate for companies established in Hong Kong is 16.5%. The corporate income tax rate for companies established in the United States is 21%. The corporate income tax rate for companies established in other countries is determined by the laws of that country.

LETTER FROM THE BOARD

2. Proposed Appointment of Mr. GOT Chong Ke Cle in

At a meeting of the Board of Directors of the Company held on 24, 2016, the Board of Directors (Mr. Got_) has resolved to appoint Mr. GOT Chong Ke Cle as a Director of the Company.

At the Annual General Meeting of the Company held on 24, 2016, the AGM has resolved to appoint Mr. GOT Chong Ke Cle as a Director of the Company.

Mr. GOT Chong Ke Cle has been appointed as a Director of the Company with effect from 24, 2016. His remuneration is fixed at MB70,000 per annum. Mr. GOT Chong Ke Cle has been appointed as a Director of the Company with effect from 24, 2016. His remuneration is fixed at MB70,000 per annum. Mr. GOT Chong Ke Cle has been appointed as a Director of the Company with effect from 24, 2016. His remuneration is fixed at MB70,000 per annum.

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LETTER FROM THE BOARD

The aforesaid scope of business shall be subject to the items approved by the competent administration for industry and commerce.

Article 19:

Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company may issue not more than 17,600,000 H shares.

Upon completion of the aforesaid issue of H shares, if the Over-allotment Option is not exercised, the Company has a registered capital of RMB70,400,000. The shareholding structure is as follows: 70,400,000 ordinary shares, comprising 17,600,000 H shares and 52,800,000 domestic shares, including:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	19,810,250	28.1396%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	21.8530%
3.	Wang Hongyue	5,304,350	7.5346%
4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	5.4528%
5.	Wang Lianyue	3,794,500	5.3899%
6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	3.7892%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.1918%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3665%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2827%
10.	Public shareholders of H shares	17,600,000	25.0000%
	Total	70,400,000	100%

LETTER FROM THE BOARD

If the Over-allotment Option is fully exercised, the Company has a registered capital of RMB73,040,000. The shareholding structure is as follows: 73,040,000 ordinary shares, comprising 20,240,000 H shares and 52,800,000 domestic shares, including:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	19,810,250	27.1225%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	21.0632%
3.	Wang Hongyue	5,304,350	7.2623%
4.	Beijing CDH Weixin Venture Capital L.P.	3,838,754	5.2557%
5.	Wang Lianyue	3,794,500	5.1951%
6.	Beijing CDH Weisen Venture Capital L.P.	2,667,605	3.6523%
7.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.1125%
8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3532%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2725%
10.	Public shareholders of H shares	20,240,000	27.7108%
Total		73,040,000	100%

..... f

Upon the establishment of the Company, as approved by China Securities Regulatory Commission (the “CSRC”) and the Hong Kong Stock Exchange, the Company has issued not more than 20,240,000 H shares (including H shares issued upon the exercise of the Over-allotment Option).

LETTER FROM THE BOARD

Upon completion of the aforesaid issue of H shares (including the exercise of the Over-allotment Option), the Company has a registered capital of RMB73,040,000. The shareholding structure is as follows: 73,040,000 ordinary shares, comprising 20,240,000 H shares and 52,800,000 domestic shares, including:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	19,810,250	27.1225%
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8.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3532%
9.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2725%
10.	Public shareholders of H shares	20,240,000	27.7108%
	Total	73,040,000	100%

At its establishment, the Company had a registered capital of RMB50,000,000. Prior to the issuance of H shares, the Company had a registered capital of RMB52,800,000.

Upon completion of the aforesaid issue of H shares, if the Over-allotment Option is not exercised, the registered capital of the Company is RMB70,400,000; if the Over-allotment Option is exercised, the maximum registered capital of the Company is RMB73,040,000. Based on the actual situation regarding the issuance, the Company shall undergo formalities regarding the change of registration with the competent administration for industry and commerce in respect of the changes of registered capital, and shall file the same to the State Council authorities in charge of securities.

LETTER FROM THE BOARD

At its establishment, the Company had a registered capital of RMB50,000,000. Prior to the issuance of H shares, the Company had a registered capital of RMB52,800,000.

Upon completion of the aforesaid issue of H shares, the registered capital of the Company is RMB73,040,000.

XI. PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD TO ISSUE DOMESTIC SHARES AND/OR H SHARES

The Board proposes to grant a general mandate to the Board to issue Domestic Shares and/or H Shares at the AGM:

(1) To grant the Board (including the Board members), the Company's wholly-owned subsidiaries, H, K, L and A, the authority to issue Domestic Shares and/or H Shares up to 20% of the Company's issued share capital at the time of the AGM;

(2) To grant the Board (including the Board members), the Company's wholly-owned subsidiaries, H, K, L and A, the authority to issue Domestic Shares and/or H Shares up to 20% of the Company's issued share capital at the time of the AGM;

(3) To grant the Board (including the Board members), the Company's wholly-owned subsidiaries, H, K, L and A, the authority to issue Domestic Shares and/or H Shares up to 20% of the Company's issued share capital at the time of the AGM;

(4) To grant the Board (including the Board members), the Company's wholly-owned subsidiaries, H, K, L and A, the authority to issue Domestic Shares and/or H Shares up to 20% of the Company's issued share capital at the time of the AGM;

LETTER FROM THE BOARD

As of December 31, 2015, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company. At the AGM, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company. At the AGM, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company.

- (i) ...;
- (ii) ...;
- (iii) ...;
- (iv) ... AGM.

As of December 31, 2015, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company. At the AGM, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company.

XII. REPORT OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS FOR THE YEAR 2015

- As of December 31, 2015, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company. At the AGM, the Company had 52,800,000 shares of common stock outstanding, of which 20,240,000 shares were held by the Company.
- (i) ...;
 - (ii) ...;
 - (iii) ...;

NOTICE OF THE ANNUAL GENERAL MEETING

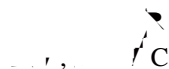
- (6) ... f ... D ...
... f ... C ... ;
- (7) ... f ... B ... 2015;
- (8) ... f ... C ... f ... 2015;
- (9) ... f ... D ... f ... 2015.

B a of special resolutions:

- (10) ... A ... (... f ...
... A ... L ... B ... C ...);
- (11) ... f ... B ... D ...
... /H ... (... f ... I ... G ... f G ... M ...
... B ... I ... D ... /H ... L ... B ... C ...);

D ... f ... AGM ... C ...
... f H ... K ... E ... C ... L ... (...) ... f
C ... (...).

B ... f ... B ...
Wen hou Kangning Hospital Co., Ltd.
GUAN Weili
Chairman


A ... 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.

NOTICE OF THE ANNUAL GENERAL MEETING

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

The Register of Members for H Shares of the Company will be closed for the purpose of determining the eligibility of members for the proposed final dividend of HK\$0.10 per share from 19 June 2016 to 24 June 2016 (inclusive). The Register of Members for H Shares will be closed from 4:30 p.m. on 17 June 2016.

4. Miscellaneous

- () The AGM will be held at the AGM Venue.
- () The Company's H Shares, Class H, are listed on the Exchange, 1712-1716, 17/F, H. C., 183 E., H. K.
- () The Company's H Shares are listed on the Exchange:
N. 1, H. D.,
C. : 325000
Tel. N. : (+86) 577 8877 1689
Fax N. : (+86) 577 8878 9117
- () The AGM will be held at the AGM Venue (+86) 577 8877 1689.

