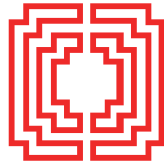


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溫州康寧醫院股份有限公司
Wenzhou Kangning Hospital Co., Ltd.
(A joint stock limited liability company incorporated in the People's Republic of China)
Stock code: 2120

ANNOUNCEMENT OF THE RESOLUTIONS PASSED AT THE EIGHTH MEETING OF THE SECOND SESSION OF THE BOARD

Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) convened the meeting of the board of directors (the “**Board**”) on August 20, 2018 (the “**Meeting**”).

The Board hereby announces that, among other matters, the following resolutions were approved at the Meeting:

I. Proposal on the Additional Registered Capital by the Company

In accordance with the general mandate granted to the Board to issue additional domestic shares considered and approved at the 2017 annual general meeting of the Company (“**2017 AGM**”) and *Proposal on Additional Issuance of Domestic Shares of the Company in Mainland China* considered and approved at the seventh meeting of the second session of the Board of the Company. The Company issued 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥)), Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥)), Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥)), Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)) and Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)), the Employees' Shareholding Platform, at a price of issuance of RMB10.47 per share. The total proceeds amounted to RMB 25,756,200, of which RMB2,460,000 shall be included in the Company's registered capital and RMB23,296,200 shall be included in the Company's capital reserve. Upon completion of the issuance, the registered capital of the Company shall be increased from RMB73,040,000 to RMB75,500,000.

The table below sets forth the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the completion of this issuance.

Class of Shares	Shareholding Structure as at the Date of this Announcement		Shareholding Structure upon the Completion of this Issuance	
	No. of Shares	Approximate Percentage of the Company's Total Issued Share Capital	No. of Shares	Approximate Percentage of the Company's Total Issued Share Capital
Domestic Shares				
Mr. GUAN Weili	18,350,250	25.1236%	18,350,250	24.3050%
Guangzhou GL Capital Investment Fund L.P. (廣州 德福股權投資基金合夥企業 (有限合夥))				
	15,384,541	21.0632%	15,384,541	20.3769%
Ms. WANG Hongyue	3,984,350	5.4550%	3,984,350	5.2773%
Ms. WANG Lianyue	3,794,500	5.1951%	3,794,500	5.0258%
Shanghai Tanying Investment L.P. (上海檀英投資合夥 企業(有限合夥))				
	3,253,180	4.4540%	3,253,180	4.3088%
Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企 業(有限合夥))				
	3,253,179	4.4540%	3,253,179	4.3088%
Qingdao Jinshi Haorui Investment Co., Ltd. (青島 金石灝訥投資 有限公司)				
	2,780,000	3.8061%	2,780,000	3.6821%

Ningbo Xinshi Kangning Investment Management L.P. (寧波信實康寧投資管理合夥企業(有限合夥))	1,543,000	2.1125%	1,543,000	2.0437%
Ningbo Enci Kangning Investment Management L.P. (寧波恩慈康寧投資管理合夥企業(有限合夥))	258,000	0.3532%	258,000	0.3417%
Ningbo Renai Kangning Investment Management L.P. (寧波仁愛康寧投資管理合夥企業(有限合夥))	199,000	0.2725%	199,000	0.2636%
Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥))	—	—	804,794	1.0660%
Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥))	—	—	788,921	1.0449%
Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥))	—	—	407,832	0.5402%
Wenzhou Jiate Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥))	—	—	267,431	0.3542%
Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥))	—	—	191,022	0.2530%
H Shares				
Public float ⁽¹⁾	20,240,000	27.7108%	20,240,000	26.8079%
Total number of issued shares	73,040,000	100%	75,500,000	100%

Note:

- (1) The public float of H Shares of the Company refers to the shareholdings of shareholders of the Company, excluding the following shareholders: (i) shareholders holding 10% or more of the shares of the Company and their associates; (ii) the directors, supervisors and general manager of the Company and their associates; and (iii) the domestic shareholders of the Company.

II. Proposal on the Amendment of Articles of Association by the Company

Upon completion of the issuance, the registered capital of the Company shall be increased from RMB73,040,000 to RMB75,500,000.

According to the *Company Law of the People's Republic of China* and *Necessary Terms and Conditions of Articles of Association for Overseas Listed Company*, the relevant laws and regulations and relevant authorizations granted to the Board to increase registered capital after the issuance of new shares by the Company at the 2017 AGM, and to amend relevant contents related to registered capital, total share capital and equity structure involved in the articles of associations of the Company, the Board intends to revise part of the *Articles of Association of Wenzhou Kangning Hospital Co., Ltd* according to the specific conditions of the issuance.

Detailed amendments are set out below:

Article 19

Before amendment:

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).

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, the current shareholding structure of the Company is as follows:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	18,350,250	25.1236%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	21.0632%
3.	Wang Hongyue	3,984,350	5.4550%

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
4.	Wang Lianyue	3,794,500	5.1951%
5.	Shanghai Tanying Investment L.P (上海檀英投資合夥企業(有限合夥))	3,253,180	4.4540%
6.	Shanghai Qiangang Investment Management L.P. (上海乾剛投資管理合夥企業(有限合夥))	3,253,179	4.4540%
7.	Qingdao Jinshi Haona Invetsment Co., Ltd. (青島金石灝訥投資有限公司)	2,780,000	3.8061%
8.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.1125%
9.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3532%
10.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2725%
11.	Public shareholders of H shares	<u>20,240,000</u>	<u>27.7108%</u>
	Total	<u>73,040,000</u>	<u>100.00%</u>

After amendment:

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).

In August 2018, the Company completed a non-public issue of 2,460,000 domestic shares to Wenzhou Zhenyan Kangning Investment Management L.P., Wenzhou Jiamei Kangning Investment Management L.P., Wenzhou Enquan Kangning Investment Management L.P., Wenzhou Jiata Kangning Investment Management L.P. and Wenzhou Shouwang Kangning Investment Management L.P..

Upon completion of the aforesaid non-public issue of domestic shares, the Company has a registered capital of RMB75,500,000. The shareholding structure is as follows: 75,500,000 ordinary shares, comprising 20,240,000 H shares and 55,260,000 domestic shares, which include:

No.	Name of shareholders	Shareholding (shares)	Percentage of shareholding
1.	Guan Weili	18,350,250	24.3050%
2.	Guangzhou GL Capital Investment Fund L.P.	15,384,541	20.3769%
3.	Wang Hongyue	3,984,350	5.2773%
4.	Wang Lianyue	3,794,500	5.0258%
5.	Shanghai Tanying Investment L.P.	3,253,180	4.3088%
6.	Shanghai Qiangang Investment Management L.P.	3,253,179	4.3088%
7.	Qingdao Jinshi Haorui Invetsment Co., Ltd.	2,780,000	3.6821%
8.	Ningbo Xinshi Kangning Investment Management L.P.	1,543,000	2.0437%
9.	Ningbo Enci Kangning Investment Management L.P.	258,000	0.3417%
10.	Ningbo Renai Kangning Investment Management L.P.	199,000	0.2636%
11.	Wenzhou Zhenyan Kangning Investment Management L.P.	804,794	1.0660%
12.	Wenzhou Jiamei Kangning Investment Management L.P.	788,921	1.0449%
13.	Wenzhou Enquan Kangning Investment Management L.P.	407,832	0.5402%
14.	Wenzhou Jiate Kangning Investment Management L.P.	267,431	0.3542%
15.	Wenzhou Shouwang Kangning Investment Management L.P.	191,022	0.2530%
16.	Public shareholders of H shares	<u>20,240,000</u>	<u>26.8079%</u>
	Total	<u>75,500,000</u>	<u>100.00%</u>

Article 23

Before amendment :

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.

After amendment :

At its establishment, the Company had a registered capital of RMB50,000,000. Upon completion of the issue of H shares, the registered capital of the Company is RMB73,040,000. Prior to non-public issue of domestic shares in August 2018, the Company had a registered capital of RMB73,040,000.

Upon completion of the aforesaid non-public issue of domestic shares, the registered capital of the Company is RMB75,500,000.

III. Proposal on Adjustment on the Incentive Share Plan Granted to the Participants

Reference is made to the announcement of the Company dated June 29, 2018, in accordance with the actual circumstance which the participants subscribe the incentive shares, part of adjustments on *Proposal on Granting Incentive Shares to Participants* considered and approved by the Company at the seventh meeting of the second session of the Board are made as follows:

1. Adjustments on the participants and number of shares to be granted under the first grant

Under actual circumstance of subscription by the participants, the participants of the 2018 Equity Incentive Scheme of the Company under the first grant was adjusted to

165 persons, which involved in 1,818,529 incentive shares, the details are shown in the following table:

Category of personnel	Number of persons granted (person)	Number of shares granted (shares)	Number of grant representing total issued share capital of the Company
Senior management	4	133,715	0.1831%
Core technical personnel	<u>161</u>	<u>1,684,814</u>	<u>2.3067%</u>
Total	<u>165</u>	<u>1,818,529</u>	<u>2.4898%</u>

2. Adjustments on General Partners of the Employees' Shareholding Platform

In accordance with the requirements under the Partnership Enterprise Law of the People's Republic of China, the Board decided to appoint XU Ning, the participant, as the general partner and the executive partner of the Wenzhou Zhenyan Kangning Investment Management L.P. (溫州箴言康寧投資管理合夥企業(有限合夥)); HUANG Wenhua, the participant, as the general partner and the executive partner of Wenzhou Jiamei Kangning Investment Management L.P. (溫州迦美康寧投資管理合夥企業(有限合夥)); WANG Minhui, the participant, as the general partner and the executive partner of Wenzhou Enquan Kangning Investment Management L.P. (溫州恩泉康寧投資管理合夥企業(有限合夥)); LIU Jiahong, the participant, as the general partner and the executive partner of Wenzhou Jiata Kangning Investment Management L.P. (溫州迦特康寧投資管理合夥企業(有限合夥)); LI Yueming, the participant, as the general partner and the executive partner of Wenzhou Shouwang Kangning Investment Management L.P. (溫州守望康寧投資管理合夥企業(有限合夥)).

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

Zhejiang, the PRC
 August 20, 2018

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 Mr. LIN Lijun; and the independent non-executive directors are Mr. CHONG Yat Keung, Mr. HUANG Zhi and Mr. GOT Chong Key Clevin.