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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 ANNUAL GENERAL MEETING FOR THE YEAR 2019 AND THE CLOSURE OF THE REGISTER OF MEMBERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) for the year 2019 of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) will be held at Conference Room, 12/F, Building 1, Shengjin Road, Huanglong Residential District, Wenzhou, Zhejiang Province, the People's Republic of China (the “**PRC**”) at 2:00 p.m. on Thursday, June 18, 2020 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 May 20, 2020 (the “**Circular**”).

### **RESOLUTIONS TO BE CONSIDERED AND APPROVED AT THE AGM**

#### **By way of ordinary resolutions:**

- (1) To consider and approve the financial report of the Company for the year 2019 (including the audited financial statements);
- (2) To consider and approve the proposed profit distribution plan of the Company for the year 2019;
- (3) To consider and approve the proposed financial budget of the Company for the year 2020;
- (4) To consider and approve the appointment of the independent auditor of the Company for the year 2020;
- (5) To consider and approve the report of the Board of the Company for the year 2019;
- (6) To consider and approve the report of the Supervisory Committee of the Company for the year 2019;
- (7) To consider and approve the report of the independent non-executive Directors of the Company on their performance for the year 2019;
- (8) To consider and approve the proposed election of Mr. GUAN Weili as the executive Director of the third session of the Board of the Company;
- (9) To consider and approve the proposed election of Ms. WANG Lianyue as the executive Director of the third session of the Board of the Company;
- (10) To consider and approve the proposed election of Ms. WANG Hongyue as the executive Director of the third session of the Board of the Company;

- (11) To consider and approve the proposed election of Mr. YANG Yang as the non-executive Director of the third session of the Board of the Company;
- (12) To consider and approve the proposed election of Mr. LIN Lijun as the non-executive Director of the third session of the Board of the Company;
- (13) To consider and approve the proposed election of Mr. ZHAO Xudong as the independent non-executive Director of the third session of the Board of the Company;
- (14) To consider and approve the proposed election of Ms. ZHONG Wentang as the independent non-executive Director of the third session of the Board of the Company;
- (15) To consider and approve the proposed election of Mr. LIU Ning as the independent non-executive Director of the third session of the Board of the Company;
- (16) To consider and approve the proposed election of Ms. HUANG Jing'ou as the shareholder representative supervisor of the third session of the Supervisory Committee of the Company;
- (17) To consider and approve the proposed election of Mr. QIAN Chengliang as the independent supervisor of the third session of the Supervisory Committee of the Company; and
- (18) To consider and approve the proposed election of Mr. CHEN Jian as the independent independent supervisor of the third session of the Supervisory Committee of the Company.

**By way of special resolution:**

- (19) To consider and approve the proposed grant of a general mandate to the Board to issue Domestic Shares of the Company.

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](http://www.hkexnews.hk)) and the website of the Company ([www.knhosp.cn](http://www.knhosp.cn)).

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

Zhejiang, the PRC  
May 20, 2020

*As of the date of this notice, the executive directors of the Company 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.*

*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 is closed from Tuesday, May 19, 2020 to Thursday, June 18, 2020 (both days inclusive).
- (b) Domestic Shareholders and H Shareholders whose names appear on the register of members of the Company after the close of business on Monday, May 18, 2020 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 Monday, May 18, 2020 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 bodies of such Shareholder may attend the AGM by producing a copy of the resolution of the board of directors or other governing bodies of such Shareholder appointing such persons to attend the meeting.

### **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 behalf. A proxy does not need to be a Shareholder of the Company.
- (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 other 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, Wanchai, Hong Kong for H Shareholders not less than 24 hours before the time designated for holding of the AGM (i.e. before 2:00 p.m. on Wednesday, June 17, 2020) or any adjournment thereof.
- (d) A Shareholder or his/her/its proxy may exercise the right to vote by poll.

### **3. 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, Wanchai, 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 Province, the PRC  
Postal 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.