
THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about the contents of this circular, you should consult your stockbroker or other registered securities dealer, bank, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred your shares in Wenzhou Kangning Hospital Co., Ltd., you should nevertheless immediately inform the person(s) to whom you sold or transferred the shares of the contents of this circular, so that they can contact their own stockbroker or other registered securities dealer, bank, solicitor, accountant or other professional adviser if they are in any doubt about the contents of this circular.

Hui Kai E is the Chinese name of the English name Hui Kai Le. Hui Kai Le is the English name of the Chinese name Hui Kai E. Hui Kai E is the Chinese name of the English name Hui Kai Le. Hui Kai Le is the English name of the Chinese name Hui Kai E. Hui Kai E is the Chinese name of the English name Hui Kai Le. Hui Kai Le is the English name of the Chinese name Hui Kai E.



康宁

Wenzhou Kangning Hospital Co., Ltd.

温州康宁医院股份有限公司

(Incorporated in the People's Republic of China)

(Stock Code: 2120)

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

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

Annual General Meeting (AGM) for the year 2015, on 28 February 2016, at the Wenzhou Kangning Hospital Co., Ltd. (Wenzhou Kangning Hospital Co., Ltd.), 18th Floor, Wenzhou Kangning Hospital Co., Ltd. Building, No. 9, Wenzhou Kangning Hospital Co., Ltd. Building, Wenzhou, China.

If you are in any doubt about the contents of this circular, you should consult your stockbroker or other registered securities dealer, bank, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred your shares in Wenzhou Kangning Hospital Co., Ltd., you should nevertheless immediately inform the person(s) to whom you sold or transferred the shares of the contents of this circular, so that they can contact their own stockbroker or other registered securities dealer, bank, solicitor, accountant or other professional adviser if they are in any doubt about the contents of this circular.

April 29, 2016

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of the Annual General Meeting	18
Appendix — Biographical Details of the Proposed Director	22

DEFINITIONS

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

- ▲ **AGM**— Annual General Meeting of the Company as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Amendment) Ordinance 2015, and any meeting called in lieu of an AGM as provided in section 18 and 21 of the Companies Ordinance.
- ▲ **AGM Notice**— Notice of the AGM as defined in sections 18 and 21 of the Companies Ordinance.
- ▲ **Articles**— Articles of Association of the Company, as amended, and any special resolutions passed by the shareholders of the Company.
- ▲ **Board**— Board of Directors of the Company.
- ▲ **Company**— *China Resources Helix (C) Limited*, a company incorporated in Hong Kong with its registered office at the offices of Messrs. B. R. & H. K. Chan, Chartered Accountants, 2120 Eastern Avenue, Causeway Bay, Hong Kong (Company Registration Number: 2120).
- ▲ **Director(s)**— Director(s) of the Company.
- ▲ **Dollar(s) or RMB1.00**— Dollar(s) or RMB1.00 as defined in the Companies Ordinance, with the exception of MB1.00, which means RMB1.00 as defined in the Companies Ordinance.
- ▲ **Dollar(s) or RMB1.00(s)**— Dollar(s) or RMB1.00(s).
- ▲ **General Meeting**— A meeting of the shareholders of the Company, whether called in lieu of an AGM or otherwise, and any special resolutions passed at such a meeting, and any meeting called in lieu of an AGM as provided in sections 18 and 21 of the Companies Ordinance.
- ▲ **Holder(s)**— Holder(s) of the shares of the Company, whether or not the shares are fully paid up, with the exception of MB1.00, which means Holder(s) of the shares of the Company.
- ▲ **Holder(s) or RMB1.00(s)**— Holder(s) or RMB1.00(s).
- ▲ **HK\$**— Hong Kong dollar(s) of the Hong Kong.



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 Lian (王蓮月)

WANG Hongyue (王紅月)

Non-executive Directors:

ANG Yang (楊揚)

HE Xin (何欣)

Independent non-executive Directors:

CHENG Qiang (莊一強)

HUANG Zhi (黃智)

WANG 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

2. Closure of Register of Members for H Shares

The Board of Directors will close the register of members for H Shares on Friday, June 14, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 14, 2016. The Board of Directors will also close the register of members for H Shares on Friday, June 17, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 17, 2016. The Board of Directors will also close the register of members for H Shares on Friday, June 19, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 19, 2016. The Board of Directors will also close the register of members for H Shares on Friday, June 24, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 24, 2016.

The Board of Directors will also close the register of members for H Shares on Friday, June 24, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 24, 2016. The Board of Directors will also close the register of members for H Shares on Friday, June 24, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 24, 2016.

() The Board of Directors will also close the register of members for H Shares on Friday, June 17, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 17, 2016. The Board of Directors will also close the register of members for H Shares on Friday, June 17, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 17, 2016.

() The Board of Directors will also close the register of members for H Shares on Friday, June 17, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 17, 2016. The Board of Directors will also close the register of members for H Shares on Friday, June 17, 2016. The register will be closed from 9:00 a.m. to 5:00 p.m. on Friday, June 17, 2016.

LETTER FROM THE BOARD

IV. PROPOSED FINANCIAL BUDGET FOR THE YEAR 2016

A report on the proposed financial budget for the AGM, together with the proposed financial statements for the year 2016. For the year 2016, the Company's proposed financial budget is as follows: MB76.8 million, MB2.0 million, MB288.5 million, respectively.

V. 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

A report on the proposed financial budget for the AGM, together with the proposed financial statements for the year 2016. For the year 2016, the Company's proposed financial budget is as follows: MB76.8 million, MB2.0 million, MB288.5 million, respectively. The Board is authorized to fix their remuneration for the year 2016.

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

1. Proposed Resignation of Mr. WONG Raymond Fook Lam

In March 2016, Mr. WONG Raymond Fook Lam (Mr. Wong) resigned from his position as an Independent Non-Executive Director of the Company. The Board is authorized to appoint Mr. GOT CHONG KEY CLEVIN as an Independent Non-Executive Director of the Company. Mr. GOT CHONG KEY CLEVIN is a qualified professional with extensive experience in the financial services industry. He is currently a Director of CAMD Limited, a listed company in the Hong Kong Stock Exchange. Mr. GOT CHONG KEY CLEVIN is also a Director of the Company's subsidiary, WONG CHONG KEY INVESTMENT COMPANY LIMITED. The Board is authorized to appoint Mr. GOT CHONG KEY CLEVIN as an Independent Non-Executive Director of the Company for the year 2016.

LETTER FROM THE BOARD

2. Proposed Appointment of Mr. GOT Chong Key Clevin

At a Board meeting held on 24, 2016, the Board resolved to appoint Mr. GOT Chong Key Clevin (**Mr. Got**) as a Director, to hold office from the date of his appointment to the Board, until the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board.

At a meeting of the Board held on 24, 2016, the Board resolved to appoint Mr. GOT Chong Key Clevin (**Mr. Got**) as a Director, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board.

In addition, Mr. GOT Chong Key Clevin (**Mr. Got**) was appointed as a Director of the Company, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board. Mr. GOT Chong Key Clevin (**Mr. Got**) was appointed as a Director of the Company, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board. Mr. GOT Chong Key Clevin (**Mr. Got**) was appointed as a Director of the Company, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board.

At a meeting of the Board held on 24, 2016, the Board resolved to appoint Mr. GOT Chong Key Clevin (**Mr. Got**) as a Director, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board.

Mr. GOT Chong Key Clevin (**Mr. Got**) was appointed as a Director of the Company, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board.

At a meeting of the Board held on 24, 2016, the Board resolved to appoint Mr. GOT Chong Key Clevin (**Mr. Got**) as a Director, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board.

At a meeting of the Board held on 24, 2016, the Board resolved to appoint Mr. GOT Chong Key Clevin (**Mr. Got**) as a Director, to hold office from the date of his appointment to the Board, until the date of the next annual general meeting of the Board, and to hold office until the date of the next annual general meeting of the Board.

LETTER FROM THE BOARD

IX. REPORT OF THE SUPERVISORY COMMITTEE FOR THE YEAR 2015

As reported in the written report of the AGM of the Company for the year ended 31st December 2015, the Supervisory Committee of the Company has submitted its report for the year 2015 on 29th April, 2016.

X. PROPOSED AMENDMENTS TO THE ARTICLES

1. Reasons for the Proposed Amendments to the Articles

The Board has proposed to amend (i) Article 12 of the Memorandum and Articles of Association of the Company, (ii) Article 19 and 23 of the Memorandum and Articles of Association of the Company, (iii) Article 20 of the Memorandum and Articles of Association of the Company, (iv) Article 21 of the Memorandum and Articles of Association of the Company, (v) Article 22 of the Memorandum and Articles of Association of the Company, (vi) Article 24 of the Memorandum and Articles of Association of the Company, (vii) Article 25 of the Memorandum and Articles of Association of the Company, (viii) Article 26 of the Memorandum and Articles of Association of the Company, (ix) Article 27 of the Memorandum and Articles of Association of the Company, (x) Article 28 of the Memorandum and Articles of Association of the Company, (xi) Article 29 of the Memorandum and Articles of Association of the Company, (xii) Article 30 of the Memorandum and Articles of Association of the Company, (xiii) Article 31 of the Memorandum and Articles of Association of the Company, (xiv) Article 32 of the Memorandum and Articles of Association of the Company, (xv) Article 33 of the Memorandum and Articles of Association of the Company, (xvi) Article 34 of the Memorandum and Articles of Association of the Company, (xvii) Article 35 of the Memorandum and Articles of Association of the Company, (xviii) Article 36 of the Memorandum and Articles of Association of the Company, (xix) Article 37 of the Memorandum and Articles of Association of the Company, (xx) Article 38 of the Memorandum and Articles of Association of the Company, (xxi) Article 39 of the Memorandum and Articles of Association of the Company, (xxii) Article 40 of the Memorandum and Articles of Association of the Company, (xxiii) Article 41 of the Memorandum and Articles of Association of the Company, (xxiv) Article 42 of the Memorandum and Articles of Association of the Company, (xxv) Article 43 of the Memorandum and Articles of Association of the Company, (xxvi) Article 44 of the Memorandum and Articles of Association of the Company, (xxvii) Article 45 of the Memorandum and Articles of Association of the Company, (xxviii) Article 46 of the Memorandum and Articles of Association of the Company, (xxix) Article 47 of the Memorandum and Articles of Association of the Company, (xxx) Article 48 of the Memorandum and Articles of Association of the Company, (xxxi) Article 49 of the Memorandum and Articles of Association of the Company, (xxxii) Article 50 of the Memorandum and Articles of Association of the Company, (xxxiii) Article 51 of the Memorandum and Articles of Association of the Company, (xxxiv) Article 52 of the Memorandum and Articles of Association of the Company, (xxxv) Article 53 of the Memorandum and Articles of Association of the Company, (xxxvi) Article 54 of the Memorandum and Articles of Association of the Company, (xxxvii) Article 55 of the Memorandum and Articles of Association of the Company, (xxxviii) Article 56 of the Memorandum and Articles of Association of the Company, (xxxix) Article 57 of the Memorandum and Articles of Association of the Company, (xl) Article 58 of the Memorandum and Articles of Association of the Company, (xli) Article 59 of the Memorandum and Articles of Association of the Company, (xlii) Article 60 of the Memorandum and Articles of Association of the Company, (xliiii) Article 61 of the Memorandum and Articles of Association of the Company, (xliv) Article 62 of the Memorandum and Articles of Association of the Company, (xlv) Article 63 of the Memorandum and Articles of Association of the Company, (xlvi) Article 64 of the Memorandum and Articles of Association of the Company, (xlvii) Article 65 of the Memorandum and Articles of Association of the Company, (xlviii) Article 66 of the Memorandum and Articles of Association of the Company, (xlvix) Article 67 of the Memorandum and Articles of Association of the Company, (xli) Article 68 of the Memorandum and Articles of Association of the Company, (xli) Article 69 of the Memorandum and Articles of Association of the Company, (xli) Article 70 of the Memorandum and Articles of Association of the Company, (xli) Article 71 of the Memorandum and Articles of Association of the Company, (xli) Article 72 of the Memorandum and Articles of Association of the Company, (xli) Article 73 of the Memorandum and Articles of Association of the Company, (xli) Article 74 of the Memorandum and Articles of Association of the Company, (xli) Article 75 of the Memorandum and Articles of Association of the Company, (xli) Article 76 of the Memorandum and Articles of Association of the Company, (xli) Article 77 of the Memorandum and Articles of Association of the Company, (xli) Article 78 of the Memorandum and Articles of Association of the Company, (xli) Article 79 of the Memorandum and Articles of Association of the Company, (xli) Article 80 of the Memorandum and Articles of Association of the Company, (xli) Article 81 of the Memorandum and Articles of Association of the Company, (xli) Article 82 of the Memorandum and Articles of Association of the Company, (xli) Article 83 of the Memorandum and Articles of Association of the Company, (xli) Article 84 of the Memorandum and Articles of Association of the Company, (xli) Article 85 of the Memorandum and Articles of Association of the Company, (xli) Article 86 of the Memorandum and Articles of Association of the Company, (xli) Article 87 of the Memorandum and Articles of Association of the Company, (xli) Article 88 of the Memorandum and Articles of Association of the Company, (xli) Article 89 of the Memorandum and Articles of Association of the Company, (xli) Article 90 of the Memorandum and Articles of Association of the Company, (xli) Article 91 of the Memorandum and Articles of Association of the Company, (xli) Article 92 of the Memorandum and Articles of Association of the Company, (xli) Article 93 of the Memorandum and Articles of Association of the Company, (xli) Article 94 of the Memorandum and Articles of Association of the Company, (xli) Article 95 of the Memorandum and Articles of Association of the Company, (xli) Article 96 of the Memorandum and Articles of Association of the Company, (xli) Article 97 of the Memorandum and Articles of Association of the Company, (xli) Article 98 of the Memorandum and Articles of Association of the Company, (xli) Article 99 of the Memorandum and Articles of Association of the Company, (xli) Article 100 of the Memorandum and Articles of Association of the Company.

2. The Proposed Amendments to the Articles

Article 12:

As registered according to law, the Company's scope of business covers: medical services; investment on healthcare institutions, hospital management service, and scientific research of mental health, medical psychology and relevant medical fields and the technology transfer in respect thereof.

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

Article 19:

As registered according to law, the Company's scope of business covers: medical services; hospital management service, and scientific research of mental health, medical psychology and relevant medical fields and the technology transfer in respect thereof (excluding the technology development and application of human stem cells or gene diagnosis and treatment).

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%
		<hr/>	<hr/>
	Total	73,040,000	100%
		<hr/> <hr/>	<hr/> <hr/>

... f . w . :

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%
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%

Article 23:

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 has proposed the following resolutions to be put to the AGM:

- () To grant the Board (or Directors or the Board), to issue Domestic Shares / or H Shares up to 20% of the total number of shares of the Company as at the date of the AGM;
- () To authorize the Board (or Directors or the Board), to issue Domestic Shares / or H Shares up to 20% of the total number of shares of the Company as at the date of the AGM, provided that the aggregate amount of the proceeds from the issue of Domestic Shares / or H Shares shall not exceed 20% of the total number of shares of the Company as at the date of the AGM;
- () To authorize the Board (or Directors or the Board) to issue Domestic Shares / or H Shares up to 20% of the total number of shares of the Company as at the date of the AGM, provided that the aggregate amount of the proceeds from the issue of Domestic Shares / or H Shares shall not exceed 20% of the total number of shares of the Company as at the date of the AGM, and to authorize the Board (or Directors or the Board) to issue Domestic Shares / or H Shares up to 20% of the total number of shares of the Company as at the date of the AGM, provided that the aggregate amount of the proceeds from the issue of Domestic Shares / or H Shares shall not exceed 20% of the total number of shares of the Company as at the date of the AGM;
- () To authorize the Board (or Directors or the Board) to issue Domestic Shares / or H Shares up to 20% of the total number of shares of the Company as at the date of the AGM, provided that the aggregate amount of the proceeds from the issue of Domestic Shares / or H Shares shall not exceed 20% of the total number of shares of the Company as at the date of the AGM, and to authorize the Board (or Directors or the Board) to issue Domestic Shares / or H Shares up to 20% of the total number of shares of the Company as at the date of the AGM, provided that the aggregate amount of the proceeds from the issue of Domestic Shares / or H Shares shall not exceed 20% of the total number of shares of the Company as at the date of the AGM;

LETTER FROM THE BOARD

As of December 31, 2015, the Company had 52,800,000 shares of common stock outstanding. The Company's total assets as of December 31, 2015 were \$20,240,000. The Company's total liabilities as of December 31, 2015 were \$10,560,000. The Company's total equity as of December 31, 2015 was \$9,680,000. The Company's net income for the year ended December 31, 2015 was \$4,048,000. The Company's net loss for the year ended December 31, 2015 was \$1,200,000. The Company's net income for the year ended December 31, 2015 was \$4,048,000. The Company's net loss for the year ended December 31, 2015 was \$1,200,000.

- (i) The Company's net income for the year ended December 31, 2015 was \$4,048,000;
- (ii) The Company's net loss for the year ended December 31, 2015 was \$1,200,000;
- (iii) The Company's net income for the year ended December 31, 2015 was \$4,048,000;
- (iv) The Company's net loss for the year ended December 31, 2015 was \$1,200,000.

The Company's net income for the year ended December 31, 2015 was \$4,048,000. The Company's net loss for the year ended December 31, 2015 was \$1,200,000. The Company's net income for the year ended December 31, 2015 was \$4,048,000. The Company's net loss for the year ended December 31, 2015 was \$1,200,000.

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

The independent non-executive directors of the Company, who were present at the AGM, have reviewed the financial statements of the Company for the year ended December 31, 2015, and have concluded that the financial statements are true and fair.

- (i) The independent non-executive directors of the Company, who were present at the AGM, have reviewed the financial statements of the Company for the year ended December 31, 2015;
- (ii) The independent non-executive directors of the Company, who were present at the AGM, have reviewed the financial statements of the Company for the year ended December 31, 2015;
- (iii) The independent non-executive directors of the Company, who were present at the AGM, have reviewed the financial statements of the Company for the year ended December 31, 2015.

NOTICE OF THE ANNUAL GENERAL MEETING


- (6) To consider and, if thought fit, to approve the financial statements of the Company for the year ended 31 December 2015;
- (7) To consider and, if thought fit, to approve the Board's report for 2015;
- (8) To consider and, if thought fit, to approve the Company's dividend for 2015; and
- (9) To consider and, if thought fit, to approve the Directors' report for 2015.

By way of special resolutions:

- (10) To amend the Articles of Association (as amended) of the Company by deleting Article 4 and inserting Article 4 as set out in the Schedule to the Board's Report for 2015;
- (11) To amend the Articles of Association (as amended) of the Company by deleting Article 10 and inserting Article 10 as set out in the Schedule to the Board's Report for 2015; and

Details of the resolutions to be considered at the AGM are set out in the Circular, which is available on the website of Hang Seng Electronic Clearing Limited (www.hkex.com.hk) and the website of the Company (www.wzhk.com).

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

 **GUAN Weili**
Chairman
Date: 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.

