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康宁

Wenzhou Kangning Hospital Co., Ltd.

溫州康寧醫院股份有限公司

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

(Stock Code: 2120)

ANNUAL RESULTS ANNOUNCEMENT FOR THE YEAR ENDED DECEMBER 31, 2015

1 INTRODUCTION

1.1 The board of directors (the **Board**) of Wenzhou Kangning Hospital Co., Ltd. (the **Company**) is pleased to announce the consolidated annual results of the Company and its subsidiaries (collectively, the **Group**, **we**, **our**) for the financial year ended December 31, 2015 (the **Reporting Period**). With this announcement, the preceding financial year ended December 31, 2014.

1.2 The financial statements of the Group for the Reporting Period (the **Financial Statements**) are prepared in accordance with the International Financial Reporting Standards (the **IFRSs**).

2 FINANCIAL HIGHLIGHTS

2.1 Principal Financial Data and Indicators

	For the year ended December 31,			
	2015	2014	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	343,674	296,296	226,363	170,813
Profit before income tax	70,170	68,567	47,576	17,964
Income tax expense	(18,548)	(17,369)	(11,383)	(4,733)
Total comprehensive income				
income	51,622	51,198	36,193	13,231
Attributable to:				
Equity holders of the Company				
Control	55,709	51,198	36,193	13,231
Non-controlling interests	(4,087)			

	As of December 31,			
	2015	2014	2013	2012
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Total assets	1,224,434	372,339	305,679	226,667
Total liabilities	262,205	111,249	96,818	202,601
Total equity	962,229	261,090	208,861	24,066
Equity attributable to:				
Equity holders of the Company	959,716	261,090	208,861	24,066
Non-controlling interests	2,513			

3 BUSINESS REVIEW AND OUTLOOK

3.1 Business Review

In 2015, the Group continued to enhance its operational capabilities through its various facilities, which have been highly efficient. In 2015, the financial performance of the Group improved significantly, with the net profit of 1,760 million in 2014, 2,010 million in 2015, and a high level of profitability which is expected to be maintained in the future.

While continuing to expand its business, the Group also made strategic investments in the healthcare sector. In 2015, the Group acquired the 51% stake in Yanjiao Furen Hospital (燕郊輔仁中西醫結合醫院, **Yanjiao Furen Hospital**), a private hospital in Beijing, and the 51% stake in Chengdu Renyi Hospital (成都仁一醫院有限公司, **Chengdu Renyi Hospital**), a private hospital in Chengdu, China. In 2010, the Group acquired the 51% stake in Chengdu Jihong Hospital (成都濟宏醫院有限公司, **Chengdu Jihong Hospital**), a private hospital in Chengdu, China. In 2015, the Group also acquired the 51% stake in Beijing Yining Hospital (北京怡寧醫院有限公司, **Beijing Yining Hospital**), a private hospital in Beijing, China. The Group expects these investments to enhance its healthcare services and expand its market reach.

The Group has always believed that the healthcare sector is a key area for growth. In 2015, the Group continued to expand its healthcare services and expand its market reach. The Group has a strong focus on research and development, and has invested in various healthcare technologies. The Group also has a strong focus on talent development, and has invested in various healthcare education programs. The Group expects these investments to enhance its healthcare services and expand its market reach.

3.2 Business Highlights

On January 22, 2016, the Group completed the acquisition of (i) Wenzhou Medical University (溫州醫科大學) and (ii) Wenzhou Medical University Spirit Medicine School (溫州醫科大學精神醫學學院). The Group also completed the acquisition of Wenzhou Medical University Assets Management Co., Ltd. (溫州醫科大學資產經營有限公司) and Wenzhou Medical University Technology Co., Ltd. (溫州國大信息科技有限公司). The Group expects these acquisitions to enhance its healthcare services and expand its market reach.

* For identification purposes only

司) b the C a f We h, Medical U i e i A e Ma age e C a Li i ed h, gh, blic biddi g, bjec he e e i gi f ele a f al age e e (). F de ail, lea e efe he C a ' a, ce e da ed Ja, a 22, 2016. The P chia Sch l f We h, Medical U i e i w a e abli hed Ma ch 20, 2016. A f he da e f hi a, ce e, he C a ha ac, i ed a e, i i e e i We h, G da I e e C a .

O Ja, a 28, 2016, he C a e e ed i a fa e k ag ee e w i h M . HUANG Fe g a d M . HUANG Che (c llec i el, he **Vendors**.) i ela i (i) he ed e abli h e f a age c a (he **Target Company**.) b the Ve d ; (ii) he ed i i f a age e a d c, l a c e ice b the Ta ge C a P, jia g H a gfe g P chia S ecial H i al* (浦江黃鋒精神專科醫院) a d Ch, 'a H a gfe g Ka g'e H i al* (淳安黃鋒康恩醫院); a d (iii) he ed ac, i i i f 26% e, i i e e a d, b e, e ca i al i ce a e i he Ta ge C a b the C a (he **Proposed Transaction**). U he c le i f he P ed Ta aci, i i e ec ed ha he C a w ill h ld 51% e, i i e e i he Ta ge C a . F de ail, lea e efe he C a ' a, ce e da ed Ja, a 28, 2016. The Ta ge C a w a e abli hed Feb, a 5, 2016. A f he da e f hi a, ce e, he C a ha e e ed i a age e e i ela i he P ed Ta aci .

O Feb, a 22, 2016, he C a e e ed i a a e hi age e e w i h Sha ghai Ji, Jia f, E, i I e e Ma age e C., L d. (上海金浦健服股權投資管理有限公司, **Jinpu Jianfu**), Sha ghai Yi che g A e Ma age e Ce e L.P. (上海銀驄資產管理中心 (有限合夥)), Ch g i g I d G da ce a d E, i I e e Fr d C., L d. (重慶產業引導股權投資基金有限責任公司), Shi a Medical I, e C., L d. (山東新華醫療器械股份有限公司), Jia g, Shaga g G, C., L d. (江蘇沙鋼集團有限公司) a d USUM I e e G, C., L d. (渝商投資集團股份有限公司) i ela i (i) he e abli h e f Ch g i g Ji, Heal hca e Se ice I d ial E, i I e e Fr d L.P.* (重慶金浦醫療健康服務產業股權投資基金合夥企業 (有限合夥)) (he **Investment Fund**); a d (ii) he C a ' c ib, i f RMB50.0 illi f he, b c i i he I e e Fr d. O he a e da e, he C a a d Ji, Jia f, he a agi g a e f he I e e Fr d, e e ed i a a egic c e a i age e e i ela i, a g he, ce ai igh f he C a a al i ed a e f he I e e Fr d. F de ail, lea e efe he C a ' a, ce e da ed Feb, a 23, 2016. The I e e Fr d w a e abli hed i he PRC Ma ch 22, 2016. A f he da e f hi a, ce e, ch c ib, i ha bee a de a d he C a e ec ake, ch c ib, i i 2016.

* For identification purposes only

3.3 Business Outlook

Likewise, the Company will fully leverage the favorable government policies in China which encourage the public to establish medical facilities and attract investment to healthcare facilities through the implementation of the 13th Five-Year Plan in 2016. In addition, Linhai Kangning Hospital Co., Ltd.* (臨海康寧醫院有限公司) (**Linhai Kangning Hospital**) and Wenzhou Yining Geriatric Hospital Co., Ltd.* (溫州怡寧老年醫院有限公司) (**Wenzhou Yining Geriatric Hospital**), which have been established by the Company, have completed the National 10, 2015 (the **Prospectus**) and have initiated the implementation of medical services for the geriatric, interdisciplinary geriatric, and clinical specialties will continue to expand in the first half of 2016. After the acquisition of Pingyang Kangning Hospital* (平陽康寧醫院), Quzhou Yining Hospital* (衢州怡寧醫院) and Shenzhen Yining Hospital* (深圳怡寧醫院), aiming to further continue to expand in the second half of 2016.

Meanwhile, the company has launched the Entrepreneurship Plan for 100 People (百人創業計劃), and will continue to enhance the professional and management level, and further expand the healthcare facilities through the growth of the company in 2016. In addition, the Company will continue to adhere to the belief that the healthcare services, especially the Wenzhou Medical University and the Pingyang School of Wenzhou Medical University, have the capability to specialize in each area of the field, and will further expand the management of the company.

4 MANAGEMENT DISCUSSION AND ANALYSIS

4.1 Financial Review

4.1.1 Revenue

The Group's revenue is derived mainly from the following two aspects: (i) the revenue from the implementation of the 13th Five-Year Plan, and (ii) the revenue from the management of the healthcare facilities.

* For identification purposes only

Re e , e f e a i g h e G , , ' w₀ e d h , i a l c i f
 fee c h a g e d f h e , , a i e i i a d h e i , a i e e i c e a i
 a i , h , i a l , i c l d i g e a e a d g e e a l h e a l h c a e e i c e ,
 , h a a c e , i c a l a l e a d a c i l l a h , i a l e i c e . T h e a b l e b e l w₀
 e f h a b e a k d w₀ f , e e , e f a d c f e a i g h e
 G , , ' w₀ e d h , i a l f h e , e i d i d i c a e d :

Re e , e f he G , ' w ed h i al a , ed RMB330.1 illi , e e e i g a ea - - ea i c ea e f 15.4%, acc , i g f 96.1% f he al e e , e f he G , f he Re i g Pe i d, d e he i c ea e i he a , al effec i e e ice ca aci f , w ed h i al a di a e age i a ie e di g e da e bed. Pa ie i i ecei ed b he fi e f he G , ' w ed h i al hi a e ec d w i h , a ie i i fa i a el 129,355 (2014: a i a el 119,425) a di a ie bed-da f 689,244 (2014: 615,242). A e age e di g e , a ie i i i c ea ed RMB486 (2014: a i a el RMB482), a d al a e age i a ie e di g e da e bed i c ea ed RMB384 (2014: RMB369), a l d e highe ice fce ai edical e ice cha ged b Ca g a Ka g i g H i al C ., L d. (蒼南康寧醫院有限公司) a d Y gjia Ka g i g H i al C ., L d. (永嘉康寧醫院有限公司) i ce Ma ch 1, 2015 a d Ja , a 1, 2015, e ec i el .

C f e e , e f h e w e d h i a l f h e G , i a i l
c i e d f h a a c e , i c a l a d c , a b l e , e d , e l e e b e e f i
a d e e e , l e a i g e e e , d e e c i a i a d a i a i , c a e e
e e e a d e i g f e e .

4.1.2 Gross Profit and Gross Profit Margin

The average financial cost of the accident was RMB130.4 million, and the average economic loss was 13.4%. Overall, the financial cost of the accident was 37.9% (2014: 38.8%), reflecting the high degree of the accident's impact on the economy. The accident was caused by the failure of the accident's safety measures, and the accident's impact on the economy was significant. The accident's impact on the economy was significant, and the accident's impact on the economy was significant.

4.1.3 Other Income

On the other hand, the government's fiscal policy is also a key factor. In 2015, the government's fiscal policy was very tight, with a budget deficit of RMB3.1 billion, a decrease of 346.2% from the previous year. This is due to the government's decision to reduce its spending on infrastructure and social services, and to increase its revenue from taxes and fees.

4.1.4 Selling Expenses

In 2015, the electricity generated by the Grid, a total of RMB2.0 billion, decreased by 5.8%, accounting for 0.6% of the total electricity (2014: 0.7%).

4.1.5 Administrative Expenses

Ad i i a i e e e e f he G , i a il c i f be efi
a d e e e f , a age e a dad i i a i e aff, e e e
f he e 1 -b il h i al i hei c e ce e f e a i ,
de ecia i , a i a i a d he .

I 2015, ad i i a i e e , e e f he G , a , ed RMB62.5 illi (2014: RMB45.6 illi), e e e i g a ea - - ea i c ea e f 37.1%, i a il d r e : (i) a i c ea e f RMB6.2 illi i , e l ee be efi a d e e e a a e , l f (1) he i c ea e i , a age e , e ea ch a d ad i i a i e aff a d (2), e f a ce-ba ed b , e di ib, ed he e l ee f hei c ib, i , b i e g w h; (ii) a i c ea e f RMB3.2 illi i he e al fee f We h , Y i i g Ge ia ic H i al w hich i e c e ce e ai ; a d (iii) a i c ea e f RMB5.2 illi i he e- ff li i ge e e ela ed , i i al , blic ffe i g.

4.1.6 Finance Income

In 2015, finance income increased RMB7.6 million, increasing year-on-year income of 917.8%, mainly because the credit from the initial public offering was used to hedge HK dollar (HK\$). Higher charge of HK\$ against Renminbi (RMB) increased the realized exchange gain by RMB9.8 million, which offset the finance expense relating to foreign exchange of RMB4.0 million.

4.1.7 Share of Loss of Investments Accounted for Using the Equity Method

In 2015, the share of loss accounted for using the equity method decreased RMB6.3 million (2014: nil), which decreased by 49% compared to Beijing Yiding Holdings, which contributed to the share of loss in 2015 and decreased by 100% from RMB12.8 million.

4.1.8 Income Tax Expense

In 2015, income tax expense increased RMB18.5 million, increasing year-on-year income of 6.8%, mainly due to the higher effective rate of RMB70.2 million (2014: RMB68.6 million). The effective rate in 2015 and 2014 was 26.4% and 25.3%, respectively.

4.1.9 Net Profit

In 2015, the attributable net profit of the Company (the **Shareholders**) amounted to RMB55.7 million, increasing year-on-year income of 8.8% compared with 2014.

4.2 Financial Position

4.2.1 Inventory

As of December 31, 2015, the ending balance decreased to RMB7.5 million (as of December 31, 2014: RMB7.9 million), mainly due to the decrease in hardware.

4.2.2 Trade Receivables

As of December 31, 2015, the balance of trade receivables increased RMB123.1 million (as of December 31, 2014: RMB84.5 million), mainly due to: (i) the increase in revenue from the sale of medical equipment, which has been recognized as revenue; and (ii) the increase in the balance of trade receivables from the sale of medical equipment. As of December 31, 2015, 79.5% of trade receivables from the Group were aged within 90 days.

4.2.3 Other Receivables, Deposits and Prepayments

As of December 31, 2015, the receivables, deposits and prepayments increased RMB91.0 million (as of December 31, 2014: RMB41.2 million), mainly due to: (i) the increase of RMB25.8 million in deposits from the sale of land use rights in Weihai, Yinggehai and Hailu; (ii) the increase of RMB13.0 million in deposits from the sale of shares in Pingyang Kangning Hospital, a wholly-owned subsidiary of the Company; and (iii) an increase of RMB12.0 million in deposits from the sale of land use rights in the Company's subsidiary.

4.2.4 Trade Payables

As of December 31, 2015, the payable decreased RMB20.0 million (as of December 31, 2014: RMB23.8 million), of which an increase of 84.5% aged within 90 days.

4.2.5 Accruals and Other Payables

As of December 31, 2015, accruals and other payables increased RMB166.4 million (as of December 31, 2014: RMB60.0 million), mainly due to RMB90.5 million of long-term payables for the acquisition of land use rights, which have been recognized as revenue from the sale of land use rights in Yaocun, Fuyuan and Hailu. The increase of RMB50.0 million in accruals and other payables is mainly due to the increase of RMB50.0 million in accruals and other payables for the acquisition of land use rights in Yaocun, Fuyuan and Hailu. Please refer to 4.3.4 below for details.

4.2.6 Net Current Assets

As of December 31, 2015, the net current assets of the Group increased RMB664.0 million (as of December 31, 2014: RMB86.2 million), mainly due to the increase in cash and cash equivalents from RMB590.7 million to RMB664.0 million, which is mainly due to the increase in cash and cash equivalents from the sale of land use rights in Yaocun, Fuyuan and Hailu, and the increase in cash and cash equivalents from the sale of land use rights in Yaocun, Fuyuan and Hailu. The increase in cash and cash equivalents from the sale of land use rights in Yaocun, Fuyuan and Hailu is mainly due to the increase in cash and cash equivalents from the sale of land use rights in Yaocun, Fuyuan and Hailu. The increase in cash and cash equivalents from the sale of land use rights in Yaocun, Fuyuan and Hailu is mainly due to the increase in cash and cash equivalents from the sale of land use rights in Yaocun, Fuyuan and Hailu.

* For identification purposes only

4.3 Liquidity and Capital Resources

The able bel_v of h he i f a i a e ac ed f he c lida ed
ca h fl_v a e e f he G , f he e i d i dica ed:

Year ended December 31,

	2015	2014
	<i>RMB'000</i>	<i>RMB'000</i>
Ne ca h (r ed i)/f e a i g a c i i e	(5,063)	33,328
Ne ca h, ed i i e i g a c i i e	(382,367)	(60,663)
Ne ca h f / (r ed i) f i a c i g a c i i e	708,785	(2,977)
Ne i c e a e / (dec e a e) i c a h a d c a h e , i a l e	321,355	(30,312)

4.3.1 Net Cash from Operating Activities

I 2015, e ca h , fl_w f e a i g a c i i e a , ed RMB5.1 illi . We had e ca h g e e a e d f e a i g a c i i e b e f e c h a g e i_w k i g c a i a l f RMB87.0 illi , i a i l c i i g f f i b e f e a f RMB70.2 illi a d a d j , e f d e c i a i f e , l a a d e , i e f RMB17.3 illi . C h a g e i_w k i g c a i a l e , l e d i c a h , fl_w f RMB66.4 illi , i a i l c i i g f a i c e a e f RMB58.2 illi i a d e a d h e e c e i a b l e a a e , l f : (i) i c e a e d e a e l e a i b , a b l e h e c i , e d e , a i a d c a l i g , f , h e a l h c a e f a c i l i e e_w k ; a d (ii) , e a e f e a l e e e e l a i g . We h , Y i i g G e i a i c H i a l . We had f h e c a h , fl_w f RMB25.7 illi a i b , a b l e , i c e a a i d .

4.3.2 Net Cash Used in Investing Activities

I 2015, e ca h, ed i i e i g a c i i e a , ed RMB382.4 illi , i a i l d e : (i), cha e f , la a d e, i e f RMB113.6 illi , c i i g f (1) a , aid a d e aid e a e a d, g a d e We h , Ka g i g H i a l a d (2) a , aid e a e Bei j i g Yi i g H i a l, Li hai Ka g i g H i a l a d We h , Yi i g Ge i a i c H i a l i h e i g; a d (ii) a e d e i w i h i i i a l e e h e e h f RMB251.3 illi .

4.3.3 Net Cash from Financing Activities

In 2015, the company finished its annual work, and RMB708.8 million in total. (i) The company's operating income, net of income tax, was RMB590.7 million; (ii) The company's operating profit, net of income tax, was RMB78.4 million; (iii) The company's operating profit, net of income tax, was RMB50.0 million. The company's operating profit, net of income tax, was RMB50.0 million.

4.3.4 Significant Investment, Acquisition and Disposal

[illegible]

Since a declined abate, the Government had significant increase in the
acquired in 2015.

On February 22, 2016, the Company and the independent directors agreed to contribute RMB50.0 million to the Independent Director's Office. In principle, the Independent Director's Office will be allocated 80% of the available funds. The independent directors have agreed to the Company's decision on February 23, 2016. After the date of this agreement, the independent directors have been added to the Company's records, and the independent directors' term is 2016.

4.3.5 Capital Expenditure

Capital expenditure of the Group in the period referred to is as follows: (i) purchase of land and buildings, construction of buildings, purchase of land and buildings, purchase of land and buildings, purchase of land and buildings, purchase of land and buildings, purchase of land and buildings; (ii) purchase of land and buildings; and (iii) purchase of land and buildings. Capital expenditure of the Group in 2015 was RMB193.4 million, an increase of 163.1% from 2014, mainly due to the acquisition of the land and buildings of Ya Jia Feng Hotel in 19 years and 9 months, and the acquisition of RMB93.1 million.

4.3.6 Use of Proceeds from Initial Public Offering

The Board has decided to use the proceeds from the initial public offering of the Company to fund the business expansion and the acquisition of land and buildings. After December 31, 2015, the Group has used the proceeds from the initial public offering as follows:

- RMB20.0 million for the acquisition of the land and buildings of the Ge Jia Feng Hotel; and
- RMB20.0 million for the acquisition of the land and buildings of the Pi Gao Ka Gao Hotel, which RMB13.0 million was used for the acquisition of the land and buildings.

4.4 Indebtedness

4.4.1 Bank Borrowings

As of December 31, 2015, the balance of bank borrowings of the Group, as reported RMB50.0 million (as of December 31, 2014: nil), all due within one year.

4.4.2 Contingent Liabilities

As of December 31, 2015, the Group had no contingent liabilities guaranteed by the Group, and have no special interest in the financial institutions of the Group.

4.4.3 Asset Pledge

As of December 31, 2015, the Group's assets had been pledged.

4.4.4 Contractual Obligations

The contractual obligations of the Group include financial lease agreements. As of December 31, 2015, the future aggregate financial lease agreements, the non-cancelable lease agreements were RMB209.0 million.

4.4.5 Financial Instruments

Financial instruments of the Group consist of trade receivables, accounts payable, trade payables, trade receivables, bank borrowings, and other financial instruments. The management has assessed the credit risk, liquidity risk, and market risk of the financial instruments and determined that the financial instruments do not have a significant effect on the financial position and performance of the Group.

4.4.6 Exposure to Fluctuation in Exchange Rates

The Group does not use any financial derivatives contracts, and is not exposed to the fluctuation in exchange rates of Hong Kong dollar against RMB. The Group has not entered into any foreign exchange contracts.

The Group has entered into derivative financial instruments to hedge against interest rate contracts. The management manages the contracts to be closed in a long term to effectively hedge the contract and will consider hedging significant foreign exchange rate movements, where needed.

4.4.7 Gearing Ratio

As of December 31, 2015, the Group's gearing ratio (total interest-bearing liabilities divided by total assets) was 11.8% (2014: nil).

5 SIGNIFICANT EVENTS

5.1 Issue of H Shares and Listing

The Company's H shares (the **H Shares**) were listed on the Stock Exchange of Hong Kong Limited (the **Stock Exchange**) on November 20, 2015 (the **Listing Date**). As of December 31, 2015, the Company's net proceeds from the initial public offering amounted to approximately HK\$693.2 million (equivalent to approximately RMB580.7 million) after deducting the underwriting costs and all related expenses. As of the date of this report, the Company does not anticipate any change in the total net proceeds attributable to the IPO.

5.2 Dividend

The final dividend distribution for the ended December 31, 2015 (the **Proposed Final Dividend**) was approved at the extraordinary general meeting of the Board of Directors of the Company on November 14, 2015. The Proposed Final Dividend to the Shareholders of the Company for the year ended December 31, 2015 (the **AGM**) will be held on June 14, 2016. The Proposed Final Dividend will be distributed to the Shareholders of the Company on June 24, 2016 (the **Record Date**).

The dividend payable to the Company will be closed on May 15, 2016. On June 14, 2016, the dividend will be distributed to the Shareholders of the Company. The dividend will be effective on the date of the Shareholders' meeting.

If he i di id, al h lde f H Sha e a e H g K g Maca, e ide e ide f he c, ie_w which had a ageed a a e f 10% f he ca h di ide d he_w i h he PRC, de he ele a a age e e, he C a h, ld_w i hh ld a d, a i di id, al i c e a behalf f he ele a Sha eh lde a a a e f 10%. Sh, ld he i di id, al h lde f H Sha e be e ide f he c, ie_w which had a ageed a a e f le ha 10%_w i h he PRC, de he ele a a age e e, he C a hall_w i hh ld a d, a i di id, al i c e a behalf f he ele a Sha eh lde a a a e f 10%. I ha ca e, if he ele a i di id, al h lde f H Sha e_w i h eclai he e a a, _w i hheld d e he a lica i f 10% a a e, he C a ca a l f he ele a ageed efe e ial a ea e ided ha he ele a Sha eh lde, b i he e ide ce e, i ed b he ice f he a age e e C, e ha e. The C a _w ill a i _w i h he a ef, d a fe he a al f he c e e a a h i. Sh, ld he i di id, al h lde f H Sha e be e ide f he c, ie_w which had a ageed a a e f e 10% b, le ha 20%_w i h he PRC, de he a age e e, he C a hall_w i hh ld a d, a he i di id, al i c e a a he ageed ac, al a e i acc da ce_w i h he ele a a age e e. I he ca e ha he i di id, al h lde f H Sha e a e e ide f he c, ie_w which had a ageed a a e f 20%_w i h PRC, _w which ha e e e di a a age e e _w i h PRC, he_w i e, he C a hall_w i hh ld a d, a he i di id, al i c e a a a a e f 20%.

5.3 Purchase, Sale and Redemption of Listed Securities

Dr. i g he e i d f he Li i g Da e Dece be 31, 2015, ei he he
C a a f i , b idia ie , cha ed, ld edee ed a f he
C a ' li ed ec i ie .

5.4 Review of Annual Results

The Court's audit committee has reviewed the Government's financial performance for the fiscal year ended December 31, 2015 and has issued a public accounting statement, which has been published. It has also issued a statement of the audit committee's findings and recommendations.

The Chartered Accountants in Hong Kong and the Chartered Accountants in England and Wales, M. HUANG Zhi (he is the Chartered Accountant) and M. WONG Raymond Fok Lai, and the Chartered Accountants in England and Wales, M. HE Xi. Also, M. HUANG Zhi has the authority to certify, certify (a certified public accountant, a certified public accountant in China, the Certified Public Accountant (China Certified Accountants Association)).

6 COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company complied with all codes of conduct in the Corporate Governance Code (the **Corporate Governance Code**) effective from April 14, the Rule Governing the Listing of Securities of the Stock Exchange of Hong Kong Limited (the Listing Rules) and the Listing Date (December 31, 2015), and the directors of the Company are aware of A.2.7, which requires the company to disclose the Listing Date (December 31, 2015). The Company is aware of A.2.7, and the chairman, shareholders, all holders of the company's securities (including the directors) are aware of the company's compliance with the Listing Rules. The Company has complied with the requirements of the Corporate Governance Code. The Company will continue to improve its corporate governance, and will continue to comply with the Corporate Governance Code.

7 FINANCIAL REPORT

7.1 Scope of work of PricewaterhouseCoopers

The figures in this report of the Group's results for the year ended December 31, 2015 have been agreed by the Company's external auditors, PricewaterhouseCoopers (PwC), and the figures in the Group's audited consolidated financial statements for the year ended December 31, 2015. The PwC has performed the audit in accordance with the Hong Kong Standards on Auditing, Hong Kong Standards on Related Engagements and Hong Kong Standards on Assurance Engagements issued by the Hong Kong Institute of Certified Public Accountants and, as a result, has been engaged by PwC to audit the financial statements.

7.2 Accounting policies

The Company has adopted the consolidated financial statements for the Group, and the accounting policies are as follows.

7.3 Financial Statements

7.3.1 Consolidated Statement of Comprehensive Income

	Year ended December 31,	
	2015	2014
	RMB'000	RMB'000
Revenue	343,674	296,296
Cost of revenue	(213,289)	(181,313)
Gross profit	130,385	114,983
Operating expenses:		
Office	3,074	689
Office	(144)	(151)
Selling	(1,970)	(2,092)
Administrative	(62,520)	(45,611)
Operating profit	68,825	67,818
Financial income	11,625	749
Financial expense	(4,002)	—
Finance income – net	7,623	749
Shareholders' equity accounted for, including other	(6,278)	—
Profit before income tax	70,170	68,567
Income tax expense	(18,548)	(17,369)
Net profit	51,622	51,198
Other comprehensive income	—	—
Total comprehensive income	51,622	51,198
Attributable to:		
Equity holders of the Company	55,709	51,198
Non-controlling interest	(4,087)	—
Earnings per share:		
Basic and diluted (in RMB)	1.03	1.02

7.3.2 Consolidated Balance Sheets

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
ASSETS		
Non-current assets		
Property, plant and equipment	233,200	160,799
Land use right	20,738	21,210
Intangible assets	90,581	1,229
Investment in associates	8,422	
Deferred income taxes	10,071	4,641
Derivative financial assets	48,324	13,904
Total non-current assets	411,336	201,783
Current assets		
Inventory	7,506	7,911
Trade receivables	123,067	84,532
Other receivables, deposits and prepayments	42,690	27,340
Accounts payable	20,044	13,502
Due to subsidiaries	251,334	
Cash and cash equivalents	368,457	37,271
Total current assets	813,098	170,556
Total assets	1,224,434	372,339
EQUITY		
Equity attributable to owners of the Company		
Share capital	73,040	50,000
Capital reserve	797,510	159,153
Surplus reserve	11,342	5,708
Retained earnings	77,824	46,229
	959,716	261,090
Non-controlling interests	2,513	
Total equity	962,229	261,090

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
LIABILITIES		
Non-current liabilities		
Deferred long-term debt	14,284	14,156
Long-term payable	98,821	12,688
Total non-current liabilities	113,105	26,844
Current liabilities		
Trade payable	19,976	23,829
Accrual and other payable	63,209	47,340
Credit card liability	11,559	13,236
Bank borrowings	50,000	
Current financial long-term payable	4,356	
Total current liabilities	149,100	84,405
Total liabilities	262,205	111,249
Total equity and liabilities	1,224,434	372,339

7.4 Notes to the Financial Statements

7.4.1 General Information

The Company was established as a joint stock company in the People's Republic of China, Kaigig Medical Healthcare Hospital (溫州市康寧精神康復醫院) in the PRC on February 7, 1996. The address of the Company's registered office is a Shengji Road, Hangzhou Residential District, Weihu, Zhejiang, the PRC.

On October 15, 2014, the Company was converted into a joint stock limited company and named Weihu Kaigig Healthcare Hospital Co., Ltd. (溫州康寧醫院股份有限公司).

The Group is engaged in the healthcare industry in the PRC.

The Company had no listing on the Stock Exchange of Hong Kong since November 20, 2015.

The consolidated financial statements are prepared in RMB and expressed in the PRC Renminbi Yuan, unless otherwise indicated.

7.4.2 Basis of Preparation

The consolidated financial statements of the Group have been prepared in accordance with the IFRS. The consolidated financial statements have been prepared, under the historical cost convention.

(a) New and amended standards adopted by the Group

The following standards and amendments have been adopted by the Group from the effective date of the financial statements beginning 1 January 2015:

Amended IAS 19 'Contributions to defined benefit plans'.

Amended financial instruments IFRS 2010-2012 Cycle, IFRS 8, 'Operating segments', IAS 16, 'Property, plant and equipment', IAS 38, 'Intangible assets' and IAS 24, 'Related party disclosures'.

Amended financial instruments IFRS 2011-2013 Cycle, IFRS 3, 'Business combinations', IFRS 13, 'Fair value measurement'.

Amended IAS 27 'Earnings per share financial statement'.

The directors of the Company are advised that the adoption of the newly adopted IFRS had no material impact on the Group's earnings, financial position.

(b) New Hong Kong Companies Ordinance (Cap. 622)

In addition, the effect of Part 9 Accounting and Auditing of the new Hong Kong Companies Ordinance (Cap. 622) came into effect during the financial year, as a result, the accounting policies and disclosures of the financial statements have been revised.

(c) *New standards and interpretations not yet adopted*

As at the end of the reporting period, the Group has not yet adopted the new standards and interpretations that have been issued by the International Accounting Standards Board (IASB) and that are expected to be effective for the Group's financial year beginning on 1 January 2015. The Group has not yet adopted the new standards and interpretations that have been issued by the IASB and that are expected to be effective for the Group's financial year beginning on 1 January 2015.

IFRS 9, 'Financial Instruments'

IFRS 15, 'Revenue Recognition'

IFRS 16, 'Leases'

The Group has not yet adopted the new standards and interpretations that have been issued by the IASB and that are expected to be effective for the Group's financial year beginning on 1 January 2015.

7.4.3 Trade Receivables

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Trade receivable	130,738	89,537
Less: provision for doubtful trade receivable	(7,671)	(5,005)
Trade receivable net	<u>123,067</u>	<u>84,532</u>

The carrying amount of the Group's trade receivable as at the end of the reporting period is RMB123,067,000, which is fully collectible.

At December 31, 2014 and 2015, he aggregated all of the above entities as follows:

		As of December 31,	
		2015	2014
		RMB'000	RMB'000
Agi g a al i ba ed	he billi g da e:		
Bill	e e ed	9,580	9,927
1-3	h	74,718	45,694
4-6	h	19,635	13,082
7-12	h	19,937	14,635
1-2	ea	5,075	4,574
2-3	ea	1,426	1,544
O e 3	ea	367	81
		<u>130,738</u>	<u>89,537</u>

Acc di g he G , ' e f b i e , all bill a e , a able ,
e e ai .

As of December 31, 2014 and 2015, the Group's identifiable intangible assets were valued at RMB73,442,000 and RMB113,297,000, respectively. The evaluation was performed by the independent valuation firm, Beijing Huayu Zhongyuan Consulting Co., Ltd. ("Huayu Zhongyuan"), which is a member of the China Association of Valuers ("CAV"). The evaluation was performed in accordance with the relevant provisions of the CAV's standards and the Group's management's assumptions.

The average confidence has been calculated for each category, and can be expressed in a table like the following. The agricultural index has the highest confidence, while the index for the environment is the lowest:

	As of December 31,	
	2015	2014
	<i>RMB'000</i>	<i>RMB'000</i>
Leasehold	110,355	71,136
1-2 years	2,800	2,269
2-3 years	142	3
Over 3 years	—	34
	<u>113,297</u>	<u>73,442</u>

As of December 31, 2014 and 2015, the receivable of RMB6,168,000 and RMB7,861,000, respectively, are included. The amount of the receivable of RMB5,005,000 and RMB7,671,000 as of December 31, 2014 and 2015, respectively. The aging of the receivable is as follows:

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Less than 1 year	3,935	2,275
1-2 years	2,275	2,305
2-3 years	1,284	1,541
Over 3 years	367	47
	<u>7,861</u>	<u>6,168</u>

The amount of the Group's receivable from the sale of the receivable is as follows:

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
At January 1,	5,005	3,699
Provision of receivable	4,907	2,957
Receivable of the affiliated companies	(2,241)	(1,304)
Write-back, net	—	(347)
At December 31,	<u>7,671</u>	<u>5,005</u>

The receivable from the sale of the receivable has been included in the consolidated statement of cash flows. The amount of the receivable from the sale of the receivable is as follows:

The amount of the receivable from the sale of the receivable is as follows:

7.4.4 Other Receivables, Deposits and Prepayments

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Other receivable ^(a)	14,337	1,408
Deposit ^(b)	17,268	16,823
Accounts receivable ^(c)	12,304	
Prepaid expense	30,007	16,686
Prepaid purchase	13,000	
Prepaid commission	2,594	1,216
Prepaid goods	2,539	1,511
Prepaid IPO fee	—	3,477
Other	43	123
Less: liability	(1,078)	
Total	91,014	41,244
Current	42,690	27,340
Non-Current	48,324	13,904
Total	91,014	41,244

The carrying amount of the Group's other receivable, deposit and prepaid expense is denominated in RMB and is denominated in the functional currency.

(a) Included in other receivable as of December 31, 2015, was an advance payment of RMB9,210,000 from Ya Jia Fei Holdings. Such advance will be repaid by Ya Jia Fei Holdings when the cash flow is available.

(b) Included in deposit as of December 31, 2014 and 2015, was an advance payment of RMB12,688,000 from the cash account of the company's subsidiary. The advance will be repaid by the company's subsidiary when the cash flow is available.

(c) The Company entered into an agreement with Sichuan Hongji Pacific Capital Limited (Sichuan Hongji, a subsidiary of the Company) in March 2015 and placed a deposit of RMB12,000,000 with Sichuan Hongji. The Company called a deposit of RMB12,000,000 from Sichuan Hongji, Chengdu Jihong Holdings Capital Limited (Chengdu Jihong, a subsidiary of the Company) and

f Sichuan Hengji) and the Company. June 29, 2015. Pursuant to the relevant agreement, the Hengji agreed to abandon the business and the debt, and be aided by Chengdu Jihong Group. On June 12, 2015, the company signed a letter of intent with the Hengji. The agreement was signed by the Hengji.

On July 28, 2015, Chengdu Jihong Group changed its name to Chengdu Reishi Hengji Company Limited.

(d) The Company entered into an agreement with Pingang Mintian Specialized Fund Co., Ltd. (Pingang Mintian), a subsidiary of the company, in October 2015, to provide a loan of RMB18,000,000. As of December 31, 2015, RMB13,000,000 was provided to Pingang Mintian.

7.4.5 Accruals and Other Payables

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Accrued employee benefits	18,637	17,939
Receivable advances	3,194	3,416
Receivable	3,004	3,362
Grantee deposits received from		
customers (a)	12,688	12,688
Other payable from related parties	20,831	19,916
Other payable	412	641
Advances received from related parties (b)	3,110	1,500
Long-term payable from related parties	90,489	
Accrued liabilities	11,606	
Other	2,415	566
Total	166,386	60,028
Current	63,209	47,340
Current long-term payable		
from related parties	4,356	
Non-current	98,821	12,688
Total	166,386	60,028

The carrying amount of the available-for-sale financial assets is RMB. The carrying amount of the available-for-sale financial assets is RMB. The carrying amount of the available-for-sale financial assets is RMB.

- (a) The amount of the carrying amount of the available-for-sale financial assets is RMB. The amount of the carrying amount of the available-for-sale financial assets is RMB. The amount of the carrying amount of the available-for-sale financial assets is RMB.
- (b) The amount of the carrying amount of the available-for-sale financial assets is RMB. The amount of the carrying amount of the available-for-sale financial assets is RMB. The amount of the carrying amount of the available-for-sale financial assets is RMB.

7.4.6 Revenue

	Year ended December 31,	
	2015	2014
	RMB'000	RMB'000
Tea and health care products	240,103	206,790
Pharmaceuticals	87,740	77,384
Acupuncture and massage	2,270	1,828
Management fee	13,561	10,294
	343,674	296,296

7.4.7 Expenses by Nature

	Year ended December 31,	
	2015	2014
	RMB'000	RMB'000
Employee benefits	99,988	82,750
Pharmaceuticals and medical	86,483	75,419
Depreciation and amortization	21,706	15,067
Quota of lease expense	8,563	10,055
Quota of lease expense of related financial lease facilities	7,388	6,612
Cash expense	11,280	8,404
Utilities expense	5,820	5,381
Executive and dining fee	3,388	3,900
Professional fee of receivable	4,907	2,610
Professional fee of receivable	1,078	
Transportation expense	2,481	3,086
Printing and mailing	1,970	2,092
Dining charges	1,814	1,834
Quota of lease of office	345	1,147
Litigation expense	5,177	
Advertising expense		
Advertising	1,532	315
Non-advertising	—	
Other	13,859	10,344
	277,779	229,016

7.4.8 Income Tax Expense

The income tax expense of the Group for the year ended December 31, 2014 and 2015 is analyzed as follows:

	Year ended December 31,	
	2015	2014
	RMB'000	RMB'000
Current income tax:		
PRC current income tax	23,978	19,054
Deferred income tax	(5,430)	(1,685)
	<u>18,548</u>	<u>17,369</u>

The amount of the Group's current income tax expense differs from the theoretical amount, calculated at the rate applicable in the PRC, due to the following factors:

	Year ended December 31,	
	2015	2014
	RMB'000	RMB'000
Profit before income tax	70,170	68,567
Calculated at the rate of 25%	17,543	17,142
Excess deductible	2,507	227
Income tax rebate	(167)	
Other adjustments	(1,335)	
	<u>18,548</u>	<u>17,369</u>

PRC corporate income tax

The income tax liability of the Group is calculated based on the income in the PRC has been calculated at the rate of 25% which is applied as available for the year, based on the existing legislation, income tax and administrative regulations, and other relevant applicable laws and regulations.

7.4.9 Earnings per Share

Basic earnings per share

The calculation of basic earnings per share is based on the attributable dividend, which is the dividend of the Company of RMB51,198,000 and RMB55,709,000 for the ended December 31, 2014 and 2015, respectively, and the weighted average number of shares outstanding for the period of each period, calculated as follows:

Weighted average number of ordinary shares

	Year ended December 31,	
	2015	2014
	No. of shares	No. of shares
Ordinary shares issued at beginning of the period	50,000,000	50,000,000
Effect of increase of shares	4,253,370	
Weighted average number of shares outstanding for the period	<u>54,253,370</u>	<u>50,000,000</u>

The Company was incorporated in the People's Republic of China on October 15, 2014. The calculation of the weighted average number of shares outstanding for the period ended December 31, 2014 is based on 50,000,000 ordinary shares outstanding at the beginning of the period, and the weighted average number of shares outstanding for the period ended December 31, 2015 is based on 54,253,370 ordinary shares.

Diluted earnings per Share

The Company did not have any potential dilutive shares, therefore, the diluted earnings per share is the same as the basic earnings per share.

7.4.10 Final Dividends

On March 11, 2015, the Board declared a final dividend of RMB18,480,000 for the year ended December 31, 2014. The dividend was paid to the shareholders on June 1, 2015 and the Company paid the dividend on July 23, 2015.

On March 24, 2016, the Board declared a final dividend of RMB18,260,000 for the year ended December 31, 2015, which is calculated based on 73,040,000 issued Shares as of December 31, 2015. The declared dividend will be reflected in the consolidated financial statements as of December 31, 2015, and will be reflected in the consolidated financial statements as of December 31, 2016.

	Year ended December 31,	
	2015	2014
	RMB'000	RMB'000
Paid final dividend of RMB0.25 (2014: RMB0.35) to the Shareholders	18,260	18,480

7.4.11 Commitments

Capital commitments

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Contracted but not provided for		
construction building	36,635	86,130
leasehold improvements	60,529	1,784
other, less advance received	10,935	794
	108,099	88,708

Operating lease commitments

The Group lease certain office buildings and industrial premises on a non-cancellable long-term lease agreement.

The Group's future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Non-lease liability	28,593	26,654
Lease liability and lease liability	74,546	80,867
Lease liability	105,831	129,116
	208,970	236,637

Investment in subsidiaries

	As of December 31,	
	2015	2014
	RMB'000	RMB'000
Non-lease liability	43,000	8,600
Lease liability and lease liability	15,600	2,400
	58,600	11,000

7.4.12 Principal Subsidiaries

The following is a list of the principal subsidiaries of the Company as at December 31, 2015:

Name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital and debt securities	Proportion of ordinary shares directly held by parent (%)	Proportion of ordinary shares held by the Group (%)	Proportion of ordinary shares held by non-controlling interests (%)
Cangnan Kangning Hospital Co., Ltd. (蒼南康寧醫院有限公司)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB1,000,000	100%	100%	
Qingdao Kangning Hospital Co., Ltd. (青島康寧醫院有限公司)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB1,000,000	100%	100%	
Yongjia Kangning Hospital Co., Ltd. (永嘉康寧醫院有限公司)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB1,000,000	100%	100%	
Yeqing Kangning Hospital Co., Ltd. (樂清康寧醫院有限公司)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB1,000,000	100%	100%	
Shenzhen Yining Hospital Co., Ltd. (深圳市怡寧醫院有限公司)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB16,600,000		52%	48%
Wenzhou Kangning Forensic Identification Co., Ltd. (溫州康寧司法鑒定所)	The PRC, Sole proprietorship	Forensic identification in PRC	Paid-up capital of RMB500,000	100%	100%	
Linhai Kangning Hospital Co., Ltd. (臨海康寧醫院有限公司)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB2,000,000	80%	80%	20%
Wenzhou Yining Geriatric Hospital Co., Ltd. (溫州怡寧老年醫院有限公司) ^(a)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB10,000,000	100%	100%	
Pingyang Kangning Hospital Co., Ltd. (平陽康寧醫院有限公司) ^(b)	The PRC, Limited liability company	Private hospital in PRC	Paid-up capital of RMB6,000,000	100%	100%	
Shenzhen Yining Medical Investment Co., Ltd. (深圳怡寧醫療投資有限公司) ^(c)	The PRC, Limited liability company	Investment holding in PRC	Nil	100%	100%	
Quzhou Yining Hospital Co., Ltd. (衢州怡寧醫院有限公司) ^(d)	The PRC, Limited liability company	Private hospital in PRC	Nil	60%	60%	40%
Hangzhou Honglan Information Technology Co., Ltd. (杭州宏瀾信息科技有限公司) ^(e)	The PRC, Limited liability company	Online medical consulting in PRC	Nil	100%	100%	
Lanfang Yining Hospital Management Co., Ltd. (廊坊市怡寧醫院管理有限公司) ^(f)	The PRC, Limited liability company	Hospital management consulting in PRC	Nil	100%	100%	

All the subsidiaries are established in the PRC and all issued liabilities are in the Renminbi. We have Kangning Hospital Financial Center, which is a wholly owned subsidiary.

- (a) We have Yiyi Genetic Hospital Co., Ltd. established on November 2, 2015, which has registered capital of RMB10,000,000. Its paid-up capital is RMB10,000,000 as of December 31, 2015.
- (b) Pingang Kangning Hospital Co., Ltd. established on November 2, 2015, which has registered capital of RMB6,000,000. Its paid-up capital is RMB6,000,000 as of December 31, 2015.
- (c) Shehe Yiyi Medical Insurance Co., Ltd. established on September 23, 2015, which has registered capital of RMB10,000,000. Its paid-up capital is RMB10,000,000 as of December 31, 2015.
- (d) Qihang Yiyi Hospital Co., Ltd. established on November 20, 2015, which has registered capital of RMB30,000,000. Its paid-up capital is RMB30,000,000 as of December 31, 2015.
- (e) Hanghang Hengli Information Technology Co., Ltd. established on November 20, 2015, which has registered capital of RMB5,000,000. Its paid-up capital is RMB5,000,000 as of December 31, 2015.
- (f) Laogang Yiyi Hospital Management Co., Ltd. established on December 2, 2015, which has registered capital of RMB10,000,000. Its paid-up capital is RMB10,000,000 as of December 31, 2015.

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

Zhejiang, the PRC
March 29, 2016

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 Ms. HE Xin; and the independent non-executive directors are Mr. CHONG Yat Keung, Mr. HUANG Zhi and Mr. WONG Raymond Fook Lam.