ARTICLES OF ASSOCIATION
OF
WENZHOU KANGNING HOSPITAL CO., LTD.

CONTENTS

CHAPTER 1 GENERAL

Article 1 [illegible]

Article 2 [illegible]

[illegible]

[illegible]

Article 3 [illegible] 溫州康寧醫院股份有限公司

[illegible]

Article 4 [illegible]

Article 5 [illegible]

Article 6 [illegible]

Article 7 [illegible]

Article 8 [illegible]

Article 9

CHAPTER 2 OPERATIONAL OBJECTIVES AND SCOPE

Article 11

Article 12

CHAPTER 3 SHARES, REGISTERED CAPITAL AND TRANSFER OF SHARES

Article 13

Article 14

Article 15

Article 16

Article 17

Article 18 [illegible]

No.	Name of promoters	Shareholding (share)	Percentage of shareholding
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]

[illegible]

No.	Name of shareholders	Shareholding (share)	Percentage of shareholding
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	[illegible]
	[illegible]	[illegible]	[illegible]

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 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		

Article 20 [illegible]

Article 21 [illegible]

[illegible]

Article 22 [illegible]

Article 23 [illegible]

[illegible]

Article 24 [illegible]

Article 25 [illegible]

Article 26 [illegible]

[illegible]

Article 27 [illegible]

[illegible]

[illegible]

CHAPTER 4 INCREASE, REDUCTION AND REPURCHASE OF SHARES

Article 28 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 31

Article 32

Article 33

[illegible]

Article 34

Article 35

Article 36

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

CHAPTER 5 FINANCIAL ASSISTANCE FOR PURCHASE OF COMPANY SHARES

Article 37 [illegible]

[illegible]

[illegible]

Article 38 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 39 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

CHAPTER 6 SHARE CERTIFICATES AND REGISTER OF SHAREHOLDERS

Article 40 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 41

Article 42

Article 43

Article 44

Article 45

Article 46

Article 47

Article 48

Article 49

Article 50

Article 51

Article 52

CHAPTER 7 RIGHTS AND OBLIGATIONS OF SHAREHOLDERS

Article 53

(3) [illegible]

(4) [illegible]

(5) [illegible] Supervisory Committee [illegible]

(6) [illegible]

(7) [illegible]

[illegible]

Article 55

Supervisory Committee

[illegible]

[illegible]

Article 58 [illegible]

Article 59 [illegible]

[illegible]

[illegible]

[illegible]

Article 60

Article 61

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

CHAPTER 8 GENERAL MEETING

Section 1 General Provisions on General Meeting

Article 62 [illegible]

Article 63 [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible] Supervisory Committee

(5) [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 64

Article 65 [illegible]

Article 66 [illegible]

Article 67 [illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible]

(4) [illegible]

(5) [illegible] Supervisory Committee [illegible]

(6) [illegible]

Article 68 [illegible]

[illegible]

Section 2 Proposing and Convening of General Meeting

Article 69 [illegible]

[illegible]

Article 70 [illegible] Supervisory Committee [illegible]

[illegible] Supervisory Committee

[illegible]

Article 71 [illegible]

[illegible]

(2)

(3) Supervisory Committee

(4)

(5)

Article 72 Supervisory Committee

Section 3 Proposals and Notices of General Meeting

Article 73

Article 74 Supervisory Committee

Article 75

Article 76

Article 77

Article 78

Article 79

Article 80 [illegible]

Article 81 [illegible]

Section 4 Convening General Meeting

Article 82 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 83

Article 84

Article 85 [illegible]

[illegible]

Article 86 [illegible]

[illegible]

Article 87 [illegible]

Article 88 [illegible]

Article 89 [illegible]

Article 90 [illegible]

Article 91 [illegible]

[illegible] Supervisory Committee [illegible]

[illegible]

[illegible]

Article 92 [illegible]

Article 93 [illegible] Supervisory Committee [illegible]

Article 94 [illegible]

Article 95 [illegible]

Article 96 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 97

Article 98

Section 5 Voting and Resolutions at General Meetings

Article 99

Article 100

Article 101 [illegible]

Article 102 [illegible]

Article 103 [illegible]

Article 104 [illegible]

(1) [illegible] Supervisory Committee

(2) [illegible]

(3) [illegible]
Supervisory Committee

(4) [illegible] Supervisory Committee

(5) [illegible]

(6) [illegible]

(7) [illegible]

Article 105 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 106 [illegible]

Article 107 [illegible]

Article 108 [illegible]

Article 109 [illegible]

CHAPTER 9 SPECIAL PROCEDURES FOR VOTING AT CLASS MEETINGS

Article 110 [illegible]

[illegible]

[illegible]

[illegible]

Article 111 [illegible]

Article 112

Article 113

Article 114

Article 115

Article 116

Article 117

CHAPTER 10 BOARD OF DIRECTORS

Section 1 Directors

Article 118 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 119 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 120

Article 123

Article 124

Article 125

Section 2 Independent Non-executive Directors

Article 126

Article 127

Article 128

Article 130

Section 3 Board of Directors

Article 131

Article 132

Article 133

[illegible]

[illegible]

[illegible]

[illegible]

Article 134 [illegible]

Article 135 [illegible]

[illegible]

Article 136 [illegible]

Article 137

Article 138 [illegible]

[illegible]

[illegible] Supervisory Committee [illegible]

[illegible]

Article 139

Article 140

Article 141

Article 142

Article 143

Article 144

Article 145

Article 146

Article 147

CHAPTER 11 SECRETARY TO THE BOARD

Article 148

Article 149

Article 150

[illegible]

Article 151 [illegible]

CHAPTER 12 COMPANY SECRETARY

Article 152 [illegible]

Article 153 [illegible]

Article 154 [illegible]

Article 155 [illegible]

CHAPTER 13 GENERAL MANAGER

Article 156

Article 157

Article 158

Article 159 [illegible]

Article 160 [illegible]

[illegible]

(1) [illegible]

(2) [illegible]

(3) [illegible] Supervisory Committee

(4) [illegible]

Article 161 [illegible]

CHAPTER 14 SUPERVISORY COMMITTEE

Section 1 Supervisors

Article 162 [illegible]

Article 163 [illegible]

Article 164 [illegible] Supervisory Committee [illegible]

Section 2 Supervisory Committee

Article 169 The Company shall establish a Supervisory Committee.

Article 170 The Supervisory Committee shall be composed of five supervisors, one of whom shall be the chairman of the Supervisory Committee.

The appointment and dismissal of the chairman of the Supervisory Committee shall be passed by more than two-thirds of its members.

Article 171 The Supervisory Committee shall be composed of shareholder representative supervisors, independent supervisors and employee representative supervisors. The shareholder representative supervisors and independent supervisors shall be elected and dismissed by the general meeting, and the employee representative supervisors shall be no less than one-third of the members of the Supervisory Committee, and democratically elected and dismissed by the Company's employees.

Article 172 The Supervisory Committee shall be accountable to the general meeting and exercise the following functions and powers according to laws:

(1) to examine the Company's financial standing;

(2) to supervise the directors and senior management officers to ensure that they perform their duties to the Company not in violation of any laws, administrative regulations or these Articles of Association, and to put forward suggestions for dismissing any directors or senior management officers who are in violation of laws, administrative regulations, these Articles of Association or resolutions of thegeneral meetings;

(3) to demand rectification made by a director and any other senior management officers when the act of the foregoing persons damages the Company's interests;

(4) to verify the financial information such as the financial reports, business reports and profit distribution plans and others to be submitted by the Board to the general meetings and, should any queries arise, to entrust, in the name of the Company, certified public accountants and practicing auditors to conduct a review thereof;

(5) to propose to convene an extraordinary general meeting and to convene and preside over general meetings when the Board fails to perform such duties of convening and presiding over general meetings;

[illegible]

Article 173 [illegible] Supervisory Committee [illegible] Supervisory Committee [illegible]

[illegible]

Article 174 [illegible] Supervisory Committee [illegible] Supervisory Committee [illegible]

Article 175 [illegible] Supervisory Committee [illegible] Supervisory Committee [illegible]

[illegible]

Article 176 [illegible] Supervisory Committee [illegible]

[illegible]

Article 177 [illegible] Supervisory Committee [illegible] Supervisory Committee [illegible]

[illegible] Supervisory Committee [illegible]

[illegible]

[illegible]

[illegible]

Article 178 [illegible] Supervisory Committee [illegible]

[illegible]

CHAPTER 15 QUALIFICATIONS AND OBLIGATIONS OF THE COMPANY'S DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Article 179 [illegible]

[illegible]

Article 180 [illegible]

Article 181 [illegible]

Article 182 [illegible]

Article 183 [illegible]

Article 184

[illegible]

[illegible]

[illegible]

[illegible]

Article 188

Article 189

Article 190

Article 191

Article 192

Article 193

Article 194

Article 195

Article 196

Article 197

CHAPTER 16 FINANCIAL ACCOUNTING SYSTEM AND DISTRIBUTION OF PROFITS

Article 198 [illegible]

Article 199 [illegible]

[illegible]

Article 200 [illegible]

Article 201 [illegible]

[illegible]

[illegible]

[illegible]

Article 202 [illegible]

Article 203 [illegible]

Article 204 [illegible]

[illegible]

Article 205 [illegible]

Article 206 [illegible]

[illegible]

[illegible]

Article 207 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 208 [illegible]

[illegible]

Article 209 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 210 [illegible]

Article 211 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 212 [illegible]

Article 213 [illegible]

CHAPTER 17 APPOINTMENT OF AN ACCOUNTING FIRM

Article 214

Article 215

Article 216

Article 217

Article 218

Article 219

Article 220

Article 221

CHAPTER 18 MERGER, DIVISION, DISSOLUTION AND LIQUIDATION

Section 1 Merger and Division

Article 222

Article 223

Article 224

Article 225

Section 2 Dissolution and Liquidation

Article 226

Article 227

8 .44at holdoard.isTc 0.004opin0.0e44at holders t liquidation tha

Article 229 [illegible]

[illegible]

[illegible]

Article 230 [illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

[illegible]

Article 231 [illegible]

[illegible]

CHAPTER 19 AMENDMENT TO ARTICLES OF ASSOCIATION

Article 235 [illegible]

Article 236 [illegible]

[illegible]

[illegible]

[illegible]

Article 237 [illegible]

Article 238 [illegible]

[illegible]

[illegible]

Article 239

CHAPTER 20 NOTICE

Article 240

Article 241

Supervisory Committee

Article 242

Article 243

CHAPTER 21 SETTLEMENT OF DISPUTES

Article 244

CHAPTER 22 SUPPLEMENTARY ARTICLES

Article 245

Article 246