

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



康宁

**Wenzhou Kangning Hospital Co., Ltd.**

**溫州康寧醫院股份有限公司**

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

**(Stock Code: 2120)**

**ANNOUNCEMENT  
POLL RESULTS OF THE ANNUAL GENERAL  
MEETING FOR THE YEAR 2015**

The annual general meeting (the “**AGM**”) of Wenzhou Kangning Hospital Co., Ltd. (the “**Company**”) for the year 2015 was held at Marco Polo Shenzhen, 28 Fuhua 1st Road, Futian CBD., Shenzhen, China, at 9 a.m. on Tuesday, June 14, 2016.

**RESOLUTIONS OF THE AGM**

The AGM was convened by the board of directors of the Company (the “**Board**”) and chaired by Mr. GUAN Weili, the chairman of the Board. The total number of shares of the Company in issue as at the date of the AGM was 73,040,000 shares, which was the total number of shares entitling the holders to attend and vote for or against or abstain from voting on the resolutions proposed at the AGM. There were no restrictions on any shareholders of the Company (the “**Shareholders**”) casting votes on any of the proposed resolutions at the AGM. Seven Shareholders and their proxies attended the AGM who held in aggregate 64,140,500 voting shares, representing 87.82% of the total voting shares of the Company. The convening, holding of the AGM and its voting process were in compliance with applicable laws and regulations, including the Company Law of the People's Republic of China (the “**PRC**”) and the articles of association of the Company (the “**Articles**”).

For details of the resolutions considered at the AGM, Shareholders may refer to the notice of the AGM and the circular (the “**Circular**”) of the Company, both dated April 29, 2016. Capitalized terms in this announcement shall have the same meanings as those defined in the Circular unless the context otherwise requires.

## POLL RESULTS OF THE AGM

All the resolutions contained in the notice of AGM have been passed by way of poll. The poll results are set out below:

| ORDINARY RESOLUTIONS |                                                                                                                                                                                                                                                                                                                                                                                  | Number of votes for (%)    | Number of votes against (%) | Number of votes abstained (%) |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|-----------------------------|-------------------------------|
| 1.                   | To consider and approve the financial report for the year 2015 (including the audited financial statements)                                                                                                                                                                                                                                                                      | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 2.                   | To consider and approve the proposed final dividend distribution plan for the year 2015                                                                                                                                                                                                                                                                                          | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 3.                   | To consider and approve the proposed financial budget for the year 2016                                                                                                                                                                                                                                                                                                          | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 4.                   | To consider and approve the proposed re-appointment of PricewaterhouseCoopers Zhong Tian LLP and PricewaterhouseCoopers as the domestic auditor and the international auditor of the Company, respectively, to hold office until the conclusion of the next annual general meeting of the Company and the authorization to the Board to fix their remuneration for the year 2016 | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 5.                   | To consider and approve the appointment of Mr. GOT Chong Key Clevin as an independent non-executive Director                                                                                                                                                                                                                                                                     | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 6.                   | To consider and approve the proposed plan to adjust the remuneration of certain Directors and certain senior management members of the Company                                                                                                                                                                                                                                   | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 7.                   | To consider and approve the report of the Board for the year 2015                                                                                                                                                                                                                                                                                                                | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 8.                   | To consider and approve the report of the Supervisory Committee for the year 2015                                                                                                                                                                                                                                                                                                | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 9.                   | To consider and approve the report of the independent non-executive Directors for the year 2015                                                                                                                                                                                                                                                                                  | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| SPECIAL RESOLUTIONS  |                                                                                                                                                                                                                                                                                                                                                                                  |                            |                             |                               |
| 10.                  | To consider and approve the proposed amendments to the Articles                                                                                                                                                                                                                                                                                                                  | 64,140,500<br>(100%)       | 0<br>(0%)                   | 0<br>(0%)                     |
| 11.                  | To consider and approve the proposed grant of a general mandate to the Board to issue Domestic Shares and/or H Shares                                                                                                                                                                                                                                                            | 59,584,200<br>(92.896376%) | 4,556,300<br>(7.103624%)    | 0<br>(0%)                     |

Computershare Hong Kong Investor Services Limited (the H share registrar of the Company) acted as the scrutineer for the vote-taking at the AGM.

## **PAYMENT OF FINAL DIVIDEND**

The proposed final cash dividend of RMB0.25 per Share (inclusive of applicable tax) for the year ended December 31, 2015 (the “**Final Dividend**”) has been approved by the Shareholders at the AGM. The dividend is expected to be paid on or about Thursday, July 14, 2016 to the Shareholders whose name appear on the register of members of the Company at the close of business on Friday, June 24, 2016 (the “**Record Date**”).

The Final Dividend will be denominated and declared in RMB. The Domestic Shareholders will be paid in RMB and the H Shareholders will be paid in Hong Kong dollars. The exchange rate for the Final Dividend to be paid in Hong Kong dollars will be the mean of the exchange rates of Hong Kong dollars to RMB as announced by the People’s Bank of China during the five business days prior to the date of declaration of the Final Dividend (RMB0.84539 equivalent to HKD1). Based on the above exchange rate, the amount of dividend payable to H shares in Hong Kong dollars will be HKD0.2957 per Share (inclusive of applicable tax).

## **Withholding of dividend income tax**

In accordance with the Enterprise Income Tax Law of the People’s Republic of China (中華人民共和國企業所得稅法) and its implementation regulations which came into effect on January 1, 2008, the Company is required to withhold and pay enterprise income tax at the rate of 10% on behalf of the non-resident enterprise Shareholders whose names appear on the register of members for H Shares when distributing the cash dividends. Any H Shares not registered under the name of an individual Shareholder, including HKSCC Nominees Limited, other nominees, agents or trustees, or other organizations or groups, shall be deemed as Shares held by non-resident enterprise Shareholders. Therefore, on this basis, enterprise income tax shall be withheld from dividends payable to such Shareholders. If H Shareholders intend to change its Shareholder status, please enquire about the relevant procedures with your agents or trustees. The Company will strictly comply with the law or the requirements of the relevant government authority and withhold and pay enterprise income tax on behalf of the relevant Shareholders based on the register of members for H Shares as of the Record Date.

If the individual H Shareholders are Hong Kong or Macau residents or residents of the countries which had an agreed tax rate of 10% for the cash dividends to them with the PRC under the relevant tax agreement, the Company should withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. Should the individual H Shareholders be residents of the countries which had an agreed tax rate of less than 10% with the PRC under the relevant tax agreement, the Company shall withhold and pay individual income tax on behalf of the relevant Shareholders at a rate of 10%. In that case, if the relevant individual H Shareholders wish to reclaim the extra amount withheld due to the application of 10% tax rate, the Company can apply for the relevant agreed preferential tax treatment provided that the relevant Shareholders submit the evidence required by the notice of the tax agreement to Computershare Hong Kong Investor Services Limited. The Company will assist with the tax refund after the approval of the competent tax authority. Should the individual H shareholders be residents of the countries which had an agreed tax rate of over 10% but less than 20% with the PRC under the tax agreement, the Company shall withhold and pay the individual income tax at the agreed actual rate in accordance with the relevant tax agreement. In the case that the individual H shareholders are residents of the countries which had an agreed tax rate of 20% with PRC, or which has not entered into any tax agreement with PRC, or otherwise, the Company shall withhold and pay the individual income tax at a rate of 20%.

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

Zhejiang, the PRC  
June 14, 2016

*As of the date of this announcement, 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. GOT Chong Key Clevin.*