

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Tuesday, November 10, 2015 (the “Prospectus”) issued by Wenzhou Kangning Hospital Co., Ltd. (the “Company”).

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company 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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. This announcement is not a prospectus. Potential investors should read the Prospectus issued by the Company for detailed information about the Global Offering described below before deciding whether or not to invest in the Offer Shares.

This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. Securities may not be offered, sold or delivered in the United States except pursuant to Rule 144A or an exemption from registration requirements under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”). The Hong Kong Offer Shares are being offered and sold outside the United States in offshore transactions in accordance with Regulation S under the U.S. Securities Act. The Offer Shares have not been and will not be registered under the U.S. Securities Act and may not be offered, sold, pledged or transferred within the United States. There is not and it is not currently intended for there to be any public offering of securities of the Company in the United States.



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)

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on December 4, 2015 in respect of an aggregate of 2,640,000 additional H Shares (the “**Over-allotment Shares**”), representing approximately 15% of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be issued and allotted by the Company at HK\$38.70 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. A further announcement will be made by the Company after the end of the stabilization period.

FULL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus was fully exercised by the Joint Global Coordinators (on behalf of the International Underwriters) on December 4, 2015 in respect of an aggregate of 2,640,000 additional H Shares, representing approximately 15% of the Offer Shares initially available under the Global Offering.

The Over-allotment Shares will be issued and allotted by the Company at HK\$38.70 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. Approvals for the listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange. The listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 am on December 9, 2015.

The shareholding structure of the Company immediately before and immediately after the issue and allotment of the Over-allotment Shares by the Company is as follows:

Shareholders	Class of Shares	Immediately before the issue and allotment of the Over-allotment Shares		Immediately after the issue and allotment of the Over-allotment Shares	
		Number of Shares	Approximate percentage of the Company's issued share capital (%)	Number of Shares	Approximate percentage of the Company's issued share capital (%)
Mr. Guan Weili	Domestic Shares	19,810,250	28.14%	19,810,250	27.12%
Ms. Wang Lianyue	Domestic Shares	3,794,500	5.39%	3,794,500	5.20%
Ms. Wang Hongyue	Domestic Shares	5,304,350	7.53%	5,304,350	7.26%
Defu Fund	Domestic Shares	15,384,541	21.85%	15,384,541	21.06%
Beijing CDH Weixin	Domestic Shares	3,838,754	5.45%	3,838,754	5.26%
Beijing CDH Weisen	Domestic Shares	2,667,605	3.79%	2,667,605	3.65%
Xinshi Kangning	Domestic Shares	1,543,000	2.19%	1,543,000	2.11%
Enci Kangning	Domestic Shares	258,000	0.37%	258,000	0.35%
Renai Kangning	Domestic Shares	199,000	0.28%	199,000	0.27%
Public Investors	H Shares	17,600,000	25.00%	20,240,000	27.71%
Total		<u>70,400,000</u>	<u>100.00%</u>	<u>73,040,000</u>	<u>100.00%</u>

The additional net proceeds of approximately HK\$98.3 million, after deducting the underwriting fees and estimated expenses relating to the exercise of the Over-allotment Option, will be used by the Company for the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

Immediately after the issue and allotment of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company's total issued share capital must at all times be held by the public.

The Company will make a further announcement after the end of the stabilization period in connection with the Global Offering, pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

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

Zhejiang, the PRC, December 4, 2015

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. WONG Raymond Fook Lam.