

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.



溫 寧醫院股份有限公司
Kangning Hospital Co., Ltd.

(Company incorporated in the People's Republic of China)

The Company will convene the general meeting to approve the proposed amendments to the Articles of Association and authorize any one director to modify the wordings of the proposed amendments as he/she thinks appropriate (such modification will not be required to be approved by the shareholders) and execute all such documents and/or do all such acts as the director may, in his/her absolute discretion, deem necessary or expedient and in the interest of the Company to deal with related matters arising from the proposed amendments. A circular and notice containing, among others, details of the proposed amendments to the Articles of Association is expected to be sent to the shareholders in the manner as they elect to receive corporate communications as soon as reasonably practicable.

By order of the Board
We h Ka g i g H i a C ., L d.
GUAN Wei i
Chairman

Zhejiang, the People's Republic of China
August 14, 2026

As at the date of this announcement, the Company's executive directors are Mr. GUAN Weili, Ms. WANG Lianyue and Mr. WANG Jian; the non-executive directors are Mr. QIN Hao and Mr. LI Changhao; and the independent non-executive directors are Ms. ZHONG Wentang, Ms. JIN Ling and Mr. SZETO Wing Fu.

COMPARISON TABLE OF THE AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Bef e A e d e	Af e A e d e
Article 2 The Company is a joint stock limited company duly incorporated in accordance with the Company Law and other relevant laws, administrative regulations or normative documents of the People’s Republic of China (the “PRC”). With all shareholders of the original Wenzhou Kangning Hospital Co., Ltd. as the promoters, through the overall conversion of the audited book net assets of the original Wenzhou Kangning Hospital Co., Ltd. as at 31 July 2014, and cond c ,5 (t)0.i(a)0.5 (n)0.g (d)136 (o)0.v (n)0.e (o)0.r (n)0.5 (a)0.5 (a)0.5 (,)13.1 (2014, and cond c a60.i(a)0.5 (n)0.g (d)136 (o)0.v (n)0.e (o)0.r (n)0.5 (a)0.5 (a)0.5 (,)13.1 (a6 A	

Before Amendment	After Amendment
Article 11 From the effective date of these Articles of Association, these Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and shareholders and amongst the shareholders. These Articles of Association shall be legally binding on the Company, its shareholders, directors, supervisors and senior management, with such personnel being entitled to claim for rights on matters relating to the Company, and undertaking corresponding obligations in accordance with these Articles of Association. According to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management. For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration. The term "senior management" in these Articles of Association refers to the general manager (also known as "president"), executive deputy general manager(s), deputy general manager(s) (also known as "vice president(s)", including "senior vice president(s)", chief financial officer, secretary to the Board and other personnel expressly appointed by the Board as the Company's senior management. The term "general manager" and "deputy general manager(s)" shall refer to "manager" and "deputy manager(s)" under the Company Law, and "chief financial officer" shall refer to the "person in charge of finance" under the Company Law.	Article 11 From the effective date of these Articles of Association, these Articles of Association shall become a legally-binding document which regulates the Company's organization and acts, the rights and obligations between the Company and shareholders and amongst the shareholders. These Articles of Association shall be legally binding on the Company, its shareholders, directors, supervisors and senior management, with such personnel being entitled to claim for rights on matters relating to the Company, and undertaking corresponding obligations in accordance with these Articles of Association. According to these Articles of Association, one shareholder may sue the other shareholders, and the shareholders may sue the Company's directors, supervisors and senior management. The shareholders may sue the Company. The Company may sue the shareholders, directors, supervisors and senior management. For the purposes of the preceding paragraph, the term "sue" shall include the initiation of proceedings in a court or application to an arbitration organization for arbitration. The term "senior management" in these Articles of Association refers to the general manager (also known as "president"), executive deputy general manager(s), deputy general manager(s) (also known as "vice president(s)", including "senior vice president(s)", chief financial officer, secretary to the Board and other personnel expressly appointed by the Board as the Company's senior management. The term "general manager" and "deputy general manager(s)" shall refer to "manager" and "deputy manager(s)" under the Company Law, and "chief financial officer" shall refer to the "person inle

Before Amendment	After Amendment
Article 56 Shareholders holding more than	

Before Amendment	After Amendment
(4) If the board of supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders. (5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves. Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority and relevant stock exchange where the Company is located.	(4) If the board of supervisors agrees to convene the extraordinary general meeting, it shall issue a notice of convening the general meeting within 5 days upon receipt of the proposal. Any changes made to the original request in the notice shall be agreed by the relevant shareholders. (5) If the board of supervisors does not issue the notice of general meeting within the prescribed period, it shall be deemed as the board of supervisors not convening and not holding the general meeting. Then the shareholders who individually or collectively hold more than 10% of the shares for more than 90 consecutive days are entitled to convene and hold the meeting by themselves. Before making an announcement on the resolution(s) of the general meeting, the convening shareholders shall hold no less than 10% of the shares. When the convening shareholder issues the notice of general meeting and the announcement on the resolution(s) of the general meeting, they shall submit the relevant proof materials to the securities regulatory authority and relevant stock exchange where the Company is located.
Article 105 The Board shall be composed of 8 directors, including 3 independent non – executive directors. The Board shall have one chairman. The chairman and vice chairman (or vice chairmen) of the Board shall be elected and dismissed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the Board shall serve a term of 3 years and may be re-elected upon the expiry of their terms. (The provisions related to the vice chairman as provided herein shall be only applicable to such circumstances where the position(s) of vice chairman is set up in the Company, same as below.)	Article 105 The Board shall be composed of 89 directors, including 3 independent non – executive directors. The Board shall have one chairman a d a h a e e i c e c h a i a . The chairman and vice chairman (or vice chairmen) of the Board shall be elected and dismissed by more than one half of all the directors. The chairman and vice chairman (or vice chairmen) of the Board shall serve a term of 3 years and may be re-elected upon the expiry of their terms. (The provisions related to the vice chairman as provided herein shall be only applicable to such circumstances where the position(s) of vice chairman is set up in the Company, same as below.)

Before Amendment	After Amendment
Article 106 The Board exercises the following functions and powers: (1) to be responsible for convening general meetings and reporting its work to the general meetings; (2) to implement resolutions of the general meetings; (3) to decide on the Company's business plans and investment plans; (4) to formulate the Company's profit distribution plans and plans on making up losses; (5) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof; (6) to formulate plans for mergers, division, dissolution and alteration of corporate form of the Company; (7) to formulate plans for the Company's substantial acquisitions and purchase of the shares of the Company; (8) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions, external donation and others; (9) to decide on the establishment of internal management organizations of the Company;	Article 106 The Board exercises the following functions and powers: (1) to be responsible for convening general meetings and reporting its work to the general meetings; (2) to implement resolutions of the general meetings; (3) to decide on the Company's business plans and investment plans; (4) to formulate the Company's profit distribution plans and plans on making up losses; (5) to formulate proposals for the Company to increase or decrease its registered capital, issue corporate bonds or other securities and pursue any listing thereof; (6) to formulate plans for mergers, division, dissolution and alteration of corporate form of the Company; (7) to formulate plans for the Company's substantial acquisitions and purchase of the shares of the Company; (8) within the scope authorized by the general meeting, to decide, among others, the Company's external investment, purchase and sale of assets, provision of security on the Company's assets, matters on external guarantees, entrusted wealth management, connected transactions, external donation and others; (9) to decide on the establishment of internal management organizations of the Company;

Before Amendment	After Amendment
(10) to determine the establishment of the special committees under the Board, appoint or dismiss the chairman (convener) of such committees; (11) to appoint or dismiss the general manager, the secretary to the Board and the company secretary; to appoint or dismiss the senior management including the standing deputy general managers, the deputy general managers and the chief financial officer of the Company in accordance with the nominations made by general manager, and to decide on their remunerations; (12) to formulate the basic management system of the Company; (13) to formulate proposals to amend these Articles of Association; (14) to formulate the incentive stock option plan of the Company; (15) to manage information disclosure of the Company; (16) to propose to the general meeting the appointment or replacement of the accounting firms which provide auditing service to the Company; (17) to listen to work reports of the general manager of the Company and review the work of the general manager; (18) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article 48 hereunder;	(10) to determine the establishment of the special committees under the Board, appoint or dismiss the chairman (convener) of such committees; (11) to appoint or dismiss the general manager, the secretary to the Board and the company secretary; to appoint or dismiss the senior management including the deputy general managers, the deputy general managers and the chief financial officer of the Company in accordance with the nominations made by general manager, and to decide on their remunerations; (12) to formulate the basic management system of the Company; (13) to formulate proposals to amend these Articles of Association; (14) to formulate the incentive stock option plan of the Company; (15) to manage information disclosure of the Company; (16) to propose to the general meeting the appointment or replacement of the accounting firms which provide auditing service to the Company; (17) to listen to work reports of the general manager of the Company and review the work of the general manager; (18) to consider, review and approve the matters on the Company's external guarantee which shall not fall into the scope required to be considered by the general meeting as provided in Article 48 hereunder;

Before Amendment	After Amendment
Except for the Board resolutions in respect of the matters specified in paragraphs (5), (6) and (13) which shall be passed by more than two – thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraphs may be passed by over one half of the directors. The Board shall provide explanation to the general meeting with respect to the audit report of a non-standard opinion, issued by a certified public accountant, regarding the Company's financial statements.	Except for the Board resolutions in respect of the matters specified in paragraphs (5), (6) and (13) which shall be passed by more than two – thirds of the directors, the Board resolutions in respect of all other matters set out in the preceding paragraphs may be passed by over one half of the directors. The Board shall provide explanation to the general meeting with respect to the audit report of a non-standard opinion, issued by a certified public accountant, regarding the Company's financial statements.
Article 128 The Company shall have a team of managers who, under the steering of the Board, implements the decisions of the Board and supervises the Company's daily business operation. A general-manager responsibility system shall be run within the team of managers. The Company shall have one general manager, one standing deputy general manager and several deputy general managers to assist the general manager, and also have one chief financial officer. The general manager, standing deputy general manager, deputy general managers and chief financial officer shall be appointed and dismissed by the Board.	Article 128 The Company shall have a team of managers who, under the steering of the Board, implements the decisions of the Board and supervises the Company's daily business operation. A general-manager responsibility system shall be run within the team of managers. The Company shall have one general manager, one <i>a</i> <i>di</i> <i>g</i> <i>de</i> ge <i>e</i> <i>a</i> <i>age</i> and several <i>h</i> <i>ee</i> <i>i</i> <i>e</i> deputy general managers (<i>i</i> <i>c</i> <i>di</i> <i>g</i> <i>i</i> <i>e</i> <i>a</i> <i>di</i> <i>g</i> <i>de</i> <i>ge</i> <i>e</i> <i>a</i> <i>a</i> <i>age</i>) to assist the general manager, and also have one chief financial officer. The general manager, one <i>a</i> <i>di</i> <i>g</i> <i>de</i> ge <i>e</i> <i>a</i> <i>age</i>, deputy general managers and chief financial officer shall be appointed and dismissed by the Board.
Article 129 The term of office of the general manager shall be three years. The general manager shall be re-elected upon reappointment.	Article 129 The term of office of the general manager shall be three years. The general manager shall be re-elected upon reappointment.

Before Amendment	After Amendment
The general manager can submit his resignation prior to the expiry of his term of office. The procedure concerning the general manager's resignation shall be stipulated by the employment contract by and between the general manager and the Company. Should the general manager fail to perform his duties for special reasons, the standing deputy general manager or one deputy general manager designated by the Board shall perform the duties of the general manager on his behalf. A director may concurrently act as the general manager, standing deputy general manager or deputy general manager, but the positions of chairman of the Board and general manager must be taken up by different persons.	The general manager can submit his resignation prior to the expiry of his term of office. The procedure concerning the general manager's resignation shall be stipulated by the employment contract by and between the general manager and the Company. Should the general manager fail to perform his duties for special reasons, the standing deputy general manager or one deputy general manager designated by the Board shall perform the duties of the general manager on his behalf. A director may concurrently act as the general manager, a director or deputy general manager, but the positions of chairman of the Board and general manager must be taken up by different persons.
Article 130 The Company's general manager shall be accountable to the Board and shall exercise the following functions and powers: (1) to lead the Company's production, operation and management, and report to the Board; (2) to organize and implement the Board's resolutions; (3) to organize the implementation of the Company's annual business plan and investment plan formulated by the Board; (4) to draft plans for the establishment of the Company's internal management structure; (5) to formulate the structure scheme for any branch(es) of the Company; (6) to draft the basic management system of the Company;	Article 130 The Company's general manager shall be accountable to the Board and shall exercise the following functions and powers: (1) to lead the Company's production, operation and management, and report to the Board; (2) to organize and implement the Board's resolutions; (3) to organize the implementation of the Company's annual business plan and investment plan formulated by the Board; (4) to draft plans for the establishment of the Company's internal management structure; (5) to formulate the structure scheme for any branch(es) of the Company; (6) to draft the basic management system of the Company;

Before Amendment	After Amendment
(7) to formulate detailed rules and regulations of the Company; (8) to propose to the Board the appointment or dismissal of the Company's standing deputy general manager, deputy general manager(s) and chief financial officer; (9) to appoint or dismiss other management officers other than those required to be appointed or dismissed by the Board; (10) to exercise other powers conferred upon by these Articles of Association or the Board.	(7) to formulate detailed rules and regulations of the Company; (8) to propose to the Board the appointment or dismissal of the Company's standing ad hoc deputy general manager(s) and chief financial officer; (9) to appoint or dismiss other management officers other than those required to be appointed or dismissed by the Board; (10) to exercise other powers conferred upon by these Articles of Association or the Board.
Article 142 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 over half of its members.	Article 142 The Supervisory Committee shall be composed of five fi-ef 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 over half of its members.
Article 195 Notices of the Company may be served through means as follows: (1) delivery by hand; (2) by post; (3) by fax or email; (4) subject to the law, regulations and listing rules of the stock exchange(s) of the place(s) in which the shares of the Company are listed, post at the Company's website or such website designated by the relevant stock exchange; (5) by public announcement; (6) other means as prescribed between the Company and its	

Before Amendment	After Amendment
(7) other means approved by the relevant regulatory agency of the place(s) in which the shares of the Company are listed or as set out in these Articles of Association. Regarding the methods by which the Company provides or sends corporate communications to shareholders in accordance with the requirements of the Listing Rules, and under the premise of complying with the laws and regulations of the listing location, the Listing Rules, and these Articles of Association, such corporate communications may be sent to shareholders through the Company's designated website and/or the Hong Kong Stock Exchange website or via other electronic means. When exercising the powers specified in this Articles of Association through public announcements, such announcements shall be published in accordance with the methods prescribed by the Listing Rules. Under the premise of complying with laws, regulations, regulatory documents, the listing rules of the place(s) where the Company's shares are listed, and these Articles of Association, where the Company issues a notice by public announcement, all relevant personnel shall be deemed to have received such notice once the public announcement has been made. The Board has the right to determine and adjust the designated media for the Company's information disclosure, but must ensure that the relevant information disclosure media comply with applicable laws, regulations, and the listing rules of the place(s) where the Company's shares are listed.	(7) other means approved by the relevant regulatory agency of the place(s) in which the shares of the Company are listed or as set out in these Articles of Association. Regarding the methods by which the Company provides or sends corporate communications to shareholders in accordance with the requirements of the Listing Rules, and under the premise of complying with the laws and regulations of the listing location, the Listing Rules, and these Articles of Association, such corporate communications may be sent to shareholders through the Company's designated website and/or the Hong Kong Stock Exchange website or via other electronic means. When exercising the —e— igh, specified in this Articles of Association through public announcements, such announcements shall be published in accordance with the methods prescribed by the Listing Rules. Under the premise of complying with laws, regulations, regulatory documents, the listing rules of the place(s) where the Company's shares are listed, and these Articles of Association, where the Company issues a notice by public announcement, all relevant personnel shall be deemed to have received such notice once the public announcement has been made. The Board has the right to determine and adjust the designated media for the Company's information disclosure, but must ensure that the relevant information disclosure media comply with applicable laws, regulations, and the listing rules of the place(s) where the Company's shares are listed.

Note: In addition to the amended provisions listed above, in accordance with the relevant provisions of the Company Law, all references to “General Meeting (股東大會)” in the Articles of Association have been amended to “General Meeting (股東會)”. Such amendments to the references are not presented on an article-by-article basis as they do not involve substantial changes.