H K E c a a C a L a T St c E c a f H K L ta f t c t t f t a c t, a tat a t acc ac c a a c a a ab at f a a f c t a a t f t c t t f t a c t.

康宁

We h Ka g g H a C ., L d.
溫 州 康 寧 醫 院 股 份 有 限 公 司

(a j i c i ed c a i c a ed i he Pe e' Re b ic f Chi a i h i ed iabi i)

(S c' C de: 2120)

OL N AR ANNO NCEMEN FRAME ORK AGREEMEN IN RELA ION O COOPERA ION I H EN HO MEDICAL NI ER I MEMORAND M OF NDER ANDING IN RELA ION O HE PROPO ED ACQ I I ION

(B) W C ., . (C) 22, 2016, C ( ) w (F A) w W * (溫州醫科大學) W * (溫州醫科大學精神醫學學院) (P S) ( ) (MO) w W A C * (溫州醫科大學資產經營有限公司,) W C * (溫州國大信息科技有限公司, G) A (w).

I. HE FRAME ORK AGREEMEN

w A , ( ) w w w , W S ; ( ) C ( ), , S (R&D) ; ( ) W w C S w W ; ( ) W

* F t at

II. THE PROPOSED ACQUISITION

On March 22, 2016, the Company entered into a framework agreement with the Vendor pursuant to which the Company has conditionally agreed to acquire 51% equity interest in Wenzhou Guoda Investment Co., Ltd.* (溫州國大投資有限公司, the "Target Company") from the Vendor (the "Proposed Acquisition").

Consideration

The consideration for the Proposed Acquisition is RMB[redacted] (the "Consideration"), which will be satisfied by the Company in cash. The Consideration was determined after arm's length negotiations between the Company and the Vendor with reference to, among other things, the preliminary valuation of the Target Company as at December 31, 2015 prepared by an independent valuer engaged by the Company.

Payment Terms

The Consideration will be paid by the Company to the Vendor in the following manner:

- [redacted]

49%

[redacted]

B E

S [illegible] A [illegible] C [illegible] W [illegible] C [illegible].

I M G C

W [illegible] B [illegible] C w [illegible] & [illegible].

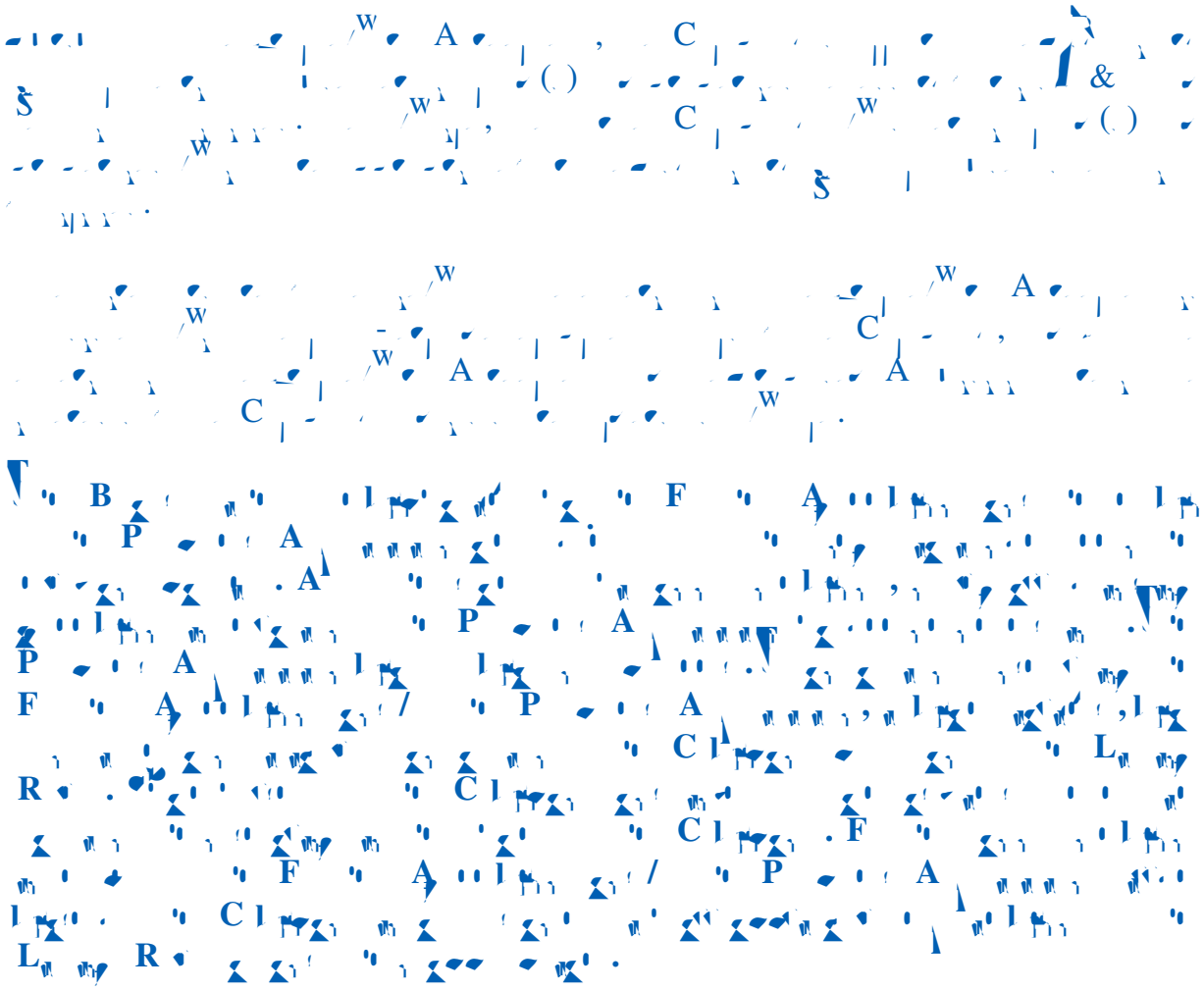
[illegible] C w w W [illegible].

[illegible] C [illegible] C w [illegible] 51% W [illegible] 49%.

[illegible] w [illegible] C [illegible] (D), [illegible] W [illegible] W [illegible] C [illegible] ([illegible] w) [illegible] C [illegible] ([illegible] L R S) [illegible] S [illegible] C [illegible].

III. REASON FOR AND BENEFIT OF THE FRAMEWORK AGREEMENT AND THE PROPOSED ACQUISITION

[illegible] w [illegible] C [illegible] W [illegible] W [illegible] & S [illegible] C [illegible] W [illegible] w [illegible] C [illegible] & [illegible] w W [illegible].



[illegible]

[illegible]

[illegible]

B [illegible] B [illegible]

K [illegible] H [illegible] C [illegible], L [illegible]

G [illegible] AN [illegible]

C a [illegible] a

B [illegible] C

22, 2016

A f t [illegible] at [illegible] f t [illegible] a c [illegible] t, t [illegible] c t [illegible] D [illegible] ct a [illegible] M . GUAN W [illegible] M . WANG L [illegible] a M . WANG H [illegible] t [illegible] - [illegible] c t [illegible] D [illegible] ct a [illegible] M . YANG Ya a M . HE X [illegible]; a t [illegible] t - [illegible] c t [illegible] D [illegible] ct a [illegible] M . CHONG Yat K [illegible] , M . HUANG Z [illegible] a M . WONG Ra F La .