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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Yonghe Medical Group Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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YONGHE

雍禾医疗

Yonghe Medical Group Co., Ltd.

雍禾醫療集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2279)

**(1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES**
(2) PROPOSED RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITORS
**(4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 2:00 p.m. on 28 June 2022 at Meeting Room, 4/F, China Nuclear E&C Building, 20 Ganluyuan Nanli, Chaoyang District, Beijing, PRC is set out in this circular. A form of proxy for use at the Annual General Meeting is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yonghegroup.cn).

If you are not able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours (no later than 2:00 p.m. on 26 June 2022) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

28 April 2022

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	an annual general meeting of the Company to be held at 2:00 p.m. on 28 June 2022 at Meeting Room, 4/F, China Nuclear E&C Building, 20 Ganluyuan Nanli, Chaoyang District, Beijing, PRC, to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out in this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“Companies Act”	the Companies Act (As Revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	Yonghe Medical Group Co., Ltd., a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 2279)
“Director(s)”	the director(s) of the Company
“Group”	our Company and our subsidiaries at the relevant time or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	as defined in paragraph 2(b) of the “Letter from the Board” set out in this circular
“Latest Practicable Date”	25 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Date”	13 December 2021
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum of Association” or “Memorandum”	the memorandum of association of the Company (as amended from time to time)
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 2(a) of the “Letter from the Board” set out in this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share of the Company, shares forming part of the ordinary share of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong
“%”	per cent

LETTER FROM THE BOARD



Yonghe Medical Group Co., Ltd.

雍禾醫療集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2279)

Executive Directors:

Mr. Zhang Yu

(Chairman and Chief Executive Officer)

Mr. Zhang Hui

Registered Office:

Floor 4, Willow House, Cricket Square

Grand Cayman KY1-9010

Cayman Islands

Non-executive Directors:

Mr. Zhai Feng

Mr. Geng Jiaqi

Principal Place of Business

in Hong Kong:

Level 54

Hopewell Centre

183 Queen's Road East

Hong Kong

Independent Non-executive Directors:

Ms. Wang Jiping

Mr. Chan Peng Kuan

Mr. Li Xiaopei

To the Shareholders

Dear Sirs or Madams,

- (1) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES**
- (2) PROPOSED RE-ELECTION OF DIRECTORS**
- (3) RE-APPOINTMENT OF AUDITORS**
- (4) PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for, *inter alia*, (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors; (v) the re-appointment of auditors of the Company; and (vi) the proposed amendments to the Memorandum and Articles of Association and to give you notice of the Annual General Meeting relating to, among other matters, these matters.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND ISSUANCE MANDATE

As at the Latest Practicable Date, the issued shares of the Company comprised 527,080,416 shares.

According to the Company's prospectus, general mandate was granted to the Directors to issue and repurchase Shares respectively upon its listing. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange of up to 10% of the total issued Shares on the date of passing such resolution, which is up to 52,708,041 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting);
- (b) to allot, issue or deal with new Shares of up to 20% of the total issued Shares on the date of passing of such resolution, which is up to 105,416,083 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the Annual General Meeting); and
- (c) to extend the Issuance Mandate by an amount representing the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue to be in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of Annual General Meeting as set out in this circular. In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate thereto and to repurchase any Shares pursuant to the Repurchase Mandate.

3. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. Pursuant to article 16.18 of the Articles of Association, at every annual general

LETTER FROM THE BOARD

meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat.

According to articles 16.2 and 16.18 of the Articles of Association and the opinion of the Board, all Directors (including Mr. Zhang Yu, Mr. Zhang Hui, Mr. Zhai Feng, Mr. Geng Jiaqi, Ms. Wang Jiping, Mr. Chan Peng Kuan and Mr. Li Xiaopei) shall retire by rotation at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors including the aforesaid independent non-executive Directors who is due to retire at the Annual General Meeting. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of all Directors to be re-elected are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules. The Board, upon the recommendation of the Nomination Committee, has proposed the re-election of all Directors.

4. RE-APPOINTMENT OF AUDITORS

PricewaterhouseCoopers, which have audited the consolidated financial statements of the Company for the year ended 31 December 2021, will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint PricewaterhouseCoopers, as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

On 1 January 2022, the Listing Rules were amended by, among others, adopting a uniform set of 14 core standards for shareholder protections for issuers regardless of their place of incorporation set out in Appendix 3 to the Listing Rules. The Board proposes to make certain amendments to the Memorandum and Articles of Association to conform to the said core standards for shareholder protections and to incorporate certain housekeeping changes. The Board also proposes to adopt the new Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

Details of the amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular. A special resolution will be proposed at the Annual General Meeting to approve the proposed amendments to the Memorandum and Articles of Association.

The Company's legal advisers have confirmed that the proposed amendments conform with the requirements of the Listing Rules and the Cayman Islands laws. The Company also confirms that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out in this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors; (v) the re-appointment of auditors of the Company; and (vi) the proposed amendments to the Memorandum and Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yonghegroup.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours (no later than 2:00 p.m. on 26 June 2022) before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

7. VOTING BY POLL

The Annual General Meeting will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules and article 13.5 of the Articles of Association.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors consider that (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of Directors; (v) the re-appointment of auditors of the Company; and (vi) the proposed amendments to the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
By Order of the Board
Yonghe Medical Group Co., Ltd.
Zhang Yu
Chairman

28 April 2022

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The following is an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate to the Directors is in the best interests of the Company and the Shareholders as a whole.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of Repurchase Mandate to them to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. ISSUED SHARES

As at the Latest Practicable Date, the issued shares of the Company was 527,080,416 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 527,080,416 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, up to 52,708,041 Shares, representing 10% of the Shares in issue as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

Other than the proceeds raised from the global offering, in repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the Companies Act and/or any other applicable laws and regulations in the Cayman Islands, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, Mr. Zhang Yu was deemed to be interested in 181,531,916 Shares held by ZY Investment Capital Ltd and Yunuo Technology Holdings Limited under the SFO, representing approximately 34.44% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholdings held by Mr. Zhang Yu and the members of the concert party group would be changed to 38.27%.

As at the Latest Practicable Date, CITIC Securities Company Limited was deemed to be interested in 183,733,336 Shares held by Yonghe Hair Service Holdings Limited and CYH Cosmetic Medical Holdings Limited under the SFO, representing approximately 34.86% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Repurchase Mandate in full, the shareholdings held by CITIC Securities Company Limited and the members of the concert party group would be changed to 38.73%.

The Directors believe that the increase of shareholding interest would not reduce the public holding of issued share capital to lower than 25% (or such prescribed minimum percentage as determined by the Stock Exchange). The Directors have no intention to exercise the Repurchase Mandate to an extent that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Codes and would cause the aggregate public holding of issued Shares to be lower than the prescribed minimum percentage as determined by the Stock Exchange.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate to the Directors is approved by the Shareholders.

APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange from 13 December 2021 (the date of listing of the Shares on the Main Board of the Stock Exchange) to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
December	19.00	15.66
2022		
January	16.16	10.00
February	12.88	10.42
March	14.76	6.89
April (<i>up to the Latest Practicable Date</i>)	14.68	10.54

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares were made by the Company in the six months prior to the Latest Practicable Date.

Pursuant to Rule 13.51(2) of the Listing Rules, details of the Directors proposed to be re-elected at the Annual General Meeting according to the Articles of Association are provided below.

There is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to these Directors in relation to their retirement and re-election required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

(1) MR. ZHANG YU

Position, Experience and Length of Service

Mr. Zhang Yu (張玉), aged 36, is our founder, executive Director, chairman of the Board and the chief executive officer. He was appointed as a Director on 17 September 2020 and re-designated as an executive Director on 1 June 2021. He founded the Group in July 2010 and has been the chief executive officer of the Group since July 2010. Mr. Zhang Yu is in charge of the overall strategic planning, business direction and operational management of the Group. Mr. Zhang Yu is the elder brother of Mr. Zhang Hui (who being one of the executive Directors).

Mr. Zhang Yu has been dedicated to medical haircare service industry for over 16 years, and thus has a deep understanding of the needs of our customers from his years of frontline experience. Mr. Zhang Yu ventured into the hair transplant sector in March 2005 when he joined Beijing Churong Fuyun Medical Beauty Clinic (北京楚蓉福運醫療美容診所) and resigned in November 2007. After that, he founded our Group and started his own hair transplant business with the brand name of Yonghe (雍禾) in 2010. Mr. Zhang Yu is a pioneer in advocating and being relentlessly committed to the development of hair transplant service by introducing and subsequently upgrading the most advanced hair transplant solutions to Chinese patients. Mr. Zhang Yu has led the formulation of our strategic development decisions, established and developed our medical profession team. As such, our Group has gained a significant first mover advantage and grown successfully in PRC. Leveraging his forward-looking industry vision, we have further expanded our business lines to cover the diagnosis and treatment of various hair-related diseases, hair transplant, medical and routine hair care, wig research and production and various other hair-related product and service offerings. Under his leadership, we have developed a management style reflective of the values and characteristics of the “Yonghe” brand and obtained many prestigious accreditations and recognitions.

Mr. Zhang Yu graduated from Sixian Dazhuang Middle School (泗縣大莊初級中學) in June 2001. Mr. Zhang Yu is the deputy head of the hair medicine and scalp health management group of skin professional committee of the Chinese Non-government Medical Institutions Association (中國非公立醫療機構協會皮膚專業委員會毛髮醫學與頭皮健康管理學組) since September 2018.

Save as disclosed above, Mr. Zhang Yu has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, Mr. Zhang Yu does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Mr. Zhang Yu is deemed to be interested in 181,531,916 Shares, representing approximately 34.44% of the issued Shares.

Saved as disclosed above, Mr. Zhang Yu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Mr. Zhang Yu entered into a service contract with the Company on 13 December 2021 for a term of three years. For the year commencing 2022, the annual salary of Mr. Zhang Yu is RMB1,304 thousand which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group.

(2) MR. ZHANG HUI**Position, Experience and Length of Service**

Mr. Zhang Hui, aged 35, was appointed as a Director on 17 September 2020 and re-designated as an executive Director on 1 June 2021. He has been the procurement director of the Group since May 2011. Mr. Zhang Hui is in charge of the overall procurement management and business development of the Group. Mr. Zhang Hui is the younger brother of Mr. Zhang Yu (who being the chairman of the board of directors of the Company and executive Director).

He accumulated over 10 years of experience in medical haircare service industry within our Group. Since joining our Group, Mr. Zhang Hui developed and optimized our Group's strategies and process relating to supply chain management and business development. His strong support towards high-quality and just-in-time management concept of the procurement process contributed to and been instrumental to the steady expansion of our Group. Mr. Zhang Hui has actively promoted our business development, and further fortified our leading position in this industry in PRC.

Mr. Zhang Hui graduated from Beijing Language and Culture University (北京語言大學網絡教育學院), the PRC, through long-distance education, with an associate degree in economic management in January 2019.

Save as disclosed above, Mr. Zhang Hui has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, Mr. Zhang Hui does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Mr. Zhang Hui is deemed to be interested in 24,000,000 Shares, representing approximately 4.55% of the issued Shares.

Saved as disclosed above, Mr. Zhang Hui was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Mr. Zhang Hui entered into a service contract with the Company on 13 December 2021 for a term of three years. For the year commencing 2022, the annual salary of Mr. Zhang Hui is RMB496 thousand which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group.

(3) MR. ZHAI FENG (“MR. ZHAI”)

Position, Experience and Length of Service

Mr. Zhai Feng, aged 54, was appointed as a Director on 17 September 2020 and re-designated as a non-executive Director on 1 June 2021. Mr. Zhai is responsible for providing advice on strategic development of our Group. Mr. Zhai has been serving as managing director at Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司) since January 2019, a company specializing in asset management, where he is primarily responsible for post-investment management and operation related matters of the invested companies.

Mr. Zhai has over 30 years of experience in the investment and management industry. Mr. Zhai was a managing director at Shanghai Panxin Mezzanine Investment Management Company Limited (上海磐信夾層投資管理有限公司) from January 2013 to December 2018. From July 1991 to November 2012, Mr. Zhai worked at Procter & Gamble (China) Sales Co. Ltd. (寶潔(中國)有限公司) with his last position as a president of sales in Greater China. Mr. Zhai has served as director of Shaanxi Tourism Culture Industry Holding Co. Ltd. (陝西旅遊文化產業股份有限公司) (“Shaanxi Tourism”) (stock code: 870432), and CIIC Guanaitong (Shanghai) Technology Co., Ltd. (中智關愛通(上海)科技股份有限公司) (stock code: 871282), both listed on the National Equities Exchange and Quotations Co., Ltd., since December 2015 and November 2016, respectively. From October 2014 to July 2019, he served as director of Weihai Guangwei Composites Co., Ltd. (威海光威複合材料股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 300699). From December 2017 to November 2019, he served as director of Beijing Hualian Department Store Co., Ltd (北京華聯商廈股份有限公司), which is listed on the Shenzhen Stock Exchange (stock code: 000882). Since September 2015, he served as director of MANPOWERGROUP GREATER CHINA LIMITED (萬寶盛華大中華有限公司), which is listed on the Stock Exchange (stock code: 02180).

Mr. Zhai obtained his bachelor’s degree in environmental engineering from Tongji University (同濟大學), the PRC, in July 1991.

Mr. Zhai was a director of Shaanxi Tourism Cultural Industry Development Co. Ltd (陝西旅遊文化產業發展股份有限公司), a company established in the PRC which was deregistered on June 30, 2016 as a result of merger by absorption by Shaanxi Tourism. He was also a director of Horgos Chinatopredit, a company established in the PRC and was deregistered on December 3, 2018. Mr. Zhai was a director of Panxin Rongtai (Shanghai) Asset Management Co., Ltd. (磐信鎔泰(上海)資產管理有限公司), a company established in the PRC and was deregistered on January 29, 2019. Mr. Zhai confirmed that each of the above companies was solvent prior to its deregistration and was deregistered as it had not commenced business since establishment or had ceased to conduct business. He further confirmed that, as of the Latest Practicable Date, no claims have been made against him and he was not aware of any threatened or potential claims made against him and there are no outstanding claims and/or liabilities as a result of the deregistration of each of the above companies.

Save as disclosed above, Mr. Zhai has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, Mr. Zhai does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Mr. Zhai was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Mr. Zhai entered into a letter of appointment with the Company on 13 December 2021 for a term of three years. Mr. Zhai will not receive any director's fee from the Company.

(4) MR. GENG JIAQI ("MR. GENG")**Position, Experience and Length of Service**

Mr. Geng Jiaqi, aged 50, was appointed as a Director on 17 September 2020 and re-designated as a non-executive Director on 1 June 2021. Mr. Geng is responsible for provide advice on strategic development of the Group.

Mr. Geng has over 13 years of experience in investment and management industry. Mr. Geng has been an investment director of Beijing Panmao Investment Management Co., Ltd. (北京磐茂投資管理有限公司) since October 2020. Mr. Geng was an investment director of Tianjin Panmao Enterprise Management Limited Liability Partnership (天津磐茂企業管理合夥企業(有限合夥)) from January 2019 to September 2020. From May 2015 to December 2018, he was an investment director of Shanghai Panxin Equity Investment Management Limited (上海磐信股權投資管理有限公司). He was a director of Wangfujing Group Co., Ltd., a company listed on Shanghai Stock Exchange (stock code: 600859), from December 2016 to December 2019. Mr. Geng was a senior investment manager of Beijing Hony Future Investment Advisor Ltd. (北京弘毅遠方投資顧問有限公司) from September 2008 to March 2010.

Mr. Geng obtained his bachelor's degree in accounting & finance and business administration & management from Oxford Brookes University, the United Kingdom, in July 1996 and his master's degree in business administration from State University of New Jersey, the U.S., in January 2001.

Save as disclosed above, Mr. Geng has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, Mr. Geng does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Mr. Geng is deemed to be interested in 658,668 Shares, representing approximately 0.12% of the issued Shares.

Saved as disclosed above, Mr. Geng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Mr. Geng entered into a letter of appointment with the Company on 13 December 2021 for a term of three years. Mr. Geng will not receive any director's fee from the Company.

(5) MS. WANG JIPING (“MS. WANG”)**Position, Experience and Length of Service**

Ms. WANG Jiping (王繼萍), aged 60, was appointed as an independent non-executive Director on 1 June 2021 and is responsible for providing independent advice and judgment to our Board.

Ms. Wang has over 29 years of experience in hair transplant surgery industry. Ms. Wang was the head of Hair Transplant Center of the Fourth Medical Centre, Chinese PLA General Hospital (解放軍總醫院第四醫學中心) from February 2008 to December 2020. She worked in Plastic Surgery Hospital of Peking Union Medical College (協和醫學院整形外科醫院) from November 1997 to February 2008, and was subsequently promoted as the director of Hair Transplant Center from 2003 to 2008 and also served as the director of Outpatient Department from 2003 to 2006.

Ms. Wang obtained her bachelor’s degree in medicine from Shandong Medical College (山東醫學院) (now known as Shandong University School of Medicine (山東大學醫學院)) in August 1984. She was awarded the practice certificate for medical practitioners issued by the Ministry of Health of the PRC in May 1999. She was certified as a chief physician in plastic surgery by the Ministry of Health of the PRC in July 2007.

She was awarded the second prize of National Science and Technology Progress Award (國家科學技術進步獎) for “A series of technological innovations and applications for the repair of soft tissue damage and functional reconstruction in war trauma (burns) (戰創(燒)傷軟組織毀損修復與功能重建系列技術創新與應用)” issued by the State Council of the PRC.

Save as disclosed above, Ms. Wang has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Save as disclosed above, as far as the Directors are aware, Ms. Wang does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Ms. Wang was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Ms. Wang entered into a letter of appointment with the Company on 13 December 2021 for a term of three years. For the year commencing 2022, the director's fee of Ms. Wang is HK\$200 thousand which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group.

(6) MR. CHAN PENG KUAN (“MR. CHAN”)**Position, Experience and Length of Service**

Mr. Chan Peng Kuan, aged 58, was appointed as an independent non-executive Director on 1 June 2021 and is responsible for providing independent advice and judgment to our Board.

Mr. Chan has more than 20 years of experience in finance and banking. Mr. Chan has also been serving as an independent non-executive director of (i) CANbridge Pharmaceuticals Inc., a company listed on the Stock Exchange (stock code: 1228), since 11 June 2021; and (ii) Yincheng International Holding Co., Ltd., a company listed on the Stock Exchange (stock code: 1902), since February 2019. He was the chief financial officer of Elegance Optical International Holdings Limited, a company listed on the Stock Exchange (stock code: 907), from October 2017 to May 2019. He served as the chief operating officer of CITIC Merchant Co., Limited (中信國通投資管理有限公司) from January 2012 to September 2017. Prior to that, Mr. Chan was the Head of Asia CIG and Cleantech of Piper Jaffray Asia Limited from February 2011 to November 2011. From March 2005 to January 2011, Mr. Chan also worked at BNP Paribas Capital (Asia Pacific) Limited with his last position as a managing director of Corporate Finance – Greater China Coverage department.

From August 2000 to December 2004, Mr. Chan served as an executive director of Sanyuan Group Limited (三元集團有限公司) (“Sanyuan Group”), a company delisted from the Stock Exchange in December 2009 (stock code: 0140).

Mr. Chan obtained his bachelor's degree in commerce from University of Canterbury in New Zealand in May 1989. He received his master's degree in applied finance from Macquarie University in Australia in November 1998. Mr. Chan has been a member of the Hong Kong Institute of Certified Public Accountants (previously known as Hong Kong Society of Accountants) since July 1993. He obtained his professional qualification as a Chartered Accountant in November 1992 from the Chartered Accountants Australia and New Zealand (previously known as the Institute of Chartered Accountants of New Zealand).

Mr. Chan was appointed on 31 August 2000 as a director of each of Pacific Engineering Limited, Infinity Properties Limited, Propland Limited and V& O Company Limited (collectively, the “Relevant Companies”), all of which were incorporated in Hong Kong and wholly-owned subsidiaries of Sanyuan Group.

There was no wrongful act on the part of Mr. Chan leading to the winding up of the Relevant Companies.

Mr. Chan has confirmed that, (i) he was not involved in the daily operations of the Relevant Companies at any time; and (ii) during the course of the liquidation of the Relevant Companies, there was no allegation of fraud or other impropriety, judgment debt or disqualification order made against him.

Save as disclosed above, Mr. Chan has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Saved as disclosed above, as far as the Directors are aware, Mr. Chan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Mr. Chan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Mr. Chan entered into a letter of appointment with the Company on 13 December 2021 for a term of three years. For the year commencing 2022, the director's fee of Mr. Chan is HK\$200 thousand which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group.

(7) MR. LI XIAOPEI ("MR. LI")

Position, Experience and Length of Service

Mr. Li Xiaopei, aged 35, was appointed as an independent non-executive Director on 1 June 2021 and is responsible for providing independent advice and judgment to our Board.

Mr. Li has over 10 years of experience in the organic and polymer chemistry industry. He is currently served as a technical adviser at Tianjin Changyuan Medical Technology Company Limited (天津長元醫藥科技有限公司) since June 2020. From April 2020 to March 2021, he was a research assistant of Institute for Chemical Research, Kyoto University. He worked in

Beijing Boyalife Weiming Union Stem Cell Technology Company Limited (北京博雅未名聯合幹細胞科技有限公司) from January 2014 to May 2014. From February 2011 to November 2011, he worked in WuXi AppTec (Tianjin) Co., Ltd. (天津藥明康得新藥開發有限公司).

Mr. Li received a bachelor degree in materials chemistry from Huaibei Normal University (淮北師範大學), the PRC, in June 2009 and a master degree in polymer chemistry from Kyoto University, Japan, in March 2018. He was awarded a scholarship from China Scholarship Council to attend Kyoto University and subsequently received a PhD degree in polymer chemistry from Kyoto University, Japan, in March 2021.

Save as disclosed above, Mr. Li has not held any other directorships in the last three years in public companies with securities listed on any securities market in Hong Kong or overseas.

Relationships

Saved as disclosed above, as far as the Directors are aware, Mr. Li does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporation pursuant to Part XV of the SFO.

Director's emoluments

Mr. Li entered into a letter of appointment with the Company on 13 December 2021 for a term of three years. For the year commencing 2022, the director's fee of Mr. Li is HK\$200 thousand which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group.

Details of the proposed amendments to the Memorandum and Articles of Association are set out as follows:

Clause No.	Proposed amendment (showing change to the existing Memorandum of Association)
2	The Registered Office of the Company shall be at the offices of <u>Campbells Corporate Services Limited, Floor 4, Willow House, Cricket Square, Grand Cayman KY1-9010, Cayman Islands</u> , of Sertus Incorporations (Cayman) Limited, Sertus Chambers, Governors Square, Suite #5-204, 23 Lime Tree Bay Avenue, P.O. Box 2547, Grand Cayman, KY1-1104, Cayman Islands , or at such other place in the Cayman Islands as the Board may from time to time decide.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
12.1	The Company shall <u>must</u> hold a general meeting as its annual general meeting in each year other than the year of the Company's adoption of these Articles, within a period of not more than 15 months after the holding of the last preceding annual general meeting or not more than 18 months after the date of adoption of these Articles (or such longer period as the Exchange may authorise) <u>financial year. Such meeting must be held within six months after the end of the Company's financial year.</u> The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place as the Board shall appoint.

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two<u>any one</u> or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. General meetings may also be convened on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitioner, provided that such requisitioner held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitioner(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitioner(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>
13.11	<p><u>All members for the time being entitled to receive notice of and to attend and vote at general meetings (or, in the case of a member being a corporation, its duly authorised representative), shall have the right to speak at any general meetings of the Company.</u></p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member it may authorise such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company (<u>including general meeting and creditors meeting of the Company</u>) or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>
16.2	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting <u>first annual general meeting</u> of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>
16.3	<p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the Companies Act, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the <u>first annual</u> next following general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election.</p>

Article No.	Proposed amendments (showing changes to the existing Articles of Association)
29.2	<p><u>The appointment, removal and remuneration of an auditor or auditors of Company shall require the approval of an ordinary resolution of the members in general meeting. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and fix the remuneration of such auditor(s) being appointed. The removal of any Auditor before the expiration of his period of office shall be approved at a require the approval of an ordinary resolution of the members in general meeting; and the members shall at that meeting appoint new auditor in its place for the remainder of the term. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor subject to the approval of an ordinary resolution of the members at a general meeting, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Any auditors so appointed shall hold office until the next annual general meeting after his appointment unless previously removed pursuant to these Articles. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</u></p>
32.1A	<p><u>Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.</u></p>

NOTICE OF ANNUAL GENERAL MEETING



Yonghe Medical Group Co., Ltd.

雍禾醫療集團有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2279)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Yonghe Medical Group Co., Ltd. (the “Company”) will be held at 2:00 p.m. on 28 June 2022 at Meeting Room, 4/F, China Nuclear E&C Building, 20 Ganluyuan Nanli, Chaoyang District, Beijing, PRC:

- A. To consider and pass (with or without amendments) the following ordinary resolutions of the Company as appropriate:
1. To accept, consider and adopt the audited consolidated financial statements of the Company and the reports of the board of directors of the Company (the “Board”) and of auditors of the Company for the year ended 31 December 2021;
 2. To declare a final dividend of RMB0.076 (equivalent to HK\$0.093) per share for the year ended 31 December 2021;
 3. (a)
 - (i) To re-elect Mr. Zhang Yu as executive director of the Company;
 - (ii) To re-elect Mr. Zhang Hui as executive director of the Company;
 - (iii) To re-elect Mr. Zhai Feng as non-executive director of the Company;
 - (iv) To re-elect Mr. Geng Jiaqi as non-executive director of the Company;
 - (v) To re-elect Ms. Wang Jiping as independent non-executive director of the Company;
 - (vi) To re-elect Mr. Chan Peng Kuan as independent non-executive director of the Company;
 - (vii) To re-elect Mr. Li Xiaopei as independent non-executive director of the Company;
 - (b) To authorize the Board to fix the remuneration of the directors of the Company (the “Directors”);

NOTICE OF ANNUAL GENERAL MEETING

4. To reappoint PricewaterhouseCoopers as auditors of the Company and to authorize the Board to fix their remuneration;

5. **“THAT:**
 - (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

 - (b) the total shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares of the Company on the date of passing of this resolution and the said approval shall be limited accordingly; and

 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;

 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and

 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;

6. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally authorized;

 - (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under the share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% (If the Company performs share consolidation or spin-off after passing this resolution, adjustments are required) of the total issued shares of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

NOTICE OF ANNUAL GENERAL MEETING

7. **“THAT:**

conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company on the date of the passing of this resolution.”

- B. To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

SPECIAL RESOLUTION

8. **“THAT** the amendments to the memorandum and articles of association of the Company (the “Memorandum and Articles of Association”) set out in Appendix III to the circular of the Company dated 28 April 2022 of which this notice forms part be and are hereby approved and the amended and restated Memorandum and Articles of Association (a copy of which having been produced before the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby adopted as the new memorandum and articles of association of the Company.”

By Order of the Board
Zhang Yu
Chairman

28 April 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs not to be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours (not later than 2:00 p.m. on 26 June 2022) before the time appointed for the holding of the AGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from 23 June 2022 to 28 June 2022, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 22 June 2022.
4. For determine the entitlement of the proposed final dividend (subject to the approval by the shareholders of the Company at the AGM), the register of members of the Company will be closed from 5 July 2022 to 6 July 2022, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 4 July 2022.
5. All times and dates referred to in this notice refer to Hong Kong times and dates.

As at the date of this notice, the executive directors of the Company are Mr. ZHANG Yu and Mr. ZHANG Hui, the non-executive directors of the Company are Mr. ZHAI Feng and Mr. GENG Jiaqi, and the independent non-executive directors of the Company are Ms. WANG Jiping, Mr. CHAN Peng Kuan and Mr. LI Xiaopei.