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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental 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 supplemental circular, together with the enclosed second 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)**

**SUPPLEMENTAL CIRCULAR  
PROPOSED ELECTION OF DIRECTORS  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of the Company dated 28 April 2022 and the notice convening the Annual General Meeting dated 28 April 2022. A supplemental notice convening the Annual General Meeting is set out on pages 10 and 11 of this supplemental circular. A Second Proxy Form for use at the Annual General Meeting is also enclosed. Such Second Proxy Form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.yonghegroup.cn](http://www.yonghegroup.cn)).

If you are not able to attend the Annual General Meeting, please complete and sign the accompanying Second Form 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 Second Proxy Form will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

13 June 2022

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 7 June 2022 in relation to the resignation and appointment of Directors
“Annual General Meeting”	the 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, 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
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Circular”	the circular of the Company dated 28 April 2022 in respect of the matters to be considered at the Annual General Meeting
“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
“First Proxy Form”	the proxy form which was despatched to the Shareholders on 28 April 2022 together with the Circular
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 June 2022, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Notice”	The notice of the Annual General Meeting as set out on page 25 to 29 of the Circular
“PRC”	the People’s Republic of China
“Second Proxy Form”	the proxy form which will be despatched to the Shareholders together with this supplemental circular
“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

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LETTER FROM THE BOARD

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**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

Date: 13 June 2022

*To the Shareholders*

Dear Sirs or Madams,

**SUPPLEMENTAL CIRCULAR  
PROPOSED ELECTION OF DIRECTORS**

**AND**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

Reference is made to the Announcement.

This supplemental circular should be read together with the Circular and the Notice. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular and the Notice.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to give you the supplemental notice of the Annual General Meeting and provide you with further information regarding the resolutions to be proposed at the Annual General Meeting for approving the election of an executive Director and an independent non-executive Director at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against such resolutions.

### PROPOSED ELECTION OF DIRECTORS

Reference is made to the Announcement. Mr. Zhai Feng and Ms. Wang Jiping have tendered their resignation as a non-executive Director and an independent non-executive Director respectively with effect from the conclusion of the Annual General Meeting. Ms. Han Zhimei and Ms. Liang Jihong have been proposed to be appointed as an executive Director and an independent non-executive Director respectively with effect from the conclusion of the Annual General Meeting.

As set out in the Circular, Mr. Zhai Feng and Ms. Wang Jiping shall retire at the Annual General Meeting. Since both of them have resigned as Directors, they will not offer themselves for re-election at the Annual General Meeting. The proposed resolutions regarding the re-election of Mr. Zhai Feng and Ms. Wang Jiping as Directors as set out in the Notice will not be submitted to the Annual General Meeting for Shareholders' approval.

Therefore, there are now five retiring Directors standing for re-election at the Annual General Meeting, including Mr. Zhang Yu, Mr. Zhang Hui, Mr. Geng Jiaqi, Mr. Chan Peng Kwan and Mr. Li Xiaopei.

As recommended by the nomination committee of the Company (the "**Nomination Committee**"), the Board has nominated Ms. Han Zhimei and Ms. Liang Jihong as candidates for election as an executive Director and an independent non-executive Director in replacement of Mr. Zhai Feng and Ms. Wang Jiping. Therefore, the Board proposed to present resolutions at the Annual General Meeting to elect Ms. Han Zhimei and Ms. Liang Jihong with effect from the conclusion of the Annual General Meeting.

In view of the above, the resolutions under item numbered 3 relating to the re-election of the retiring Directors as set out in the Notice should be deleted in its entirety and replaced by the new resolutions under item numbered 3 as set out in the supplemental notice as set out on page 10 to 11 of this supplemental circular.

In recommending Ms. Han Zhimei and Ms. Liang Jihong to stand for election as an executive Director and an independent non-executive Director, the Nomination Committee has considered their qualification and experience. Their appointment will bring valuable perspectives, knowledge, skills and experiences to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Company's business.

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## LETTER FROM THE BOARD

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The Nomination Committee has also assessed the independence of Ms. Liang Jihong as an independent non-executive Director. Ms. Liang Jihong satisfies the independence guidelines as set out in Rule 3.13 of the Listing Rules.

Details of Mr. Zhang Yu, Mr. Zhang Hui, Mr. Geng Jiaqi, Mr. Chan Peng Kwan and Mr. Li Xiaopei have been set out in Appendix II in the Circular, while details of Ms. Han Zhimei and Ms. Liang Jihong are set out in Appendix I to this supplemental circular in accordance with the relevant requirements of the Listing Rules.

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**

Since the Notice and the First Proxy Form despatched together with the Circular do not contain the proposed resolutions in relation to the election of Ms. Han Zhimei as an executive Director and Ms. Liang Jihong as an independent non-executive Director as set out in this supplemental circular, a supplemental notice and the Second Proxy Form are enclosed with this supplemental circular to include such proposed resolutions.

If you are not able to attend the Annual General Meeting, please complete and sign the accompanying Second Proxy Form 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 Second Proxy Form will not preclude Shareholders from attending and voting in person at the meeting if they so wish. Shareholders who have appointed or intend to appoint proxies to attend the Annual General Meeting are requested to pay particular attention to the following arrangement in relation to the completion and submission of the Second Proxy Form:

A Shareholder who has not yet lodged the First Proxy Form with Branch Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxies to attend and vote at the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodge with the Branch Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Branch Share Registrar should note that:

- (i) **If no Second Proxy Form is lodged with the Branch Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by him/her.** The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolutions properly put to the Annual General Meeting (including, if properly put, resolutions for the

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## LETTER FROM THE BOARD

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election of Ms. Han Zhimei as an executive Director and Ms. Liang Jihong as an independent non-executive Director as set out in this supplemental circular) except for the resolution(s) to which the Shareholder has indicated his/her voting direction in the First Proxy Form.

- (ii) **If the Second Proxy Form is lodged with the Branch Share Registrar not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjourned meeting, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.**
  
- (iii) **If the Second Proxy Form is lodged with the Branch Share Registrar less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting, or if lodged not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Branch Share Registrar.** Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Branch Share Registrar by not less than 48 hours before the time appointed for the holding of Annual General Meeting or any adjourned meeting.

Shareholders are reminded that submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the Annual General Meeting or any adjourned meeting thereof and voting in person should they so wish.

### RECOMMENDATION

The Directors consider that proposed election of Ms. Han Zhimei as an executive Director and Ms. Liang Jihong as an independent non-executive Director is 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*



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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE ELECTED AT THE ANNUAL GENERAL MEETING

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Pursuant to Rule 13.51(2) of the Listing Rules, details of the Directors proposed to be 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 election required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### 1.    MS. HAN ZHIMEI (“MS. HAN”)

#### Position, Experience and Length of Service

Ms. HAN Zhimei (韓志梅), aged 45, has been the finance director of the Company and its subsidiaries (the “Group”) since March 20, 2017 and the joint company secretary of the Company since 1 June 2021. She is responsible for financing, accounting, budget control, internal control, financial management of the Group.

Ms. Han has over 23 years of experience in accounting and corporate finance. Prior to joining our Group, from March 2016 to March 2017, she served as the finance director of KR Space (Beijing) Information Technology Co., Ltd., (氫空間(北京)信息技術有限公司). From February 2014 to September 2015, Ms. Han served as general manager of finance center of CiMing Health Management Group Co., Ltd. (慈銘健康管理集團股份有限公司). From May 2012 to February 2014, she served as finance director in Beijing Yangguangwo Cultural Development Co., Ltd. (北京陽光喔文化發展有限公司). Ms. Han was the accounting director of finance center of CiMing Health Management Group Co., Ltd. (慈銘健康管理集團股份有限公司) from August 2011 to May 2012. She was the vice director of finance department of Beijing Tianyou Education Consulting Co., Ltd. (北京天有教育諮詢有限公司) from October 2008 to July 2011. Earlier, Ms. Han served as a finance manager of China Real Estate Development North America Investment Group Co., Ltd. (中房北美投資集團有限公司) (formerly known as China Real Estate Hongdu Investment Group Co., Ltd. (中房鴻都投資集團有限公司)) from July 1997 to April 2008.

Ms. Han obtained her bachelor degree in accounting from Beijing Institute of Light Industry (北京輕工業學院) (now known as Beijing Technology and Business University (北京工商大學)), the PRC, in July 1998. She obtained intermediate accounting professional and technical qualification certificate issued by the Ministry of Finance in September 2003.

Save as disclosed above, Ms. Han 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.

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## APPENDIX I                      DETAILS OF THE DIRECTORS PROPOSED TO BE ELECTED AT THE ANNUAL GENERAL MEETING

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### Relationships

Save as disclosed above, as far as the Directors are aware, Ms. Han 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

Reference is made to the Announcement, and within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”), Ms. Han is the sole shareholder of Shanghai Zhizhen Technology Company Limited (上海致臻科技有限公司) which is the general partner of Shanghai Zhixin Technology Partnership (Limited Partnership) (上海致歆科技合夥企業(有限合夥)) (“Shanghai Zhixin”). Shanghai Zhixin holds 100% equity interest in Zhirui Technology Holdings Limited (致睿科技控股有限公司), the employee incentive platform for the employees of the Group, which holds 2.28% of the issued share capital of the Company.

### Director’s emoluments

Subject to the Shareholders’ approval for her appointment at the Annual General Meeting, Ms. Han will enter into an appointment letter with the Company for a term of three years commencing from the effective date of her appointment for her services to the Company. Ms. Han will not receive any director’s fee from the Company for her positions as executive Director.

## 2. MS. LIANG JIHONG (“MS. LIANG”)

### Position, Experience and Length of Service

Ms. LIANG Jihong (梁繼紅), aged 49, has extensive experience in the financial and investment industry. Ms. Liang served in various positions, including chief financial officer and director, within the group of 36Kr Holdings Inc., a NASDAQ listed company (NASDAQ stock code: KRKR), from November 2014 to March 2021. Prior to that, Ms. Liang served as a financial director at Yeepay Inc., an e-payment service provider based in China, from July 2013 to November 2014, and as a financial director at Tujia.com, a Chinese lodging-service sharing and booking platform, from February 2012 to September 2012, respectively. Prior to that, Ms. Liang served as a senior financial manager at the Beijing branch of Ctrip.com, an online ticket and hotel booking platform based in China, from July 2011 to September 2012, and as a financial manager at the Beijing branch of Mangocity.com, an online ticket and hotel booking platform based in China, from February 2006 to July 2011, respectively.

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**APPENDIX I            DETAILS OF THE DIRECTORS PROPOSED TO BE  
ELECTED AT THE ANNUAL GENERAL MEETING**

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Ms. Liang completed the FMBA program run by Cheung Kong Graduate School of Business in October 2021. Ms. Liang received her master's degree in software engineering from Beihang University (北京航天航空大學) in June 2016 and bachelor's degree in statistics from Capital University of Economics and Business (首都經濟貿易大學) in June 1995. Ms. Liang was admitted as a Certified Public Accountant by the Chinese Institute of Certified Public Accountants in January 2005.

Save as disclosed above, Ms. Liang 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. Liang 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. Liang 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**

Subject to the Shareholders' approval of her appointment at the Annual General Meeting, Ms. Liang will enter into an appointment letter with the Company for a term of three years commencing from the effective date of her appointment for her services to the Company. For the appointment commencing, the annual director's fee of Ms. Liang is HK\$200,000. The director's fee was recommended by the remuneration committee of the Company with reference to her duties and responsibilities with the Company, the Company's remuneration policy and the prevailing market conditions.



**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)**

**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**REFERENCES ARE MADE TO** the (i) circular (the “**Circular**”) of Yonghe Medical Group Co., Ltd. (the “**Company**”), (ii) notice of the annual general meeting (“**AGM**”) of the Company (the “**Notice**”) both dated 28 April 2022 to convene the AGM 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, the People’s Republic of China.

Details of the proposed resolutions to be considered at the AGM were stated in the Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the Circular.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT:**

Due to the matters as set out in the supplemental circular of the Company dated 13 June 2022 (the “**Supplemental Circular**”), the resolutions under item numbered 3 stated in the Notice should be deleted in its entirety and replaced by the following new resolutions under item numbered 3:

- “3. (a)(i) To re-elect Mr. Zhang Yu as executive director of the Company.
- (a)(ii) To re-elect Mr. Zhang Hui as executive director of the Company.
- (a)(iii) To re-elect Mr. Geng Jiaqi as non-executive director of the Company.
- (a)(iv) To re-elect Mr. Chan Peng Kuan as independent non-executive director of the Company.
- (a)(v) To re-elect Mr. Li Xiaopei as independent non-executive director of the Company.
- (a)(vi) To elect Ms. Han Zhimei as executive director of the Company with effect from the conclusion of the AGM.
- (a)(vii) To elect Ms. Liang Jihong as independent non-executive director of the Company with effect from the conclusion of the AGM.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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- (b) To authorize the Board to fix the remuneration of the directors of the Company (the “**Directors**”).”

Apart from the amendments set out above, all the information contained in the Notice shall remain to have full force and effect.

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

13 June 2022

*Notes:*

1. A second proxy form (the “**Second Proxy Form**”) containing the new resolutions under item numbered 3 is enclosed with the Supplemental Circular. Please refer to the section headed “**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM**” on pages 5 to 6 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Save for the above supplemental resolutions, there are no other changes to the resolutions set out in the Notice. Please refer to the Notice for details of the other ordinary resolutions and special resolution to be considered at the AGM, closure of register of members of the Company and the eligibility for attending the AGM, proxy and other relevant matters.
3. Whether or not the Shareholders are able to attend the AGM, the Shareholders are required to complete the Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, 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 AGM or any adjournment thereof.
4. The Shareholders are reminded that return of the proxy form which was despatched to the Shareholders on 28 April 2022 together with the Circular and/or the Second Proxy Form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should they so wish.
5. All times and dates referred to in this supplemental notice refer to Hong Kong times and dates.

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