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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 Medical Group Co., Ltd.

雍禾醫療集團有限公司

(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 AUDITOR AND FIXING OF
AUDITOR'S REMUNERATION**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 2:00 p.m. on June 16, 2023 at Conference Room, 4/F., Beijing Yonghe Hospital, No. C10 Chaoyangmenwai Dajie, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (no later than 2:00 p.m. on June 14, 2023) 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.

April 26, 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Proposed Granting of the Repurchase Mandate and Issuance Mandate	4
3. Proposed Re-election of Directors	5
4. Re-appointment of Auditor and Fixing of Auditor's Remuneration	6
5. Annual General Meeting and Proxy Arrangement	6
6. Voting by Poll	6
7. Responsibility Statement	7
8. Recommendation	7
Appendix I – Explanatory Statement on the Repurchase Mandate	8
Appendix II – Details of Directors Proposed to be Re-elected at the Annual General Meeting	11
Notice of Annual General Meeting	15

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 June 16, 2023 at Conference Room, 4/F., Beijing Yonghe Hospital, No. C10 Chaoyangmenwai Dajie, Chaoyang District, Beijing, PRC, to consider and, if appropriate, to approve the resolutions contained in the notice of the 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”	April 19, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2279)

Executive Directors:

Mr. Zhang Yu

(Chairman and Chief Executive Officer)

Mr. Zhang Hui

Ms. Han Zhimei

Registered Office:

Floor 4, Willow House, Cricket Square

Grand Cayman KY1-9010

Cayman Islands

Principal Place of Business in Hong Kong:

5/F, Manulife Place

348 Kwun Tong Road

Kowloon

Hong Kong

Non-executive Director:

Mr. Geng Jiaqi

Independent Non-executive Directors:

Ms. Liang Jihong

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 AUDITOR AND FIXING OF
AUDITOR'S REMUNERATION**

AND

(4) 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; and (v) the re-appointment of auditor of the Company and fixing of its remuneration 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.

At the annual general meeting of the Company held on June 28, 2022, general mandates were granted to the Directors to issue and repurchase Shares respectively. 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 the 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 the 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 4 and 5 of the notice of the 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.

LETTER FROM THE BOARD

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 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 thereafter.

According to articles 16.2 and 16.18 of the Articles of Association and the opinion of the Board, Mr. Zhang Hui, Ms. Ham Zhimei and Mr. Geng Jiaqi shall retire 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 the retiring Directors. The Company considers that the retiring Directors will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of the retiring 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 the retiring Directors.

LETTER FROM THE BOARD

4. RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION

PricewaterhouseCoopers, which has audited the consolidated financial statements of the Company for the year ended December 31, 2022, 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 fix its remuneration in an amount of RMB3.6 million.

5. 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; and (v) the re-appointment of auditor of the Company and fixing of its remuneration.

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours (no later than 2:00 p.m. on June 14, 2023 (Wednesday) 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.

6. 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.

LETTER FROM THE BOARD

7. 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.

8. 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; and (v) the re-appointment of auditor of the Company and fixing of its remuneration 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

April 26, 2023

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 4 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 December 31, 2022) 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 has long position in 184,388,336 Shares and short position in 655,000 Shares held by Yonghe Hair Service Holdings Limited and CYH Cosmetic Medical Holdings Limited under the SFO, representing approximately 34.98% (long position) and 0.12% (short position) 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 38.87% (long position) and 0.14% (short position).

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 during each of the previous 12 months to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	14.68	10.16
May	12.36	8.83
June	11.46	9.91
July	10.60	8.03
August	8.94	6.31
September	8.43	6.87
October	8.43	7.05
November	9.80	7.26
December	12.44	9.14
2023		
January	12.28	9.34
February	10.50	8.57
March	9.32	7.42
April (<i>up to the Latest Practicable Date</i>)	8.65	7.57

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 HUI (“Mr. Zhang”)

Position, Experience and Length of Service

Mr. Zhang Hui (張輝), aged 36, was appointed as a Director on September 17, 2020 and re-designated as the executive Director on June 1, 2021. He has been promoted from the procurement director to the senior vice president of the Integrated Management Center of the Group since July 18, 2022. Mr. Zhang is in charge of the overall procurement management and business development of the Group. Mr. Zhang is the younger brother of Mr. Zhang Yu (being the chairman of the Board and an executive Director).

He accumulated over 10 years of experience in medical haircare service industry within our Group. Since joining our Group, Mr. Zhang 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 has been instrumental to the steady expansion of our Group. Mr. Zhang has actively promoted our business development, and further fortified our leading position in this industry in the PRC.

Mr. Zhang 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 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 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 at the Latest Practicable Date, Mr. Zhang is deemed to be interested in 24,000,000 Shares, representing approximately 4.55% of the issued Shares.

Saved as disclosed above, Mr. Zhang 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 entered into a service contract with the Company on December 13, 2021 for a term of three years. For the year commencing October 1, 2022, the annual salary of Mr. Zhang as the senior vice president of Integrated Management Center is RMB570,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. Mr. Zhang will not receive any director's fee from the Company.

(2) MS. HAN ZHIMEI (“Ms. Han”)**Position, Experience and Length of Service**

Ms. Han Zhimei (韓志梅), aged 46, was appointed as an executive Director on June 28, 2022, has been promoted from the finance director to the vice president of the Financial Capital Center since July 18, 2022, and has served as a joint company secretary of the Company since June 1, 2021. She is responsible for financing, accounting, budget control, internal control and financial management of the Group.

Ms. Han has over 24 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. (氮空間(北京)信息技術有限公司). From February 2014 to September 2015, Ms. Han served as the 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 the 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.

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

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

Director's emoluments

Ms. Han entered into an appointment letter with the Company on June 28, 2022 for a term of three years. Ms. Han will not receive any director's fee from the Company.

(3) MR. GENG JIAQI (“Mr. Geng”)**Position, Experience and Length of Service**

Mr. Geng Jiaqi (耿嘉琦), aged 51, was appointed as a Director on September 17, 2020 and re-designated as a non-executive Director on 2021. Mr. Geng is responsible for providing advice on strategic development of the Group.

Mr. Geng has over 15 years of experience in the investment and management industry. Mr. Geng had been a director of Beauty Farm Medical and Health Industry Inc., a company listed on the Stock Exchange (stock code: 2373) since February 2022, and was subsequently redesignated as a non-executive director in March 2022. 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 at 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 December 13, 2021 for a term of three years. Mr. Geng will not receive any director's fee from the Company.



Yonghe Medical Group Co., Ltd.
雍禾醫療集團有限公司

(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 June 16, 2023 at Conference Room, 4/F., Beijing Yonghe Hospital, No. C10 Chaoyangmenwai Dajie, 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 December 31, 2022;
 2. (a) (i) To re-elect Mr. Zhang Hui as executive Director of the Company;
(ii) To re-elect Ms. Han Zhimei as executive Director of the Company;
(iii) To re-elect Mr. Geng Jiaqi as non-executive Director of the Company;
(b) To authorize the Board to fix the remuneration of the directors of the Company (the “Directors”);
 3. To reappoint PricewaterhouseCoopers as auditor of the Company and to fix its remuneration;
 4. “**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

NOTICE OF ANNUAL GENERAL MEETING

- (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.”;

5. **“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;
- (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

NOTICE OF ANNUAL GENERAL MEETING

(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).”;

6. **“THAT:**

conditional upon the passing of the resolutions set out in items 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 5 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 4 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.”

By Order of the Board
Zhang Yu
Chairman

April 26, 2023

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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (not later than 2:00 p.m. on June 14, 2023) 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 June 13, 2023 to June 16, 2023, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on June 12, 2023.
4. 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, Mr. ZHANG Hui and Ms. HAN Zhimei; the non-executive director of the Company is Mr. GENG Jiaqi and the independent non-executive directors of the Company are Ms. LIANG Jihong, Mr. CHAN Peng Kuan and Mr. LI Xiaopei.