
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this supplemental circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this supplemental circular.

This supplemental 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 supplemental 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 supplemental circular misleading.

YONGHE 
雍禾医疗
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)

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED APRIL 30, 2024
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of Yonghe Medical Group Co., Ltd. and the notice convening the Annual General Meeting to be held at 2:00 p.m. on June 21, 2024 at Meeting Room, 4/F, China Nuclear E&C Building, 20 Ganluyuan Nanli, Chaoyan District, Beijing, PRC both dated April 30, 2024.

A supplemental notice of the Annual General Meeting is set out in this supplemental circular. A Revised Form of Proxy for use at the Annual General Meeting is enclosed. Such Revised 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 Revised 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 19, 2024) before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting at the Company's general meetings. Completion and return of the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the meeting if they so wish.

References to dates and time in this supplemental circular are to Hong Kong dates and time.

June 3, 2024

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	an annual general meeting of the Company to be held at 2:00 p.m. on June 21, 2024 at Meeting Room, 4/F, China Nuclear E&C Building, 20 Ganluyuan Nanli, Chaoyan District, Beijing, PRC, to consider and, if appropriate, to approve the resolutions contained in the Notice of AGM which is set out in the Circular and the Supplemental Notice of AGM in this supplemental 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Chairman”	the Chairman presiding at any meeting of members of the Company or of the Board
“Circular”	the circular of the Company dated April 30, 2024
“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
“Explanatory Statement”	the explanatory statement set out in Appendix I to the Circular
“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)

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“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 the Circular, subject to any amendments proposed in this supplemental circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company (as amended from time to time)
“Notice of AGM”	the notice of AGM dated April 30, 2024 set out in the Circular
“Original Form of Proxy”	the form of proxy enclosed to the Circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	as defined in paragraph 2(a) of the “Letter from the Board” set out in the Circular
“Revised Form of Proxy”	the revised form of proxy enclosed to this supplemental circular
“Rule Amendments”	the amendments to the Listing Rules proposed pursuant to the conclusions to the consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares” published by the Stock Exchange on April 12, 2024
“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 (save for any treasury Shares, the holders of which shall abstain from voting at the Company’s general meetings)
“Share Registrar”	Tricor Investor Services Limited
“Shareholder(s)”	holder(s) of issued Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Notice of AGM”	the supplemental notice of Annual General Meeting dated June 3, 2024
“treasury Shares”	has the meaning ascribed to it under the Listing Rules which is scheduled to come into effect on June 11, 2024 and as amended from time to time
“%”	per cent



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

Non-executive Director:

Mr. Geng Jiaqi

Independent Non-executive Directors:

Ms. Liang Jihong

Mr. Chan Peng Kuan

Mr. Li Xiaopei

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

To the Shareholders

Dear Sirs or Madams,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR TO SHAREHOLDERS DATED APRIL 30, 2024
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Circular and the Notice of AGM. The purpose of this supplemental circular is to provide you with information regarding (i) the updates on the proposed general mandate to issue and repurchase Shares to be granted to the Directors; (ii) updates on the Explanatory Statement and (iii) proposed amendments to the Memorandum and Articles of Association.

This supplemental circular should be read together with the Circular in relation to, among other things, (i) proposed granting of general mandates to repurchase Shares and to issue new Shares; (ii) proposed re-election of Directors; (iii) re-appointment of auditor and fixing of auditor's remuneration and (iv) proposed amendments to the Memorandum and Articles of Association.

LETTER FROM THE BOARD

2. UPDATES ON GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

On April 12, 2024, the Stock Exchange published conclusions to its consultation paper on “Proposed Amendments to Listing Rules Relating to Treasury Shares”. The Rule Amendments are scheduled to come into effect on June 11, 2024 which will have the effect of, among others, removing the requirements to cancel repurchased shares such that listed issuers may hold the repurchased shares in treasury subject to the laws of their places of incorporation and their constitutional documents and adopting a framework in the Listing Rules to govern the resale of treasury shares (the “**New Treasury Share Regime**”).

The Directors consider that the New Treasury Share Regime will provide greater flexibility to the Company in repurchasing and reselling Shares thereby giving the Company an additional channel to manage the Company’s capital structure. As such, the Directors wish to update the Circular and the proposed ordinary resolutions at the Annual General Meeting in relation to the general mandate to issue and repurchase Shares as follows:

- (i) the ordinary resolution to be proposed at the AGM to give the Directors a general mandate to issue, allot or otherwise deal with additional Shares shall include any sale or transfer of treasury Shares out of treasury;
- (ii) the maximum number of Shares that may be issued, allotted or otherwise dealt with (or sold or transferred in respect of treasury Shares) shall be up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the resolution;
- (iii) the Company will use the Issuance Mandate for its sale or transfer of treasury Shares only after the Rule Amendments has come into effect and if the Issuance Mandate is approved by the Shareholders at the AGM; and
- (iv) the ordinary resolution to be proposed at the AGM to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares purchased by the Company pursuant to the Repurchase Mandate shall include any sale or transfer of treasury Shares out of treasury.

Save for the above, all other information in relation to the general mandate to issue Shares remain the same.

Accordingly, the Board has resolved that the resolutions under items numbered 8, 9, 10 and 11 as set out in the Notice of AGM should be deleted in its entirety and replaced by the new resolutions under items numbered 8, 9, 10 and 11 as set out in the supplemental notice of AGM set out in this supplemental circular to reflect the applicable Rule Amendments.

LETTER FROM THE BOARD

3. UPDATES ON THE EXPLANATORY STATEMENT

Pursuant to the new rule 10.06(1)(b)(xii) of the Listing Rules that is scheduled to come into effect on June 11, 2024 under the Rule Amendments, the issuer must send to its shareholders an explanatory statement in the manner as required under rule 10.06 of the Listing Rules containing, among others, a statement of whether the issuer intends to cancel the repurchased shares following settlement of any such repurchase or hold them as treasury shares. Accordingly, the Directors wish to add to the Explanatory Statement as follows:

- a. The Company may cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchase(s).
- b. For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:
 - (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company;
 - (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and
 - (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

Save for the above, the information set out in the Explanatory Statement as required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase Shares remains unchanged and true and accurate.

4. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated May 29, 2024, the Board proposed to amend certain provisions of its Memorandum and Articles of Association to update and bring the Memorandum and Articles of Association in line with the amendments made to the Listing Rules relating to the New Treasury Share Regime which will take effect on June 11, 2024.

LETTER FROM THE BOARD

The proposed amendments to the Memorandum and Articles of Association are subject to the approval of the Shareholders by way of a special resolution at the AGM. The full particulars of the proposed amendments to the Memorandum and Articles of Association are set out in Appendix I to this supplemental circular. The Chinese translation of the Memorandum and Articles of Association is for reference only. In case of any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail. Prior to the passing of the special resolution at the AGM, the Memorandum and Articles of Association shall remain valid.

The Company has been advised by its respective legal advisers that the proposed amendments to the Memorandum and Articles of Association conform to the requirements under the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments to the Memorandum and Articles of Association for a company listed on the Stock Exchange.

5. SUPPLEMENTAL NOTICE OF AGM

Set out on pages 12 to 16 of this supplemental circular is the Supplemental Notice of the AGM at which, inter alia, ordinary resolutions to be proposed to the Shareholders to consider and approve, among others, the revised general mandates and special resolution to be proposed to the Shareholders to consider and approve the proposed amendments to the Memorandum and Articles of Association. Save as disclosed above, all the resolutions proposed in the Circular and set out under the Notice of AGM remain unchanged.

Please refer to the Circular and the Notice of AGM for details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.

6. REVISED FORM OF PROXY

Since the Original Form of Proxy does not reflect the revision of the general mandate to issue Shares proposed to be granted to the Directors and proposed amendments to the Memorandum and Articles of Association in relation to the New Treasury Share Regime, the Revised Form of Proxy is enclosed for use at the Annual General Meeting. The Revised Form of Proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yonghegroup.cn). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the Revised Form of Proxy in accordance with the instructions printed thereon and return the same to the Share Registrar as soon as possible but in any event not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (the “Closing Time”).

LETTER FROM THE BOARD

A Shareholder who has not yet lodged the Original Form of Proxy with the Share Registrar is requested to lodge the Revised Form of Proxy if he/she wishes to appoint proxy(ies) to attend, speak and vote at the Annual General Meeting on his/her behalf. In this case, the Original Form of Proxy should not be lodged with the Share Registrar. A Shareholder who has already lodged the Original Form of Proxy with the Share Registrar should note that:

- (i) if no Revised Form of Proxy is lodged with the Share Registrar, the Original Form of Proxy, if correctly completed, will be treated as a valid form of proxy 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 resolution properly put to the Annual General Meeting except for those resolutions to which the Shareholder has indicated his/her voting direction in the Original Form of Proxy;
- (ii) if the Revised Form of Proxy is lodged with the Share Registrar before the Closing Time, the Revised Form of Proxy, if correctly completed, will revoke and supersede the Original Form of Proxy previously lodged by him/her. The Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder; and
- (iii) if the Revised Form of Proxy is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Revised Form of Proxy will be invalid. The proxy so appointed by the Shareholder under the Original Form of Proxy, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy with the Share Registrar before the Closing Time.

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

7. ACTION TO BE TAKEN

The Revised Form of Proxy is enclosed to this supplemental circular and is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yonghegroup.cn). Whether or not you are able to attend the AGM, you are requested to complete and return the Revised Form of Proxy to the Share Registrar as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the meeting. Completion and return of the Revised Form of Proxy will not preclude you from attending and voting at the AGM should you so wish.

LETTER FROM THE BOARD

8. 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. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury Shares (if any) shall abstain from voting on matters that require Shareholders' approval at the Company's general meetings.

9. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 supplemental circular misleading.

10. RECOMMENDATION

The Directors believe the updates on the proposed general mandate to issue and repurchase Shares, the updates to the Explanatory Statement and proposed amendments to the Memorandum and Articles of Association are in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution stated in the supplemental notice of the AGM.

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

June 3, 2024

**APPENDIX I DETAILS OF THE PROPOSED AMENDMENTS TO THE
MEMORANDUM AND ARTICLES OF ASSOCIATION**

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

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
2	<p>...</p> <p>“transfer office” shall mean the place where the principal register is situate for the time being.</p> <p>“Treasury Share” shall mean a treasury share as defined under the <u>Companies Act</u>.</p>
3.9	<p><u>Subject to the Listing Rules, the Directors may, prior to the purchase, redemption or surrender of any share, determine that such share shall be held as a Treasury Share or cancelled, and may resolve to cancel a Treasury Share or transfer a Treasury Share on such terms as they think proper.</u></p>
3.14	<p>The holder of the shares being purchased, surrendered or redeemed shall be bound to deliver up to the Company at its principal place of business in Hong Kong or such other place as the Board shall specify the certificate(s) thereof, if any, for cancellation and thereupon the Company shall pay to him the purchase or redemption monies in respect thereof. <u>The Board shall have the discretion to cancel such certificate(s).</u></p>
13.1	<p>For all purposes the quorum for a general meeting shall be two members <u>(excluding the holder of a Treasury Share)</u> present in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>

Clause No.	Proposed amendments (showing changes to the existing Articles of Association)
14.1	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member <u>(except the holder of Treasury Share(s))</u> present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member <u>(except the holder of Treasury Share(s))</u> entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.
14.3	Any person entitled under Article 8.2 to be registered as a member <u>(except the holder of Treasury Share(s))</u> may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least 48 hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposed to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.
14.16	<u>A Treasury Share shall not be voted, directly or indirectly, at any general meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act.</u>
24.26	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a Treasury Share. Notwithstanding the foregoing, nothing in these Articles prevent an allotment of shares as fully paid up bonus shares in respect of a Treasury Share and shares allotted as fully paid up bonus shares in respect of a Treasury Share shall be treated as Treasury Shares.</u>

YONGHE 
雍禾医疗

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)

This notice is supplemental to the notice of the annual general meeting (the “**AGM**”) of Yonghe Medical Group Co., Ltd. dated April 30, 2024 (the “**Original AGM Notice**”) to convene the AGM which will be held at 2:00 p.m. on June 21, 2024 at Meeting Room, 4/F, China Nuclear E&C Building, 20 Ganluyuan Nanli, Chaoyang District, Beijing, PRC.

Details of the proposed resolutions to be considered at the AGM were stated in the Original AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated April 30, 2024 (the “**Circular**”). Apart from the amendments stated below, all the information contained in the Original AGM Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled. In addition, as set out in the supplemental circular of the Company dated June 3, 2024 (the “**Supplemental Circular**”), the resolutions under items numbered 8, 9, 10 and 11 stated in the Original AGM Notice should be deleted in their entirety and replaced by the following new resolutions under items numbered 8, 9, 10 and 11:

- A. To consider and pass (with or without amendments) the following ordinary resolutions of the Company as appropriate:

ORDINARY RESOLUTIONS

8. “**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 (excluding any shares that are held as treasury shares) on the date of passing of this resolution and the said approval shall be limited accordingly;

SUPPLEMENTAL 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.”

9. **“THAT:**

- (a) subject to paragraph (c) and (d) 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 (including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) (which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities on The Stock Exchange of the Hong Kong Limited coming into effect on June 11, 2024) and to make or grant offers, agreements and options 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 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 (including any sale or transfer of shares of the Company out of treasury that are held as treasury shares) 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;

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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 (excluding any shares that are held as treasury shares) on the date of the passing of this resolution and the said approval shall be limited accordingly;

- (d) the authority conferred on the directors of the Company for all the powers of the Company to sell or transfer treasury shares pursuant to paragraph (a) shall only be exercised after the amendments to the Listing Rules relating to treasury shares has come into effect; and
- (e) 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).”

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

10. **“THAT:**

conditional upon the passing of the resolutions set out in items 8 and 9 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 9 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 (including any sale or transfer of shares out of treasury that are held as treasury shares) 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 8 of the Notice, provided that such amount shall not exceed 10% of the total issued shares of the Company (excluding any shares that are held as treasury shares) 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

11. **“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 April 30, 2024 and Appendix I to the Supplemental Circular of the Company dated June 3, 2024 of which this notice forms part be and are hereby approved and the third 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.”

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

June 3, 2024

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Please refer to the Original AGM Notice for details of other resolutions to be proposed at the AGM and other relevant matters.
2. 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.
3. Since the form of proxy accompanying the circular of the Company dated April 30, 2024 does not reflect the revision of the general mandate to issue and repurchase shares proposed to be granted to the directors of the Company and proposed amendments to the Memorandum and Articles of Association in relation to the New Treasury Share Regime, a revised form of proxy (the “**Revised Form of Proxy**”) is enclosed for use at the AGM. For details, please refer to the section headed “Revised Form of Proxy” of this supplemental circular.
4. To be effective, a Revised Form of Proxy together with the power of attorney or other authority (if any), under which it is signed or a notorially 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 19, 2024) before the time appointed for the holding of the AGM or any adjournment thereof. Delivery of the Revised 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.
5. To ascertain shareholders’ eligibility to attend and vote at the AGM, the register of members of the Company will be closed from June 18, 2024 to June 21, 2024, 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 17, 2024.
6. All time and dates referred to in this notice refer to Hong Kong time 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.