THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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YONGHE 雍禾医疗

Yonghe Medical Group Co., Ltd.

雍禾醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2279)

(1) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
(3) PROPOSED RE-ELECTION OF DIRECTORS
(4) RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION
(5) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(6) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at 2:00 p.m. on May 19, 2026 at Meeting Room, 16/F, KunTai International Building, Office Tower No. 12B Chaowai Street, 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 May 17, 2026) 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. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspectives of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

References to dates and times in this circular are to Hong Kong dates and times.

April 16, 2026

CONTENTS

Page

Definitions 1

Letter from the Board

1. Introduction 3
2. Proposed Declaration and Payment of Final Dividend 4
3. Proposed Granting of the Repurchase Mandate and Issuance Mandate . . . 5
4. Proposed Re-election of Directors 6
5. Re-appointment of Auditor and Fixing of Auditor's Remuneration 7
6. Proposed Amendments to the Memorandum and Articles of Association . . 7
7. Closure of Register of Members 8
8. Annual General Meeting and Proxy Arrangement 8
9. Voting by Poll 9
10. Responsibility Statement 9
11. Recommendation 9

Appendix I – Explanatory Statement on the Repurchase Mandate 10

Appendix II – Details of the Directors Proposed to be Re-elected at the Annual General Meeting 14

Appendix III – Details of the Proposed Amendments to the Memorandum and Articles of Association 20

Notice of Annual General Meeting 32

In this 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 May 19, 2026 at Meeting Room, 16/F, KunTai International Building, Office Tower No. 12B Chaowai Street, Chaoyang District Beijing, PRC, to consider and, if appropriate, to approve the resolutions contained in the notice of Annual General Meeting which is set out in this circular, or any adjournment thereof
"Articles of Association"	the articles of association of the Company (as amended from time to time)
"Audit Committee"	the audit committee of the Company
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Companies Act"	the Companies Act (2026 Revision) consolidated and revised on 1 January 2026 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$" or "HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issuance Mandate"	as defined in paragraph 3(b) of the "Letter from the Board" set out in this circular
"Latest Practicable Date"	April 13, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this 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 adopted on June 21, 2024 and amended from time to time
"Nomination Committee"	the nomination committee of the Company
"PRC"	the People's Republic of China
"Remuneration Committee"	the remuneration committee of the Company
"Repurchase Mandate"	as defined in paragraph 3(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
"treasury shares"	has the meaning ascribed to it under the Listing Rules as amended from time to time
"%"	per cent.

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)

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:
Room 1912, 19/F
Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

To the Shareholders

Dear Sirs or Madams,

(1) PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND
(2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES
(3) PROPOSED RE-ELECTION OF DIRECTORS
(4) RE-APPOINTMENT OF AUDITOR AND FIXING OF AUDITOR'S REMUNERATION
(5) PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION
AND
(6) 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 proposed declaration and payment of final dividend; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; (iv) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (v) the re-election of Directors; (vi) the re-appointment of auditor of the Company and fixing of its remuneration; and (vii) the proposed amendments to the Memorandum and Articles of Association and to give you notice of the Annual General Meeting relating to, among other matters, these matters.

2. PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND

The Board has resolved to recommend the declaration of a final dividend of RMB0.076 per Share (excluding treasury shares) (equivalent to HK$0.086 per Share) (approximately RMB40.0 million in aggregate) for the year ended December 31, 2025 to the Shareholders whose names appear on the register of members of the Company at the close of business on 29 May 2026. An ordinary resolution will be proposed at the Annual General Meeting to declare the final dividend. The final dividend will be paid in HKD based on the exchange rate of RMB1.00 to HK$1.13, being the official exchange rate of HKD against Renminbi as quoted by the People's Bank of China on March 30, 2026. The Company is not aware of any arrangement whereby any of the Shareholders has waived or agreed to waive any dividend.

Subject to the fulfilment of the conditions set out in the paragraph headed "conditions of the payment of the final dividend out of the share premium account" below, the final dividend is proposed to be paid out of the share premium account of the Company.

Under section 34(2) of the Companies Act, the share premium account may be applied by a company in paying dividends to its members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company is able to pay its debts as they fall due in the ordinary course of business. As at December 31, 2025, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the share premium account of the Company was approximately RMB1,586.43 million. The Board proposes to use an amount of approximately RMB40.0 million standing to the credit of the share premium account of the Company for the payment of the final dividend. Subject to compliance with certain requirements under the laws of the Cayman Islands, the share premium account may be applied for payment of dividend by the Company. Following the payment of the proposed final dividend, there will be a remaining balance of approximately RMB1,546.43 million standing to the credit of the share premium account of the Company.

(a) Conditions of the payment of the final dividend out of the share premium account

The payment of the final dividend out of the share premium account is conditional upon, inter alia, the following being fulfilled:

1. the passing of an ordinary resolution by the Shareholders to approve the declaration and payment of the final dividend out of the share premium account; and

2. the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately after the final dividend is paid will be, unable to pay its liabilities as they become due in the ordinary course of business.

Subject to the fulfilment of the above conditions, it is expected that the final dividend will be paid in cash in HKD on or before June 12, 2026 to the Shareholders whose names appear on the register of members of the Company at the close of business on May 29, 2026. The conditions set out above cannot be waived. The final dividend will be paid only when all such conditions are satisfied.

(b) Reasons for and effect of the payment of the final dividend out of the share premium account

After taking into account, among other things, the cash flow and financial condition of the Company, the Board considers it appropriate and proposes that the final dividend be paid out of the share premium account of the Company in accordance with Article 24.6 of the Articles of Association and the Companies Act. The Board considers such arrangement to be in the interests of the Company and the Shareholders as a whole. The Board believes that the payment of the final dividend out of the share premium account will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

3. PROPOSED GRANTING OF THE REPURCHASE MANDATE AND ISSUANCE MANDATE

As at the Latest Practicable Date, the issued shares of the Company comprised 525,224,416 Shares (excluding 248,000 Shares held by the Company as treasury shares).

At the annual general meeting of the Company held on June 20, 2025, 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 (excluding treasury shares) (the "**Repurchase Mandate**") on the date of passing such resolution, which is up to 52,522,441 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 (excluding treasury shares) (the "**Issuance Mandate**") on the date of passing of such resolution, which is up to 105,044,883 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 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 9 and 10 of the notice of Annual General Meeting as set out in this circular. In accordance

with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issuance Mandate or to repurchase any Shares pursuant to the Repurchase Mandate.

4. 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 first annual general meeting of the Company after his appointment 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 thereat.

According to article 16.18 of the Articles of Association and in the opinion of the Board, Mr. Zhang Yu, Ms. Liang Jihong, Mr. Chan Peng Kuan and Mr. Li Xiaopei 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, director nomination policy and the Company's corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on the re-election of all the retiring Directors. The Company considers that the retiring independent non-executive Directors are independent in accordance with the independence guidelines set out in the Listing Rules and 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.

5. 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, 2025, will retire as the auditor 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, proposed to re-appoint PricewaterhouseCoopers, as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration.

6. PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Memorandum and Articles of Association for the purpose of, among others, bring the existing Memorandum and Articles of Association in conformity with the latest regulatory requirements relating to the hybrid meetings and electronic voting requirements, as well as other incidental, tidy-up and housekeeping amendments (the "**Articles Amendments**"). Save for the Articles Amendments, the other provisions in the existing Memorandum and Articles of Association will remain unchanged.

A special resolution will be proposed at the Annual General Meeting to approve the proposed Articles Amendments. The adoption of the fourth amended and restated Memorandum and Articles of Association will take effect upon Shareholders' approval of the resolution. Prior to that, the third amended and restated Memorandum and Articles of Association currently in force shall continue to apply. Details of the amendments to the Memorandum and Articles of Association are set out in Appendix III to this circular.

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

The Articles Amendments and the fourth amended and restated Memorandum and Articles of Association are prepared in English. The Chinese translation thereof is for reference only and in case there are any inconsistencies between the English version and the Chinese version, the English version shall prevail.

7. CLOSURE OF REGISTER OF MEMBERS

Entitlement to attend and vote at the AGM

For the purpose of determining entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from May 14, 2026 to May 19, 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on May 13, 2026.

Entitlement to the proposed final dividend

For the purpose of determining entitlement of the Shareholders to the proposed final dividend, the register of members of the Company will be closed from May 28, 2026 to May 29, 2026 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for entitlement to the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration by 4:30 p.m. on May 27, 2026.

8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 32 to 36 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, (i) the proposed declaration and payment of final dividend; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; (iv) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (v) the re-election of Directors; (vi) the re-appointment of auditor of the Company and fixing of its remuneration; and (vii) the proposed amendments to the Memorandum and Articles of Association.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.yonghegroup.cn). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours (no later than 2:00 p.m. on May 17, 2026) 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.

9. 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.

10. 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.

11. RECOMMENDATION

The Directors consider that (i) the proposed declaration and payment of a final dividend for the year ended December 31, 2025; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the granting of the Issuance Mandate to the Directors; (iv) the extension of the Issuance Mandate by adding to it the issued Shares repurchased by the Company under the Repurchase Mandate; (v) the re-election of Directors; (vi) the re-appointment of auditor of the Company and fixing of its remuneration and (vii) the proposed amendments to the Memorandum and Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders shall vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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

April 16, 2026

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. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. 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 comprised 525,224,416 Shares (excluding 248,000 Shares held by the Company as treasury shares).

Subject to the passing of the ordinary resolution set out in item 9 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 525,224,416 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 52,522,441 Shares, representing 10% of the Shares in issue (excluding treasury shares) as at the date of the Annual General Meeting.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any 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 for the treasury shares deposited with CCASS; and (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, or take any other 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.

The above mandate will expire at the earliest of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the Company is required by law or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which the Repurchase Mandate is varied or revoked by an ordinary resolution of the Shareholders at a 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, 2025) 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 34.56% of the total issued share capital (excluding treasury shares) 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 38.40%, and such increase will give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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 35.11% (long position) and 0.12% (short position) of the total issued share capital (excluding treasury shares) 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 39.01% (long position) and 0.14% (short position), and such increase will give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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 and 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.

The Directors will 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. Neither the explanatory statement set out in Appendix I to this circular nor the Repurchase Mandate has any unusual features.

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**	**Lowest**
	HK$	*HK$*
2025		
April	1.22	0.88
May	1.36	0.96
June	1.79	1.02
July	3.56	1.56
August	3.28	2.71
September	3.04	1.98
October	2.21	1.91
November	2.00	1.71
December	1.76	1.60
2026		
January	2.20	1.65
February	2.15	1.85
March	2.10	1.70
April *(up to the Latest Practicable Date)*	2.05	1.82

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

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

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

(1) Mr. ZHANG YU ("Mr. Zhang")

Position, Experience and Length of Service

Mr. ZHANG Yu (張玉), aged 40, is our founder, executive Director, chairman of the Board and the chief executive officer. He was appointed as a Director on September 17, 2020 and re-designated as an executive Director on June 1, 2021. He serves as the chairman of the Nomination Committee and a member of the Remuneration Committee. He founded the Group in July 2010 and has been the chief executive officer of the Group since July 2010. Mr. Zhang is in charge of the overall strategic planning, business direction and operational management of the Group. Mr. Zhang is the elder brother of Mr. Zhang Hui (being one of the executive Directors).

Mr. Zhang has been dedicated to medical hair care service industry for over 20 years, and thus has a deep understanding of the needs of our customers from his years of frontline experience. Mr. Zhang ventured into the hair transplant sector in March 2005 when he joined Beijing Churong Fuyun Medical Beauty Clinic (北京楚蓉福運醫療美容診所) and resigned in November 2007. After that, he founded our Group and started his own hair transplant business with the brand name of Yonghe (雍禾) in 2010. Mr. Zhang is a pioneer in advocating and being relentlessly committed to the development of hair transplant service by introducing and subsequently upgrading the most advanced hair transplant solutions to Chinese patients. Mr. Zhang has led the formulation of our strategic development decisions, established and developed our medical professional team. As such, our Group has gained a significant first mover advantage and grown successfully in China. Leveraging his forward-looking industry vision, we have further expanded our business lines to cover the diagnosis and treatment of various hair-related diseases, hair transplant, medical and routine hair care, wig research and production and various other hair-related product and service offerings. Under his leadership, we have developed a management style reflective of the values and characteristics of the "Yonghe" brand and obtained many prestigious accreditations and recognitions.

Mr. Zhang graduated from Sixian Dazhuang Junior Middle School (泗縣大莊初級中學) in June 2001. Mr. Zhang has served as Executive Vice Chairman and Secretary-General of the Hair Medical Specialized Committee of the Chinese Non-Government Medical Institutions Association since October 2025 and has been the deputy head of the hair medicine and scalp health management group of skin professional committee of the Chinese Non-government Medical Institutions Association (中國非公立醫療機構協會皮膚專業委員會毛髮醫學與頭皮健康管理學組) since September 2018.

Save as disclosed above, Mr. Zhang 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 181,531,916 Shares, representing approximately 34.56% of the issued Shares (excluding Shares held by the Company as treasury shares).

Save 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 14, 2024 for a term of three years. For the year ended December 31, 2025, the annual salary of Mr. Zhang as the chief executive officer is RMB2,186,000 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. The emoluments received in the year ended December 31, 2025 and to be received in the year ending December 31, 2026 by Mr. Zhang was/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to the performance of the individual and the Company as well as market practice and conditions.

(2) MS. LIANG JIHONG ("Ms. Liang")

Position, Experience and Length of Service

Ms. LIANG Jihong (梁繼紅), aged 53, was appointed as an independent non-executive Director on June 28, 2022 and a member of the Nomination Committee on October 28, 2025. Ms. Liang has extensive experience in the finance and investment industry and has 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.

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 (北京航空航天大學) 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

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 at 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

Ms. Liang entered into a letter of appointment with the Company for a term of three years commencing on June 28, 2025. For the year ended December 31, 2025, the annual director's fee of Ms. Liang is HK$200,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. The emoluments received in the year ended December 31, 2025 and to be received in the year ending December 31, 2026 by Ms. Liang was/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to the performance of the individual and the Company as well as market practice and conditions.

(3) MR. CHAN PENG KUAN ("Mr. Chan")

Position, Experience and Length of Service

Mr. CHAN Peng Kuan (陳炳鈞), aged 62, was appointed as an independent non-executive Director on June 1, 2021. He serves as the chairman of both the Audit Committee and the Remuneration Committee and a member of the Nomination Committee. He is primarily responsible for providing independent advice and judgment to our Board.

Mr. Chan has more than 30 years of experience in finance and banking. Mr. Chan has been serving as an independent non-executive director of VISEN Pharmaceuticals, a company listed on the Stock Exchange (stock code: 2561), since April 1, 2021. He has been serving as an independent non-executive director of JW (Cayman) Therapeutics Co. Ltd, a company listed on the Stock Exchange (stock code: 2126), since August 28, 2024. Mr. Chan has also been serving as an independent non-executive director of CANbridge Pharmaceuticals Inc., a company listed on the Stock Exchange (stock code: 1228), since June 11, 2021. He was an independent non-executive director of Yincheng International Holding Co., Ltd., a company listed on the Stock Exchange (stock code: 1902, now delisted), from February 2019 to November 2024. He was the chief financial officer of Elegance Optical International Holdings Limited, a company listed on the Stock Exchange (stock code: 907), from October 2017 to May 2019. He served as the chief operating officer of CITIC Merchant Co., Limited (中信國通投資管理有限公司) from January 2012 to September 2017. Prior to that, Mr. Chan was the head of Asia CIG and Cleantech of Piper Jaffray Asia Limited from February 2011 to November 2011. From March 2005 to January 2011, Mr. Chan also worked at BNP Paribas Capital (Asia Pacific) Limited with his last position as a managing director of Corporate Finance – Greater China Coverage department.

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

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

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

Relationships

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

Interests in Shares

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

Director's emoluments

Mr. Chan entered into a letter of appointment with the Company for a term of three years commencing on December 14, 2024. For the year ended December 31, 2025, the annual director's fee of Mr. Chan is HK$200,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. The emoluments received in the year ended December 31, 2025 and to be received in the year ending December 31, 2026 by Mr. Chan was/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to the performance of the individual and the Company as well as market practice and conditions.

(4) MR. LI XIAOPEI ("Mr. Li")

Position, Experience and Length of Service

Mr. LI Xiaopei (李小培), aged 39, was appointed as an independent non-executive Director on June 1, 2021. He serves as a member of both the Audit Committee and the Remuneration Committee. Mr. Li is primarily responsible for providing independent advice and judgment to our Board.

Mr. Li has over 13 years of experience in organic and polymer chemistry industry. He is currently a technical adviser at Tianjin Changyuan Medical Technology Company Limited (天津長元醫藥科技有限公司) since June 2020. From April 2020 to March 2021, he was a research assistant of Institute for Chemical Research, Kyoto University. He worked in Beijing Boyalife Weiming Union Stem Cell Technology Company Limited (北京博雅未名聯合幹細胞科技有限公司) from January 2012 to May 2014. From February 2011 to November 2011, he worked in WuXi AppTec (Tianjin) Co., Ltd. (天津藥明康得新藥開發有限公司).

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

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

Relationships

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

Interests in Shares

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

Director's emoluments

Mr. Li entered into a letter of appointment with the Company for a term of three years commencing on December 14, 2024. For the year ended December 31, 2025, the annual director's fee of Mr. Li is HK$200,000 which is subject to certain adjustments (if any) as determined by the Board and will be borne by the Group. The emoluments received in the year ended December 31, 2025 and to be received in the year ending December 31, 2026 by Mr. Li was/will be determined by the Board based on the adopted remuneration policy reviewed by the Remuneration Committee, with reference to the performance of the individual and the Company as well as market practice and conditions.

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

~~THIRD~~FOURTH AMENDED AND RESTATED
ARTICLES OF ASSOCIATION
OF
YONGHE MEDICAL GROUP CO., LTD.

雍禾醫療集團有限公司

(adopted by special resolution passed on ~~21 June 2024)~~19 May 2026)

"Communication Facilities"	shall mean technology by which natural persons are capable of hearing and being heard by each other, and if the Directors so determine in respect of any general meeting of the members, the functional equivalent for those with no or impaired hearing.
"Electronic Transactions Act"	shall mean the Electronic Transactions Act (~~2003 Revision~~As revised) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
"Hybrid Meeting"	shall mean a general meeting convened for the (i) physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or the proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) by means of Communication Facilities.
"Meeting Location(s)"	shall have the meaning given to it in Article 12.4.
"Physical Meeting"	shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies (and any other permitted participants of such meeting, including, without limitation, the Chairman of such meeting and any Directors) at the Principal Meeting Location and/or where applicable, one or more Meeting Locations.

"Present"	shall mean, in respect of any person, such person's presence at a general meeting of members, which may be satisfied by means of such person or, in the case of a member being a corporation, its duly authorized representative (or, in the case of any member, a proxy which has been validly appointed by such member in accordance with these Articles), being: (a) physically present at the venue specified in the notice convening the meeting; or (b) in the case of any meeting at which Communications Facilities are permitted in accordance with these Articles, including any Virtual Meeting or Hybrid Meeting, connected by Communication Facilities in accordance with procedures specified in the notice convening such general meeting; and "Presence" shall be construed accordingly.
"Principal Meeting Location"	shall have the meaning given to it in Article 12.4.
"**Virtual Meeting**"	shall mean any general meeting of the members at which the members (and any other permitted participants of such meeting, including without limitation the Chairman and any Directors) are permitted to be Present solely by means of Communications Facilities.

12.1 The Company must hold a general meeting as its annual general meeting in each financial year. Such meeting must be held within six months (or such other period as may be permitted by the Listing Rules or the Exchange) after the end of the Company's financial year. The annual general meeting shall be specified as such in the notices calling it and shall be held at such time and place (whether physical or virtual) as the Board shall appoint.

12.3 The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one or more members deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the ~~requisitionists,~~requisitionist(s), provided that such ~~requisitionists~~requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding Treasury Shares) which carries the right of voting at general meetings of the

Company. General meetings may also be convened and resolutions to a meeting agenda shall be added on the written requisition of any one member which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionist~~,~~(s), provided that such requisitionist(s) held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding Treasury Shares) which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

12.4 An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify ~~the time, place, and agenda of the meeting,~~(i) the time, date and agenda of the meeting, (ii) save for a Virtual Meeting, the place of the meeting, and if there is more than one Meeting Location as determined by the Board pursuant to this Article 12.4, the principal place of the meeting (the "**Principal Meeting Location**"), and (iii) if the general meeting is to be a Hybrid Meeting or a Virtual Meeting, the notice shall include a statement to that effect and with details of the Communication Facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (iv) particulars of the resolutions and the general nature of the business to be considered at the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

If the Directors so determine in respect of a specific general meeting or all general meetings of the Company, Presence at the relevant general meeting may be by means of Communication Facilities. The notice of any general meeting at which Communication Facilities may be utilized (including any Virtual Meeting or Hybrid Meeting) must set forth the Communication Facilities that will be used, including the procedures to be followed by any member or other participant of the general meeting utilizing such Communication Facilities. The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by specific means in addition to or in lieu of (as the case may be) physical attendance at the Principal Meeting Location, whether by simultaneous attendance and participation by means of Communication Facilities and/or at such location or locations (the "**Meeting Location(s)**") or otherwise as determined by the Board at its absolute discretion. Any member's participation (whether in person, or by proxy, or in case of member not being a natural person, by its duly authorised representative) in such way in such a meeting shall constitute Presence at such a meeting and shall be counted in the quorum of the meeting and entitled to vote at the meeting, and such a meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members, their proxies or duly authorised representatives are able to participate in the business for which the meeting has been convened.

13.1 For all purposes the quorum for a general meeting shall be two members (excluding the holder of a Treasury Share) ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present 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.~~Present. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be ~~present~~Present at the commencement of the business.

13.1A All general meetings shall be subject to the following, and where appropriate, all references to a "member" or "members" in this paragraph shall include a proxy or proxies respectively:

(i) where a member is attending at a Meeting Location and/or in the case of a Hybrid Meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Location; and

(ii) members Present in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities shall be counted in the quorum for and entitled to speak, communicate and vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate Communication Facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in a Virtual Meeting or a Hybrid Meeting by means of Communication Facilities are able to participate in the business for which the meeting has been convened.

13.2 If within 15 minutes from the time appointed for the meeting a quorum is not ~~present~~Present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not ~~present~~Present within 15 minutes from the time appointed for holding the meeting, the member or members ~~present in person (or in the case of a corporation, by its duly authorised representative) or by proxy~~Present shall be a quorum and may transact the business for which the meeting was called.

13.3 The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be ~~present~~Present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors ~~present~~Present shall choose another Director as Chairman~~, and if no Director be present, or if all the Directors present decline to take the chair, or if the~~. The Chairman ~~chosen~~of any general meeting shall ~~retire from the chair, then the members present (whether~~be entitled to participate at any such general meeting by Communication Facilities, in ~~person or represented by proxy or duly authorised representative)~~which event the following provisions shall ~~choose one of their own number to be Chairman.~~ apply:

(a) he shall be deemed to be Present at the general meeting; and

(b) if the Communication Facilities fail to enable the Chairman of the general meeting to hear and be heard by other persons participating in that meeting constituting at least a quorum as provided for in these Articles, in the reasonable opinion of that Chairman, then any Director or person nominated by the Directors shall preside as Chairman, failing which the members Present shall chose any person Present to be Chairman of that meeting;

If at any general meeting no Director is willing to act as Chairman or if no Director is Present within fifteen minutes after the time appointed for holding the meeting, the members Present shall choose one of their number to be Chairman of the meeting.

13.4 The Chairman may, with the consent of any general meeting at which a quorum is ~~present~~Present, and shall, if so directed by the meeting, adjourn any meeting from time to time (or indefinitely) and from place(s) to place(s) (whether physical or virtual) and/or from one form to another (a Physical Meeting, a Hybrid Meeting or a Virtual Meeting) as the meeting shall determine. In the case of a Virtual Meeting or a Hybrid Meeting, when a failure or impairment in the Communication Facilities has occurred, the Chairman is entitled at any point, but is not obliged, to adjourn the meeting without having such adjournment approved by any procedural motion or other consent of those Present at the meeting, and to reconvene it on such terms as he considers appropriate in his discretion. Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the ~~place, the day and the hour~~details as provided in Article 12.4 of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

In the event there is a technical failure or impairment in the Communication Facilities, this shall not, in the absence of bad faith of the Company, invalidate the proceedings at the relevant Virtual Meeting, provided that, in the reasonable opinion of the Chairman of the general meeting, at least persons constituting a quorum as provided for in these Articles was capable of hearing and being heard by each other. In the event that the Chairman of the general meeting becomes aware of such failure or impairment at the commencement of the Virtual Meeting or during the Virtual Meeting, he may, but is not obliged, to pause (but without adjourning) the proceeding, for such period as he considers reasonable, to allow for the Company and/or its agents to endeavor to rectify such failure or impairment. At the expiry of such period, the Chairman may (but subject to the proviso regarding quorum in this Article) continue with the Virtual Meeting, even if such failure or impairment has not been rectified.

13.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting nor in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views, or such other matters as may be set out in the Listing Rules from time to time.

13.6 ~~A~~Subject to the Listing Rules, a poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets or electronic voting or otherwise) and at such time and place~~,~~ (whether physical or virtual), not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

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 (except the holder of Treasury Share(s)) ~~present in person (or, in the case of~~Present at a ~~member being a corporation, by its duly authorised representative)~~general meeting 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~~Present shall have one vote for each share registered in his name in the register. On a poll a member (except the holder of Treasury Share(s)) 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. Votes may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine.

14.4 Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be ~~present~~Present at any meeting ~~personally or by proxy~~, that one of the said persons so ~~present~~Present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

14.6 Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid all sums for the time being due from him payable to the Company in respect of his shares shall be entitled to be ~~present~~Present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.

14.10 The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place or in such other manner (including by electronic means) as may be specified ~~in~~by way of a notice to or in any document accompanying the notice convening the meeting or in any notice of any adjournment or postponements or, in either case, in any document sent therewith) or if the Company has provided an electronic address in accordance with Article 14.11, shall be received at the electronic address specified, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. The Board may decide, either generally or in any particular case, to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under these Articles has not been received in accordance with the requirements of these Articles. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

14.11 The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

20.2 A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board. Failing any determination by the Board, not less than 48 hours' notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram at the address or telephone, facsimile or telex number from time to time notified to the Company by such Director or by electronic means to an electronic address from time to time notified to the Company by such Director or (if the recipient consents to it being made available on a website) by making it available on a website, or in such other manner as the Board may from time to time determine.

24.7 (ii) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the members of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and ~~the place at~~(where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;

26 The Company shall be entitled to destroy all instruments of transfer, probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company ("Registrable Documents") which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates and notifications of change of address (including any electronic address, (if applicable)) at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:

....

Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable law, rules and regulations, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.

28.3 The Board shall from time to time determine whether, to what extent, at what times and places and means and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to inspection by the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the Companies Act or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

28.5 Copies of those documents to be laid before the members at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner (including by sending any form of electronic communication) in which notices may be served by the Company as provided herein to every member and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

28.6 To the extent permitted by and subject to due compliance with these Articles, the Companies Act and all applicable rules and regulations, including, without limitation, the Listing Rules and other rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Companies Act, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the Companies Act and all applicable laws, rules and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.

29.2 The appointment, removal and remuneration of an auditor or auditors of the Company shall require the approval of an ordinary resolution of the members in general meeting. The Company shall at every annual general meeting appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and fix the remuneration of such auditor(s) being appointed. The removal of any Auditor before the expiration of his period of office shall be approved at a general meeting; and the members shall at that meeting appoint new auditor in its place for the remainder of the term. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. ~~The~~Subject to compliance with the Listing Rules, the Board may fill any casual vacancy in the office of Auditor ~~subject to the approval of an ordinary resolution of the members at a general meeting~~, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. Any auditors so appointed shall hold office until the next annual general meeting after his appointment unless previously removed pursuant to these Articles.

30.1 Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic contact details or website supplied by the member to the Company or by placing it on the Company's Website and/or having it published on the Exchange's website in accordance with the Listing Rules, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

30.8 Any notice or document served by placing on the Company's Website and/or the Exchange's website shall be deemed to be served on the day it first so appears on the relevant website, unless otherwise prescribed by the Listing Rules.

30.9 Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.

30.9~~10~~10 A notice may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within Hong Kong supplied for the purpose by the person claiming to be so entitled, or by electronic means to such contact details supplied by such person or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

30.~~10~~11 Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.

30.~~11~~12 Any notice or document delivered or sent to any member in pursuance of these Articles, shall notwithstanding that such member be then deceased and whether or not the Company has notice of his death be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Articles be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.

30.~~12~~13 The signature to any notice to be given by the Company may be written or printed by means of facsimile or, where relevant, by Electronic Signature.

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 May 19, 2026 at Meeting Room, 16/F, KunTai International Building, Office Tower No. 12B Chaowai Street, 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 (the "**Directors**") of the Company (the "**Board**") and of auditors of the Company for the year ended December 31, 2025;

2. To declare a final dividend of RMB0.076 (excluding treasury shares) (equivalent to HK$0.086) per share for the year ended December 31, 2025;

3. To re-elect Mr. Zhang Yu as an executive director of the Company;

4. To re-elect Ms. Liang Jihong as an independent non-executive director of the Company;

5. To re-elect Mr. Chan Peng Kuan as an independent non-executive director of the Company;

6. To re-elect Mr. Li Xiaopei as an independent non-executive director of the Company;

7. To authorize the Board to fix the remuneration of the directors of the Company;

8. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorize the Board to fix their remuneration;

9. "**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 number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution (subject to adjustment in case of subdivision and consolidation of Shares) and the said approval shall be limited accordingly; and

(c) 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 an ordinary resolution passed by the 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.";

10. "**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 (including any sale or transfer of treasury 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 total number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with 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% of the total issued shares (excluding treasury shares) of the Company as at the date of passing of this resolution (subject to adjustment in case of subdivision and consolidation of Shares) and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

(i) the conclusion of the next annual general meeting of the Company;

(ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the 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).";

11. "**THAT**:

conditional upon the passing of the resolutions set out in items 9 and 10 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to such general mandate of an amount

representing the total number of shares purchased by the Company pursuant to the mandate referred to in the resolution set out in item 9 of the Notice, provided that such amount shall not exceed 10% of the total issued shares (excluding treasury shares) of the Company as at the date of 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

12. "**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 16, 2026 of which this notice forms part be and are hereby approved and the fourth 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

April 16, 2026

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 need 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. Treasury shares, if any and registered under the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, solely from the perspectives of the Listing Rules, the Company shall, upon depositing any treasury shares in the CCASS, abstain from voting at any of its general meeting(s) in relation to those shares.

3. 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 May 17, 2026) 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.

4. To ascertain shareholders' eligibility to attend and vote at the AGM, the register of members of the Company will be closed from May 14, 2026 to May 19, 2026, 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 May 13, 2026.

To determine entitlement of the proposed final dividend (subject to the approval by the shareholders of the Company at the AGM), the register of members of the Company will be closed from May 28, 2026 to May 29, 2026, both dates inclusive, during which period no transfer of shares will be effected. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Tricor Investor Services Limited, the Hong Kong branch share registrar of the Company, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on May 27, 2026.

5. 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.