## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Genertec Universal Medical Group Company Limited, you should at once hand this supplemental circular, together with the enclosed revised 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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# GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability) (Stock code: 2666)

## SUPPLEMENTAL CIRCULAR PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

IMPORTANT NOTICE: PLEASE NOTE THAT THE SOLE PURPOSE OF DISTRIBUTING THIS SUPPLEMENTAL CIRCULAR IS TO PROVIDE THE SHAREHOLDERS OF GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED WITH INFORMATION REGARDING THE PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR, SO THAT THE SHAREHOLDERS OF GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED MAY MAKE AN INFORMED DECISION ON VOTING IN RESPECT OF THE RESOLUTION TO BE PROPOSED AT THE ANNUAL GENERAL MEETING.

This Supplemental Circular should be read together with the circular of the Company dated 22 April 2021. The letter from the Board is set out on pages 1 to 4 of this Supplemental Circular.

A supplemental notice convening the Annual General Meeting to be held at Conference Room, 5/F, West Wing of Hademen Plaza, 8-1 Chongwenmenwai Street, Dongcheng District, Beijing, China on Tuesday, 8 June 2021 at 10:00 a.m. is set out on pages 5 to 6 of this Supplemental Circular. A Revised Form of Proxy for use in connection with the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, please complete and return the Revised Form of Proxy accompanying this Supplemental Circular in accordance with the instructions printed thereon, as soon as possible and in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the meeting or the adjourned meeting (as the case may be). Accordingly, the Revised Form of Proxy must be delivered to the Company's share registrar not later than 10:00 a.m. on Sunday, 6 June 2021 (Hong Kong time). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

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# GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability) (Stock code: 2666)

Executive Directors: Ms. Peng Jiahong (彭佳虹女士) (Vice-chairman) Mr. Yu Gang (俞綱先生)

Non-executive Directors: Mr. Zhang Yichen (張懿宸先生) (Chairman) Mr. Tong Chaoyin (童朝銀先生) Ms. Liu Kun (劉昆女士) Mr. Liu Zhiyong (劉志勇先生)

Independent Non-executive Directors: Mr. Li Yinquan (李引泉先生) Mr. Chow Siu Lui (鄒小磊先生) Mr. Han Demin (韓德民先生) Mr. Liao Xinbo (廖新波先生) Registered Office: Room 702, Fairmont House 8 Cotton Tree Drive Central Hong Kong

Head Office and Principal Place of Business in China:
4th, 5th and 13th Floor
Hademen Plaza
8-1 Chongwenmenwai Street
Dongcheng District
Beijing, China

20 May 2021

To the Shareholders

Dear Sir/Madam,

# PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR AND SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING

#### 1. INTRODUCTION

Reference is made to the circular (the "**Original AGM Circular**") and notice (the "**Original AGM Notice**") of the Company dated 22 April 2021, and the announcement (the "Announcement") of the Company dated 14 May 2021 in relation to appointment of a non-executive director of the Company. Unless otherwise defined herein, capitalized terms used herein shall have the same meaning as defined in the Original AGM Circular, Original AGM Notice and the Announcement.

The purpose of this supplemental circular (the "**Supplemental Circular**") of the Annual General Meeting is to provide you with information regarding the proposed re-election of Mr. Tong Chaoyin ("**Mr. Tong**") as a non-executive Director in order to allow you to make an informed decision on voting in respect of the supplemental resolution to be proposed at the Annual General Meeting. This Supplemental Circular should be read in conjunction with the Original AGM Circular.

#### 2. PROPOSED RE-ELECTION OF A NON-EXECUTIVE DIRECTOR

According to Article 119(c) of the Company's articles of association (the "Articles"), any Director appointed to fill a casual vacancy on the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As disclosed in the Announcement, Mr. Tong has been appointed as a non-executive Director with effect from 14 May 2021 until completion of the Annual General Meeting and will then be eligible for re-election at the Annual General Meeting. The Board proposes that the Shareholders consider and approve, if thought fit, re-election of Mr. Tong as a non-executive Director.

Biographical details of Mr. Tong are set out below:

Mr. Tong, aged 56, has extensive experience in corporate governance. He served as a general manager assistant and the board secretary of China General Technology (Group) Holding Company Limited (中國通用技術(集團)控股有限責任公司, "GT-PRC") from February 2010 to August 2019 and December 2018 to March 2021, respectively. From October 2005 to December 2018, Mr. Tong served in several positions in China Xinxing Corporation (Group) (中國新興集團有限責任公司, previously known as 中國新興(集團)總公司, a wholly-owned subsidiary of GT-PRC), including general manager, secretary of the Party Committee (黨委書記) and chairman of the company. From December 2001 to October 2005, Mr. Tong served as the general manager of China Xinxing Real Property Development Company (中國新興實業發展公司, currently known as 中國新興資產管理有限責任公司, a subsidiary of China Xinxing Corporation (Group)). From July 1989 to December 2001, Mr. Tong served in several positions in China Xinxing vice president of the Legal and Audit Department (法律審計部副部長) and head of the Legal Consulting Department (法律顧問處處長).

Mr. Tong graduated from Nankai University (南開大學) in July 1986 with a bachelor's degree in law, and graduated from China University of Political Science and Law (中國政法大學) in July 1989 with a master's degree in law. Mr. Tong obtained the certificate of senior economist granted by China Xinxing Corporation (Group) in October 1996, and the qualification of Level-One In-house Legal Counsels (企業一級法律顧問) granted by GT-PRC in September 2010.

As at the latest practicable date of this Supplemental Circular (14 May 2021), except as disclosed above, Mr. Tong did not (i) have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iv) hold other positions with the Company or its subsidiaries.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors after having made all reasonable enquiries, there is no information in relation to the appointment of Mr. Tong that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there is no other matter that needs to be brought to the attention of the shareholders of the Company.

The term of Mr. Tong's re-appointment as a non-executive Director shall commence upon the approval by the Shareholders at the Annual General Meeting and will be three years. Upon his re-appointment, Mr. Tong will be subject to the requirements under the Articles regarding retirement by rotation and re-election at the annual general meeting of the Company. Mr. Tong, pursuant to his appointment letter entered into with the Company, is not entitled to any remuneration during his term of service.

#### 3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Annual General Meeting will be held as originally scheduled at Conference Room, 5/F, West Wing of Hademen Plaza, 8-1 Chongwenmenwai Street, Dongcheng District, Beijing, China on Tuesday, 8 June 2021 at 10:00 a.m. to approve, among other things, the proposed re-election of a non-executive Director by way of ordinary resolution. The supplemental notice of the Annual General Meeting (the "**Supplemental Notice**") is set out on pages 5 to 6 of this Supplemental Circular.

As a result of the additional resolution proposed subsequent to the despatch of the Original AGM Notice, the Original AGM Notice and the original form of proxy (the "**Original Form of Proxy**") sent together with the Original AGM Circular does not contain the additional resolution proposed as set out in this Supplemental Circular. In this connection, a revised form of proxy for use at the Annual General Meeting (the "**Revised Form of Proxy**") is enclosed with this Supplemental Circular.

If a shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Annual General Meeting on his/her behalf, he/ she is required to submit the Revised Form of Proxy. In this case, the shareholder shall not submit the Original Form of Proxy.

If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Annual General Meeting, including the supplementary resolution as set out in the Supplemental Notice.
- (2) If the Revised Form of Proxy is returned by the shareholder not less than 48 hours before the time appointed for the Annual General Meeting, i.e. not later than 10:00 a.m. on Sunday, 6 June 2021, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.

(3) If the Revised Form of Proxy is returned by the shareholder after the closing time as set out in the revised notice of the Annual General Meeting, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Annual General Meeting, including the supplementary resolution as set out in the Supplemental Notice.

The Revised Form of Proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (www.umcare.cn). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Accordingly, the Revised Form of Proxy must be delivered to the Company not later than 10:00 a.m. on Sunday, 6 June 2021. Completion and delivery of the Revised Form of Proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### 4. **RECOMMENDATION**

The Directors (excluding Mr. Tong) believe the proposed re-election of Mr. Tong as a non-executive Director is in the best interests of the Company as well as its Shareholders. Accordingly, the Directors (excluding Mr. Tong) recommend that all Shareholders to vote in favour of the relevant resolution set out in the Supplemental Notice.

Yours faithfully, For and on behalf of the Board Genertec Universal Medical Group Company Limited 通用環球醫療集團有限公司 Peng Jiahong Executive Director SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



# GENERTEC UNIVERSAL MEDICAL GROUP COMPANY LIMITED 通用環球醫療集團有限公司

(Incorporated in Hong Kong with limited liability) (Stock code: 2666)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular (the "**Original AGM Circular**") and the notice (the "**Original AGM Notice**") of the annual general meeting (the "**Annual General Meeting**") of Genertec Universal Medical Group Company Limited (the "**Company**") dated 22 April 2021, which set out the details of the resolutions to be proposed at the Annual General Meeting for shareholders' approval.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held as originally scheduled at Conference Room, 5/F, West Wing of Hademen Plaza, 8-1 Chongwenmenwai Street, Dongcheng District, Beijing, China on Tuesday, 8 June 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the following resolution as ordinary resolution in addition to the resolutions set out in the Original AGM Notice:

#### **ORDINARY RESOLUTION**

3(d). To re-elect Mr. Tong Chaoyin as Director.

For and on behalf of the Board Genertec Universal Medical Group Company Limited 通用環球醫療集團有限公司 Peng Jiahong Executive Director

Beijing, PRC, 20 May 2021

Notes:

- 1. Details of the above resolution are set out in the supplemental circular of the Company dated 20 May 2021.
- 2. As a result of the additional resolution proposed subsequent to the despatch of the Original AGM Notice, the Original AGM Notice and the original form of proxy (the "**Original Form of Proxy**") sent together with the Original AGM Circular does not contain the additional resolution proposed as set out in this supplemental notice. In this connection, a revised form of proxy (the "**Revised Form of Proxy**") for the Annual General Meeting is enclosed with this supplemental notice.

## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- 3. If a shareholder has not yet returned the Original Form of Proxy in accordance with the instructions printed thereon, and wishes to appoint a proxy to attend the Annual General Meeting on his/her behalf, he/she is required to submit the Revised Form of Proxy. In this case, the shareholder shall not submit the Original Form of Proxy.
- 4. If a shareholder has already returned the Original Form of Proxy in accordance with the instructions printed thereon, he/ she should note that:
  - (1) If no Revised Form of Proxy is returned by the Shareholder, the Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Annual General Meeting, including the supplementary resolution as set out in this supplemental notice.
  - (2) If the Revised Form of Proxy is returned by the shareholder not less than 48 hours before the time appointed for the Annual General Meeting, i.e. not later than 10:00 a.m. on Sunday, 6 June 2021, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed.
  - (3) If the Revised Form of Proxy is returned by the shareholder after the closing time as set out in the revised notice of the Annual General Meeting, the Revised Form of Proxy will be deemed invalid. It will not revoke the Original Form of Proxy previously lodged by the shareholder. The Original Form of Proxy will be treated as a valid form of proxy lodged by the shareholder if duly completed. The proxy appointed under the Original Form of Proxy will also be entitled to vote in accordance with the instructions previously given by the shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Annual General Meeting, including the supplementary resolution as set out in this supplemental notice.
- 5. The Revised Form of Proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (http://www.hkexnews.hk) and the Company (www.umcare.cn). To be valid, the Revised Form of Proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially, at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Accordingly, the Revised Form of Proxy must be delivered to the Company not later than 10:00 a.m. on Sunday, 6 June 2021. Completion and delivery of the Revised Form of Proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
- 6. Deposit of the Revise Form of Proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.

As at the date of this supplemental notice, the executive Directors are Ms. Peng Jiahong (Vicechairwoman) and Mr. Yu Gang; the non-executive Directors are Mr. Zhang Yichen (Chairman), Mr. Tong Chaoyin, Ms. Liu Kun and Mr. Liu Zhiyong; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Han Demin and Mr. Liao Xinbo.