

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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Union Medical Healthcare Limited**, you should at once hand this Circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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



Union Medical Healthcare Limited

香港醫思醫療集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND THE ARTICLES OF ASSOCIATION AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed “Definitions” in this Circular unless otherwise stated.

A letter from the Board is set out on pages 2 to 5 of this Circular.

A notice convening the EGM to be held at Level 50, Langham Place Office Tower, 8 Argyle Street, Mongkok, Hong Kong on Thursday, 25 March 2021 at 10:00 a.m. is set out on pages 6 to 8 of this Circular. A form of proxy for use by the Shareholders at the EGM is enclosed with this Circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company at www.umhgp.com.

Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong branch share registrar of the Company, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

To safeguard the health and safety of the staff and Shareholders, the Group has implemented the following measures:

- all individuals shall be subject to compulsory body temperature check before entering into the venue of the EGM and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the venue;
- all individuals are required to wear appropriate face masks at all times during the EGM;
- alcohol rubs/hand sanitizers will be provided at the venue of the EGM;
- maintaining proper distance between seats; and
- no refreshments will be served at the EGM.

* For identification purposes only

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF THE EGM	6
PRECAUTIONARY MEASURES FOR THE EGM	9

DEFINITIONS

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

“Board”	the board of Directors
“Circular”	this circular
“Company”	Union Medical Healthcare Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2138)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held and convened to consider and, if thought fit, approve the Proposed Change of Company Name and the corresponding amendment to the M&A
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A”	the Memorandum of Association and Articles of Association of the Company
“Proposed Change of Company Name”	the proposal to change the English name of the Company from “Union Medical Healthcare Limited” to “EC Healthcare” and adopt a dual foreign name in Chinese “醫思健康”
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Union Medical Healthcare Limited

香港醫思醫療集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

Executive Directors:

TANG Chi Fai (*Chairman & Chief Executive Officer*)

LEE Gabriel

LEE Heung Wing

WONG Chi Cheung

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Directors:

LUK Kun Shing Ben

Dr. WANG Steven Dasong

Principal place of business

in Hong Kong:

L50

Langham Place Office Tower

8 Argyle Street

Mong Kok

Hong Kong

Independent Non-executive Directors:

MA Ching Nam

LOOK Andrew

LAM Chi Hang Josekin

4 March 2021

To all Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
CORRESPONDING AMENDMENT TO THE MEMORANDUM OF
ASSOCIATION AND THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 19 February 2021 in respect of the Proposed Change of Company Name.

LETTER FROM THE BOARD

The purpose of this Circular is to provide you with further information regarding the Proposed Change of Company Name and to give you the notice of the EGM at which special resolutions will be proposed to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

PROPOSED CHANGE OF COMPANY NAME AND CORRESPONDING AMENDMENT TO THE MEMORANDUM OF ASSOCIATION AND ARTICLES OF ASSOCIATION

The Board proposed to change the English name of the Company from “Union Medical Healthcare Limited” to “EC Healthcare” and adopt a dual foreign name in Chinese “醫思健康”. The relevant provisions of the M&A will be amended in relation to the Proposed Change of Company Name. The Proposed Change of Company Name and the corresponding amendment to the M&A are subject to the approval of the Shareholders by way of special resolutions at the EGM.

Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

- (i) the passing of special resolutions by the Shareholders approving the Proposed Change of Company Name and the corresponding amendment to the M&A at the EGM; and
- (ii) the approval of the new name by the Registrar of Companies in the Cayman Islands.

The relevant filing(s) with the Registrar of Companies in the Cayman Islands will be made after the passing of the special resolutions at the EGM. Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands certifying that the new English name and the dual foreign name in Chinese of the Company have been registered. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong pursuant to Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Proposed Change of Company Name

The Board considers that the proposed new Company name, EC Healthcare 醫思健康, can further enhance the corporate images and identity of the Group in the market and can benefit the Company’s business development in the long run. The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and its shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading,

LETTER FROM THE BOARD

settlement, registration and delivery for the same number of Shares in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name (in both English and Chinese) of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new name (in both English and Chinese) of the Company.

In addition, subject to the confirmation by the Stock Exchange, the stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and details of the change of the stock short name of the Company under which the Shares will be traded on the Stock Exchange.

Amendment to the M&A

The M&A will be amended in relation to the Proposed Change of Company Name. At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the approval of the new name by the Registrar of Companies in the Cayman Islands, an amendment to the M&A to replace all references to “Union Medical Healthcare Limited” with “EC Healthcare 醫思健康” in order to reflect the new name of the Company.

THE EGM

The notice convening the EGM is set out on pages 6 to 8 of this Circular. The EGM will be held on Thursday, 25 March 2021 at 10:00 a.m. at Level 50, Langham Place Office Tower, 8 Argyle Street, Mongkok, Hong Kong for the purpose of considering and, if thought fit, to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

A form of proxy for use at the EGM is enclosed with this Circular.

Whether or not you intend to attend and/or vote at the EGM or any adjourned meeting thereof (as the case may be) in person, you are requested to complete and sign the form of proxy enclosed in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong at Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen’s Road Central, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the EGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so wish and in such event, the form of proxy will be deemed to have been revoked.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

LETTER FROM THE BOARD

The special resolutions proposed to be approved at the EGM will be taken by poll and an announcement on the results of the EGM will be made by the Company thereafter.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 22 March 2021 to Thursday, 25 March 2021 (both dates inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the EGM. No transfer of Shares will be registered during this period. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on Friday, 19 March 2021.

RECOMMENDATION

Having taken into account the reasons for the Proposed Change of Company Name as set out in this letter from the Board above, the Board considers that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolutions to be proposed at the EGM to approve the Proposed Change of Company Name and the corresponding amendment to the M&A.

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.

MISCELLANEOUS

In the event of any conflict between the English version and the Chinese version of this Circular, the English version shall prevail.

Yours faithfully
For and on behalf of the Board of
Union Medical Healthcare Limited
Raymond Siu
Company Secretary

NOTICE OF THE EGM



Union Medical Healthcare Limited

香港醫思醫療集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Union Medical Healthcare Limited (the “**Company**”) will be held at Level 50, Langham Place Office Tower, 8 Argyle Street, Mongkok, Hong Kong on Thursday, 25 March 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. That subject to the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be and is hereby changed from “Union Medical Healthcare Limited” to “EC Healthcare” and the dual foreign name in Chinese of the Company “醫思健康” be adopted (the “**Proposed Change of Company Name**”);
2. That subject to the passing of special resolution 1 above and the new name being entered into the Register of Companies by the Registrar of Companies of the Cayman Islands, the memorandum of association and articles of association of the Company be amended by replacing all references to “Union Medical Healthcare Limited” with “EC Healthcare 醫思健康” in order to reflect the Proposed Change of Company Name; and
3. That any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised to execute all such other documents and agreements for and on behalf of the Company and do all such acts and things as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Proposed Change of Company Name and the corresponding amendment to the memorandum of association and articles of association of the Company.

Yours faithfully
For and on behalf of the Board of
Union Medical Healthcare Limited
Raymond Siu
Company Secretary

Hong Kong, 4 March 2021

NOTICE OF THE EGM

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

L50
Langham Place Office Tower
8 Argyle Street
Mong Kok
Hong Kong

Notes:

1. All resolutions (except for procedural and administrative matters) at the EGM will be taken by poll pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any Shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its behalf. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her/it and vote on his/her/its behalf at the above meeting. A proxy need not be a Shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In case of joint registered holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the in respect of the Shares.
4. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the offices of the Company's branch share registrar in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong not less than 48 hours before the time for holding the EGM or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof should he so wish and in such event, the form of proxy shall be deemed to be revoked.
5. The register of members of the Company will be closed from Monday, 22 March 2021 to Thursday, 25 March 2021 (both days inclusive), during which period no transfer of Shares will be effected, in order to determine the identity of the Shareholders who are entitled to attend and vote at the EGM. To be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on Friday, 19 March 2021.
6. If a black rainstorm warning signal is in force or a tropical cyclone warning signal number 8 or above remains hoisted at 8:00 a.m. on 25 March 2021, the above meeting will be postponed. Shareholders of the Company are requested to read the website of the Company at www.umhgp.com for details of alternative meeting arrangements. If shareholders of the Company have any queries concerning the alternative meeting arrangements, please call the Company at (852) 3975 4798 during business hours from 9:30 a.m. to 6:30 p.m. on Monday to Friday, excluding public holidays.
7. The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

NOTICE OF THE EGM

8. Shareholders of the Company should make their own decision as to whether they would attend the above meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
9. To safeguard the health and safety of the staff and Shareholders, the Group has implemented the following measures:
 - all individuals shall be subject to compulsory body temperature check before entering into the venue of the EGM and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the venue;
 - all individuals are required to wear appropriate face masks at all times during the EGM;
 - alcohol rubs/hand sanitizers will be provided at the venue of the EGM;
 - maintaining proper distance between seats; and
 - no refreshments will be served at the EGM.
10. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Lee Heung Wing and Mr. Wong Chi Cheung as executive Directors; Mr. Luk Kun Shing Ben and Mr. Wang Steven Dasong as non-executive Directors; and Mr. Ma Ching Nam, Mr. Look Andrew, Mr. Lam Chi Hang Josekin as independent non-executive Directors.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of Shareholders and prevent the spread of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the EGM:

- all individuals shall be subject to compulsory body temperature check before entering into the venue of the EGM and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the venue;
- all individuals are required to wear appropriate face masks at all times during the EGM;
- alcohol rubs/hand sanitizers will be provided at the venue of the EGM;
- maintaining proper distance between seats; and
- no refreshments will be served at the EGM.

The Company reminds all Shareholders that any person who is subject to any quarantine order prescribed by the Hong Kong Government will be denied entry into the EGM venue in order to ensure the health and safety of all attendees at the EGM.

Additionally, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person.

If Shareholders have any questions relating to the EGM, please contact Link Market Services (Hong Kong) Pty Ltd., the Company's Hong Kong branch share registrar, as follows:

Suite 1601, 16/F
Central Tower
28 Queen's Road Central
Hong Kong
Fax: (852) 3707 2699
E-mail: hkenquiries@linkmarketservices.com