



# 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)

### FORM OF PROXY

Form of proxy for the extraordinary general meeting (the “EGM”) to be held at Level 50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Wednesday, 27 January 2021 at 10:00 a.m. or any adjournment thereof

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of Union Medical Healthcare Limited (香港醫思醫療集團有限公司\*) (the “Company”) hereby appoint \_\_\_\_\_ (name) of \_\_\_\_\_ (address) or, failing him/her, the Chairman of the EGM <sup>(note c)</sup> as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Meeting to be held at Level 50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Wednesday, 27 January 2021 at 10:00 a.m. and at any adjournment thereof to vote on my/our behalf as directed below. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 January 2021.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>(note d)</sup>.

Ordinary Resolutions			FOR	AGAINST
1.	(a)	the GS Subscription Agreement dated 18 November 2020 (a copy of which has been produced to the EGM and marked “A” and initialled by the chairman of the EGM for identification) entered into between the Company and GS in relation to the issue of (i) the GS Convertible Bonds in the principal amount of HK\$234,000,000, which entitles the holder(s) thereof to convert the same into GS Conversion Shares at the initial conversion price of HK\$5.69 (subject to adjustments) per GS Conversion Share and (ii) the GS Warrants in the principal amount of HK\$273,000,000, which entitles the holder(s) thereof to convert the same into GS Warrant Shares at the initial subscription price of HK\$6.17 (subject to adjustments) per GS Warrant Share and the transactions contemplated thereunder (including the issue of the GS Convertible Bonds and the GS Warrants, allotment and issue of the GS Conversion Shares and GS Warrant Shares pursuant thereto) be and are hereby approved, confirmed and ratified;		
	(b)	the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue (i) the GS Conversion Shares in accordance with the terms of the GS Convertible Bonds and (ii) the GS Warrant Shares in accordance with the terms of the GS Warrants; and		
	(c)	any one or more Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the GS Subscription Agreement or any transactions contemplated thereunder.		
2.	(a)	the OrbiMed Subscription Agreement dated 18 November 2020 (a copy of which has been produced to the EGM and marked “B” and initialled by the chairman of the EGM for identification) entered into between the Company and OrbiMed in relation to the issue of (i) the OrbiMed Convertible Bonds in the principal amount of HK\$31,200,000, which entitles the holder(s) thereof to convert the same into OrbiMed Conversion Shares at the initial conversion price of HK\$5.69 (subject to adjustments) per OrbiMed Conversion Share and (ii) the OrbiMed Warrants in the principal amount of HK\$36,400,000, which entitles the holder(s) thereof to convert the same into OrbiMed Warrant Shares at the initial subscription price of HK\$6.17 (subject to adjustments) per OrbiMed Warrant Share and the transactions contemplated thereunder (including the issue of the OrbiMed Convertible Bonds and the OrbiMed Warrants, allotment and issue of the OrbiMed Conversion Shares and the OrbiMed Warrant Shares pursuant thereto) be and are hereby approved, confirmed and ratified;		

Ordinary Resolutions		FOR	AGAINST
	(b)	the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue (i) the OrbiMed Conversion Shares in accordance with the terms of the OrbiMed Convertible Bonds and (ii) the OrbiMed Warrant Shares in accordance with the terms of the OrbiMed Warrants; and	
	(c)	any one or more Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the OrbiMed Subscription Agreement or any transactions contemplated thereunder.	
3.	(a)	the GAW Subscription Agreement dated 18 November 2020 (a copy of which has been produced to the EGM and marked "C" and initialled by the chairman of the EGM for identification) entered into between the Company and GAW in relation to the issue of the GAW Convertible Bonds in the principal amount of HK\$39,000,000, which entitles the holder(s) thereof to convert the same into GAW Conversion Shares in accordance with the terms of the GAW Convertible Bonds at the initial conversion price of HK\$5.21 (subject to adjustments) per GAW Conversion Share and the transactions contemplated thereunder (including the issue of the GAW Convertible Bonds, allotment and issue of the GAW Conversion Shares pursuant thereto) be and are hereby approved, confirmed and ratified;	
	(b)	the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot and issue the GAW Conversion Shares in accordance with the terms of the GAW Convertible Bonds; and	
	(c)	any one or more Directors be and is/are hereby authorised to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the GAW Subscription Agreement or any transactions contemplated thereunder.	

\* Please refer to the notice of EGM for the full text of the resolutions

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2021

Signature <sup>(Note f)</sup> \_\_\_\_\_

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- c. If you wish to appoint a person other than the Chairman of the EGM as your proxy, please delete the words "the Chairman of the EGM or" and insert the name and address of the person appointed proxy in the space provided. A proxy does not need to be a member of the Company. **ANY ALTERATION MADE TO THIS FORM SHOULD BE INITIALLED BY THE PERSON WHO SIGNS THE FORM.**
- d. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION SET OUT ABOVE, PLEASE TICK ("✓") THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK ("✓") THE BOX(ES) MARKED "AGAINST". IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES "FOR" AND SOME OF YOUR VOTES "AGAINST" A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or abstain from voting. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those set out in the notice convening the EGM.
- e. In the case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the EGM, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by you or your attorney duly authorised in writing, or in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney so authorised.
- g. In order to be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at 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 appointed for holding the EGM or any adjournment thereof.
- h. Completion and return of a form of proxy will not preclude you from attending and voting 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.

\* For identification purpose only