

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



## **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 Wednesday, 27 January 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, without modifications, the following ordinary resolution of the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 8 January 2021 (the “**Circular**”).

#### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (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 the purpose of identification) entered into between the Company as issuer and GS as subscriber 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 in accordance with the terms of the GS Convertible Bonds 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 in accordance with the terms of the GS Warrants 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;

\* *For identification purposes only*

- (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 to the relevant holder(s) of the GS Convertible Bond(s) in accordance with the terms of the GS Convertible Bonds and (ii) the GS Warrant Shares to the relevant holder(s) of the GS Warrant(s) in accordance with the terms of the GS Warrants, where such GS Conversion Shares and GS Warrant Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;
- (c) any one or more of the 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 and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. **“THAT:**

- (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 the purpose of identification) entered into between the Company as issuer and OrbiMed as subscriber 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 in accordance with the terms of the OrbiMed Convertible Bonds 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 in accordance with the terms of the OrbiMed Warrants 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;

- (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 to the relevant holder(s) of the OrbiMed Convertible Bond(s) in accordance with the terms of the OrbiMed Convertible Bonds and (ii) the OrbiMed Warrant Shares to the relevant holder(s) of the OrbiMed Warrant(s) in accordance with the terms of the OrbiMed Warrants, where such OrbiMed Conversion Shares and OrbiMed Warrant Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;
- (c) any one or more of the 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 and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

3. **“THAT:**

- (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 the purpose of identification) entered into between the Company as issuer and GAW as subscriber 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 to the relevant holder(s) of the GAW Convertible Bond(s) in accordance with the terms of the GAW Convertible Bonds, where such GAW Conversion Shares shall rank equally in all respects among themselves and with all fully paid ordinary shares of the Company in issue as at the date of allotment and issue. The aforementioned specific mandate is in addition to, and shall not prejudice nor revoke any general or special mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution;

- (c) any one or more of the 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 and all other matters incidental thereto or in connection therewith, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

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

Hong Kong, 8 January 2021

*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, 25 January 2021 to Wednesday, 27 January 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, 22 January 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 27 January 2021, the above meeting will be postponed. Shareholders of the Company are requested to read the website of the Company at [www.umhgp.com](http://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.
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.

*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.*