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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 Tuesday, 25 August 2020 at 10:00 a.m. for the following purposes. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 10 August 2020 (the “**Circular**”).

ORDINARY RESOLUTION

1. “**THAT:**

- (A) the conditional Sale and Purchase Agreement (a copy of which is tabled at the EGM and marked “**A**” and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (B) the warrant instrument to be executed between the Company and the Sellers at Completion (the “**Warrant Instrument**”) (a copy of which is tabled at the EGM and marked “**B**” and signed by the chairman of the EGM for identification purpose) in respect of the issue of Warrants at an initial warrant exercise price of HK\$4.20 each entitling the holders thereof to subscribe for up to the maximum number of 10,000,000 Warrant Shares and the transactions contemplated thereunder be and are hereby approved and confirmed;
- (C) the issuance and allotment of 22,524,000 Consideration Shares to the Sellers pursuant to the terms of the Sale and Purchase Agreement be and are hereby approved;

- (D) the creation and issue of the Warrants, and the issuance and allotment of up to a maximum number of 10,000,000 Warrant Shares, by the Company to the Sellers in accordance with the Sale and Purchase Agreement and the Warrant Instrument be and is hereby approved, confirmed and ratified;
- (E) subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares and the Warrant Shares, the Directors be and are hereby granted the Specific Mandate and any one Director be and is hereby specifically authorised to exercise all the powers of the Company to (i) create and issue the Warrants and (ii) issue, allot and credit as fully paid, the Consideration Shares and the Warrant Shares, on and subject to the terms and conditions of the Sale and Purchase Agreement and the Warrant Instrument, provided that such authority granted to the Directors shall be in addition to, and shall not prejudice nor revoke any general or specific 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; and
- (F) any one Director (or any two Directors in the case of execution of documents under seal) be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he may in his absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with (i) the Sale and Purchase Agreement and the Warrant Instrument and the respective transactions contemplated thereunder; and (ii) the Specific Mandate.”

* *For identification purposes only*

Yours faithfully
For and on behalf of the Board of
Union Medical Healthcare Limited
Lee Gabriel
Executive Director

Hong Kong, 10 August 2020

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 shareholders of the Company will be closed from 19 August 2020 to 25 August 2020 (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 14 August 2020.
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 August 2020, 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.
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.

Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the meeting.

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