



# 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 L50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Tuesday, 25 August 2020 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 L50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Tuesday, 25 August 2020 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 10 August 2020.

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 Resolution	FOR	AGAINST
1.	(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.		
	(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.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020 Signature <sup>(Note f)</sup> \_\_\_\_\_

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- 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).
- 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 INITIALED BY THE PERSON WHO SIGNS THE FORM.**
- 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.
- 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.
- 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.
- 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.
- 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