

**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, or registered institution in securities, bank manager, solicitor, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **Union Medical Healthcare Limited** (香港醫思醫療集團有限公司\*), you should at once hand this circular and the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**(1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

Unless the context otherwise requires, capitalised terms used in this cover shall have the same meanings as defined in this circular.

A notice convening the AGM to be held at Level 11, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Wednesday, 21 September 2016 at 4:30 p.m. is set out on pages 17 to 22 of this circular. A form of proxy for use at the AGM 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](http://www.hkexnews.hk) and the Company at [www.umhgp.com](http://www.umhgp.com).

Whether or not you are able to attend the AGM, 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, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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

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## DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be held on Wednesday, 21 September 2016 at 4:30 p.m. to consider and, if thought fit, approve, the resolutions contained in the notice of the AGM which is set out on pages 17 to 22 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Union Medical Healthcare Limited (香港醫思醫療集團有限公司*), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 2138)
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issuing Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuing Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution as set out in the notice of the AGM

\* For identification purpose only

## DEFINITIONS

“Latest Practicable Date”	15 August 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	11 March 2016, being the date on which the Shares were listed on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution as set out in the notice of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company with par value of HK\$0.00001 each
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeover Code”	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission, as amended from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

## 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 and Chief Executive Officer)

Lee Gabriel

Luk Kun Shing Ben

Yeung Chin Wan

*Independent non-executive Directors:*

Ma Ching Nam

Yu Ka Fai Alexis

Look Andrew

*Registered office:*

Cricket Square, Hutchins Drive

PO Box 2681, Grand Cayman KY1-1111

Cayman Islands

*Principal place of business in Hong Kong:*

Suites 7-9, L21,

Langham Place Office Tower,

8 Argyle Street,

Mong Kok,

Hong Kong

19 August 2016

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED GRANTING OF GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed, and if thought fit, to be approved at the AGM for, among other things, (i) the granting of the Issuing Mandate and the Repurchase Mandate to the Directors, and the extension of the Issuing Mandate by adding to it the total number of issued Shares repurchased by the Company under the Repurchase Mandate; and (ii) the re-election of retiring Directors, and to seek your approval of the relevant ordinary resolutions relating to these matters at the AGM.

\* For identification purpose only

## LETTER FROM THE BOARD

### **PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

Pursuant to the resolutions in writing of the then sole shareholder of the Company passed on 19 February 2016, general mandates were granted to the Directors to issue and repurchase Shares respectively. Such mandates will expire at the conclusion of the AGM. In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve:

- (a) the granting of the Issuing Mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 196,165,400 Shares on the basis that the total number of issued Shares remains unchanged until the date of the AGM);
- (b) the granting of the Repurchase Mandate to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange or any other stock exchange of which the Shares may be listed and which is recognised by the Securities and Futures Commission and the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. a total of 98,082,700 Shares on the basis that the total number of issued Shares remains unchanged until the date of the AGM); and
- (c) the extension of the Issuing Mandate by adding the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate.

An explanatory statement as required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with the requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate at the AGM is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

The Board currently consists of seven Directors, four executive Directors, viz, Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Luk Kun Shing Ben and Mr. Yeung Chin Wan; and three independent non-executive Directors, viz, Mr. Ma Ching Nam, Dr. Yu Ka Fai Alexis and Mr. Look Andrew.

According to Article 83(3) of the Articles of Association, any Director appointed either to fill a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an addition to the number of Directors) and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 84 of the Articles of Association.

## LETTER FROM THE BOARD

Accordingly, all Directors, viz, Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Luk Kun Shing Ben, Mr. Yeung Chin Wan, Mr. Ma Ching Nam, Dr. Yu Ka Fai Alexis and Mr. Look Andrew shall retire from office at the AGM. All the above retiring Directors, being eligible, will offer themselves for re-election as Directors at the AGM.

The biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

### **AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 17 to 22 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the websites of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company at [www.umhgp.com](http://www.umhgp.com). Whether or not you are able to attend the AGM, 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, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 66(1) of the Articles of Association, any vote of Shareholders at the AGM must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Board considers that the proposed granting/extension of the Issuing Mandate, granting of the Repurchase Mandate and re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### **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 is not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD

### GENERAL

The Board confirms that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution to be proposed at the AGM.

Your attention is drawn to the information set out in the appendices to this circular.

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



*This appendix serves as an explanatory statement which contains all the information required under Rule 10.06(1)(b) of the Listing Rules for the Shareholders to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 980,827,000 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorised under the Repurchase Mandate to repurchase, on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange, a maximum of 98,082,700 Shares, representing 10% of the total number of issued Shares as at the Latest Practicable Date, during the period in which the Repurchase Mandate is in force.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

## **3. FUNDING OF REPURCHASE**

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and/or any applicable laws, the Articles of Association and the Listing Rules as the case may be.

## **4. IMPACT OF REPURCHASE**

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2016, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company which is in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each month since the Listing Date up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
March (since the Listing Date)	3.160	2.820
April	2.990	2.540
May	2.680	2.190
June	2.730	2.010
July	2.310	1.950
August (up to the Latest Practicable Date)	2.500	2.200

## 6. GENERAL

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates, have any present intention to sell to the Company any of the Shares if the Repurchase Mandate is approved by the Shareholders at the AGM.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

## 7. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

## 8. EFFECT OF TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company repurchasing Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. Save as the aforesaid, the Board is not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

As at the Latest Practicable Date, to the best knowledge of the Company, Mr. Tang Chi Fai and Union Medical Care Holding Limited ("**Union Medical Care**") are the controlling shareholders of the Company (as defined in the Listing Rules), which were interested in 735,000,000 Shares, representing approximately 74.94% of the total issued share capital of the Company. Assuming exercise in full of the Repurchase Mandate by the Directors and there will be no change in the issued share capital of the Company or alterations to the existing shareholding of Mr. Tang Chi Fai and Union Medical Care, the aggregate percentage shareholding of Mr. Tang Chi Fai and Union Medical Care will be increased to approximately 83.26% of the total issued share capital of the Company. The Directors believe that such increase will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the Directors have no present intention of exercising the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% of the total issued share capital of the Company as required under the Rule 8.08 of the Listing Rules.

## 9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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*This appendix sets out details of the Directors who will retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM as below:*

**Mr. TANG Chi Fai (“Mr. Tang”)**, aged 37, is the Founder of the Group and a controlling shareholder of the Company. He founded the Group on 23 November 2005 and was appointed as the chairman, an executive Director and the chief executive officer of the Company on 4 November 2015. He is responsible for the overall management and strategic planning and development of the Group. Mr. Tang is also the chairman of the nomination committee of the Board and acts as a director of various subsidiaries of the Company. He has more than 13 years of experience in the aesthetic medical and beauty industries. In addition, Mr. Tang also invests in businesses other than those providing aesthetic medical and beauty service businesses, such as leasing of warehouse spaces, insurance brokerage, medical equipment maintenance and repair, and supply of cosmetic products, medical devices, consumables and equipment. From September 1998 to May 2001, Mr. Tang attended the University of Hong Kong where he was enrolled in the bachelor of medicine and the bachelor of surgery programmes before deciding to pursue a different career path. From September 2001 to February 2005, Mr. Tang enrolled in the bachelor of business administration in accounting and finance at the University of Hong Kong and worked on a part-time basis before deciding to switch to full-time employment. Mr. Tang obtained Certificate IV in Training and Assessment from Northern Melbourne Institute of Technical and Further Education in September 2009 and the executive master of business administration degree from the University of Hull in January 2014.

Mr. Tang has entered into a service contract with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders and is subject to termination by either party by giving at least three months’ written notice to the other. Pursuant to the service contract, Mr. Tang is entitled to a remuneration of HKD1,218,000 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Tang directly owns the entire issued share capital of Union Medical Care, which in turn holds 735,000,000 Shares, being approximately 74.94% of total issued share capital of the Company. Both Union Medical Care and Mr. Tang are the controlling shareholders of the Company. Ms. Yau Ming Li is the spouse of Mr. Tang and accordingly, Ms. Yau has deemed interests in such 74.94% shareholding interests in the Company.

Save as disclosed above, Mr. Tang (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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Save for the information disclosed above, there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Tang that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

**Mr. LEE Gabriel (“Mr. Lee”)**, aged 37, joined our Group on 1 April 2014 and was appointed as an executive Director and the chief operating officer of the Company on 4 November 2015. He is responsible for the management of day-to-day operations for our Group. Mr. Lee has over 14 years of experience in business management. Prior to joining our Group, from July 2001 to April 2014, Mr. Lee worked at Cathay Pacific Airways Limited (國泰航空有限公司) (“**Cathay Pacific**”), an international airline listed on the Main Board of the Stock Exchange (Stock Code: 293). He joined Cathay Pacific as a management trainee from July 2001 to June 2004 and subsequently served in various managerial positions, including more recently, as manager of cargo hub operations from January 2014 to April 2014 to manage the cargo operations of the airline in the Hong Kong International Airport. Mr. Lee graduated from the University of Hong Kong with a bachelor of business administration degree in accounting and finance in July 2001. In March 2007, Mr. Lee attended the SWIRE Management Programme organised by INSEAD Graduate Business School in Singapore. Mr. Lee also attended the SWIRE Accounting and Control Programme and SWIRE Advanced Management Programme organised by INSEAD Graduate Business School in Fontainebleau, France from October to November 2010 and from May to June 2013, respectively.

Mr. Lee has entered into a service contract with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders and is subject to termination by either party by giving at least three months’ written notice to the other. Pursuant to the service contract, Mr. Lee is entitled to a remuneration of HKD1,622,000 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Lee is deemed to be interested in 80,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lee (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Lee that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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**LUK Kun Shing Ben (“Mr. Luk”)**, aged 36, joined our Group on 1 March 2010 and was appointed as our executive Director and chief information officer of the Company on 4 November 2015. He is responsible for overseeing information technology infrastructure of our Group. Mr. Luk has more than 5 years of experience in the aesthetic medical industry, and over 12 years of experience in the information technology industry. Prior to joining our Group, from January 2011 to February 2014, Mr. Luk served as a software engineer at Google (Hong Kong) Limited, a subsidiary of Google Inc., specialising in internet-related services and products. Mr. Luk graduated from Cornell University with a bachelor of science degree in computer science in August 2000 and Stanford University with a master of science degree in computer science in June 2003.

Mr. Luk has entered into a service contract with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders of the Company and is subject to termination by either party by giving at least three months’ written notice to the other. Pursuant to the service contract, Mr. Luk is entitled to a remuneration of HKD390,000 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Luk holds 200,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Luk (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Mr. Luk that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Luk that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

**YEUNG Chin Wan (“Mr. Yeung”)**, aged 36, joined our Group on 2 July 2014 and was appointed as an executive Director and the chief financial officer of the Company on 4 November 2015. He is responsible for the financial reporting and management of our Group. Mr. Yeung has over 14 years of experience in financial reporting and investment management and services. Prior to joining our Group, from April 2010 to June 2014, Mr. Yeung served as a director of We & V Accounting Services and Consultancy Limited (維爾會計及顧問有限公司), a boutique accounting and consultancy company in Hong Kong, where he was responsible for providing advisory services on tax and corporate matters. In addition, since 2014, Mr. Yeung has been the chief executive officer of World Trade Capital Group Limited (世貿金融資本集團有限公司), an insurance brokerage firm providing us with quotations of employees’ insurance and other types of insurance from independent insurance companies. He is primarily responsible for liaising with insurance companies for quotations and monitoring compliance of the brokerage firm in Hong Kong. Mr. Yeung

<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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graduated from Hong Kong Polytechnic University with a bachelor of arts in accountancy in November 2001. He has been a member of the Hong Kong Institute of Certified Public Accountants since August 2003 and a Chartered Wealth Manager of the International Academy of Financial Management since January 2010.

Mr. Yeung has entered into a service contract with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders of the Company and is subject to termination by either party by giving at least three months' written notice to the other. Pursuant to the service contract, Mr. Yeung is entitled to a remuneration of HKD1,312,700 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Yeung was not interested or deemed to be interested in any shares, underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Yeung (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Mr. Yeung that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Yeung that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

**MA Ching Nam ("Mr. Ma")**, aged 63, was appointed as an independent non-executive Director on 19 February 2016. Mr. Ma is also a member of each of audit committee and remuneration committee of the Board. Mr. Ma has been practising law for almost 35 years. He was admitted as a solicitor in England and Wales, Hong Kong, Australia and Singapore. He currently serves as senior partner of Hastings & Co, Solicitors & Notaries, a law firm in Hong Kong. Mr. Ma is also a Notary Public, China Appointed Attesting Officer and Civil Celebrant. He was the president of the Hong Kong Society of Notaries from 2007 to 2013. Mr. Ma currently serves as directors of Tai Sang Bank Limited, Heptacontinental group of companies, Chiu Yin Enterprises Limited, Ma Kam Ming Company Limited and Ma's Enterprises Company Limited. He is also an independent non-executive director of Time Watch Investments Limited which was listed on the Main Board of the Stock Exchange (Stock Code: 2033). Mr. Ma has also been a director and Vice Chairman of Po Leung Kuk since 2009 and 2014 respectively. Mr. Ma is also a member of the Hospital Governing Committee of North District Hospital in Hong Kong, a member of the Standing Committee on Language Education and Research (SCOLAR) in Hong Kong, and a council member of Hong Kong St. John Ambulance. He has been appointed as a member of Political and Consultative Conference in Hunan

<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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Province, PRC. He was also one of the past Chairmen of St. Paul's Co-educational College Alumni Association. Mr. Ma graduated from the University of Hull with a bachelor of science degree in economics with honours in 1977.

Mr. Ma has entered into a letter of appointment with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders of the Company and is subject to termination by either party by giving at least one month's written notice to the other. Pursuant to the letter of appointment, Mr. Ma is entitled to a remuneration of HKD240,000 per annum and may be entitled to share options and/or discretionary bonus of to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Ma was not interested or deemed to be interested in any shares, underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ma (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Mr. Ma that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Ma that is required to be disclosed pursuant to the Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

**YU Ka Fai Alexis ("Dr. Yu")**, aged 54, was appointed as our independent non-executive Director on 19 February 2016. Dr. Yu is also a member of audit committee and nomination committee of the Board, as well as the chairman of remuneration committee. Dr. Yu has over 30 years of experience in medicine as a doctor, and 22 years of experience in ophthalmology. Prior to joining our Group, he has been the director of Eye Point Company Limited, Hong Kong Eye Surgery Centre and Hong Kong Eye Consultants Limited since June 2011, June 2006 and January 2001 respectively. Dr. Yu graduated from the University of Hong Kong with a bachelor of medicine and a bachelor of surgery in November 1985. He obtained a diploma in ophthalmology from the Royal College of Physicians of Ireland and the Royal College of Surgeons in Ireland in September 1990. He then obtained fellowships from the Royal College of Surgeons of Edinburgh, Scotland, the College of Ophthalmologists, the United Kingdom, the College of Surgeons of Hong Kong, the Hong Kong Academy of Medicine and the College of Ophthalmologists of Hong Kong in November 1990, December 1990, March 1993, December 1993, and March 1996, respectively.



<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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Dr. Yu has entered into a letter of appointment with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders of the Company and is subject to termination by either party by giving at least one month's written notice to the other. Pursuant to the letter of appointment, Dr. Yu is entitled to a remuneration of HKD120,000 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Dr. Yu was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Dr. Yu (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning Dr. Yu that need to be brought to the attention of the Shareholders and there is no other information relating to Dr. Yu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

**LOOK Andrew ("Mr. Look")**, aged 51, was appointed as our independent non-executive Director on 19 February 2016. Mr. Look is also a member of nomination committee and remuneration committee of the Board, as well as the chairman of audit committee. Mr. Look has over 15 years of experience in equity investment analysis of Hong Kong and the PRC stock markets and in the banking, property development and fund management industries. Mr. Look has served as the independent non-executive director of Ka Shui International Holdings Limited, a company engaged in the manufacture and sale of zinc, magnesium and aluminium alloy die casting components, listed on the Main Board of the Stock Exchange (Stock Code: 0822) since December 2009, TCL Communication Technology Holdings Limited, a company engaged in the provision of mobile handsets in China, listed on the Main Board of the Stock Exchange (Stock Code: 2618) since September 2010, Man Sang Jewellery Holdings Limited, a company engaged in the purchasing, processing, designing, production and wholesale distribution of pearls and jewellery products, listed on the Main Board of the Stock Exchange (Stock Code: 1466) since October 2014, Hung Fook Tong Group Holdings Limited, a company engaged in the production and sales of Chinese herbal drinks and other drink products, listed on the Main Board of the Stock Exchange (Stock Code: 1446) since June 2014, and CITIC Resources Holdings Limited, a company engaged in the provision of strategic natural resources and key commodities, listed on the Main Board of the Stock Exchange (Stock Code: 1205) since September 2015. Mr. Look graduated from the University of Toronto with a bachelor of commerce degree in June 1986.

<b>APPENDIX II      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM</b>
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Mr. Look has entered into a letter of appointment with the Company for an initial term of three (3) years, commencing from 11 March 2016, being the Listing Date, which shall be renewed as determined by the Board or the Shareholders of the Company and is subject to termination by either party by giving at least one month's written notice to the other. Pursuant to the letter of appointment, Mr. Look is entitled to a remuneration of HKD220,000 per annum and may be entitled to share options and/or discretionary bonus of a quantity to be determined by the Board at its discretion upon recommendation by the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Look was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Look (i) does not hold other positions in the Group; (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) has not held any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the three years prior to the Latest Practicable Date.

Save for the information disclosed above, there are no other matters concerning Mr. Look that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Look that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as at the Latest Practicable Date.

## NOTICE OF AGM



### 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Union Medical Healthcare Limited (the “**Company**”) will be held at Level 11, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Wednesday, 21 September 2016 at 4:30 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and independent auditor of the Company for the year ended 31 March 2016;
2. To declare a final dividend of HK\$0.0191 per Share for the year ended 31 March 2016;
3.
  - (a) To re-elect Mr. Tang Chi Fai as Director;
  - (b) To re-elect Mr. Lee Gabriel as Director;
  - (c) To re-elect Mr. Luk Kun Shing Ben as Director;
  - (d) To re-elect Mr. Yeung Chin Wan as Director;
  - (e) To re-elect Mr. Ma Ching Nam as Director;
  - (f) To re-elect Dr. Yu Ka Fai Alexis as Director;
  - (g) To re-elect Mr. Look Andrew as Director;
  - (h) To authorise the board of Directors to fix the Directors’ remuneration;

\* For identification purpose only

## NOTICE OF AGM

4. To re-appoint KPMG, Certified Public Accountants, as the auditor of the Company and to authorise the board of Directors to fix their remuneration;
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of the power of the Company to allot, issue and otherwise deal with additional shares of the Company (the “**Shares**”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, options, bonds, notes, securities and debentures conferring the rights to subscribe for or otherwise receive Shares), which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and/or options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the grant of options or rights to acquire Shares or an issue of Shares upon exercise of options or rights granted under the existing share option scheme of the Company or similar arrangement for the time being adopted and approved by the shareholders of the Company;
  - (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum and articles of association of the Company in force from time to time;or

## NOTICE OF AGM

- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any options, warrants or similar rights granted by the Company or any securities which are convertible into Shares,

shall not exceed 20% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws including, without limitation, laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

**“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

## NOTICE OF AGM

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of the power of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

**“Relevant Period”** means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT** conditional upon the passing of the resolutions no. 5 and 6 set out in this notice of annual general meeting, the general mandate referred to in resolution no. 5 above be and is hereby extended by the addition to the total number of Shares which may be allotted or issued or agreed conditionally or

## NOTICE OF AGM

unconditionally to be allotted or issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in the resolution no. 6 above, provided that such amount shall not exceed 10% of the total number of the issued share capital of the Company as at the date of passing of this resolution.”

By Order of the Board  
**Union Medical Healthcare Limited**  
**Lee Gabriel**  
*Executive Director*

Hong Kong, 19 August 2016

*Notes:*

1. All resolutions (except for procedural and administrative matters) at the meeting 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 shareholders of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. 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 Company 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, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting 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 annual general meeting 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 14 September 2016 to 21 September 2016 (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 AGM. To be entitled to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 13 September 2016.
6. The register of shareholders of the Company will be closed on 28 September 2016 in order to qualify for the proposed final dividend. All transfers of shares accompanied by the relevant Share certificates and transfer forms must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 27 September 2016.

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7. 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 21 September 2016, 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.
8. The above meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.
9. 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.

*As at the date of this notice, the Board comprises Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Luk Kun Shing Ben and Mr. Yeung Chin Wan as executive Directors; and Mr. Ma Ching Nam, Dr. Yu Ka Fai Alexis and Mr. Look Andrew as independent non-executive Directors.*