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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)

AMENDMENTS TO SHARE AWARD SCHEME

Reference is made to the announcement of Union Medical Healthcare Limited (the "**Company**") dated 29 June 2016 (the "**Announcement**") in relation to the adoption of the share award scheme (the "**Scheme**") of the Company by its board (the "**Board**") of directors (the "**Directors**") on 27 June 2016. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

AMENDMENTS TO THE SCHEME

As disclosed in the Announcement, the Board may, from time to time, in its absolute discretion, select the Employee(s) after taking into consideration various factors as they deem appropriate and determine the number of Awarded Shares to be granted to each of the Selected Employees. The Selected Employees shall cover any employee (including without limitation any Director) of any member of the Group.

The Board resolved on 30 September 2016 to amend to the Scheme Rules and on 30 September 2016 entered into a deed of variation to the Trust Deed (the "**Deed of Variation**") with the Trustee to make certain changes to the Trust Deed, to the effect that as from 30 September 2016, all core connected persons (as defined in the Listing Rules) of the Company be excluded from participating in the Scheme.

The purpose of making such amendments is to restructure the Scheme to delineate the awards between (i) all core connected persons (as defined in the Listing Rules) of the Company, and (ii) employees of the Group (excluding all core connected persons of the Company), so that the administrative procedures that had to be gone through in connection with the operation of the Scheme could be minimized. The Company will in due course consider to set up another similar trust for granting awards to the core connected persons of the Company. All Awards granted before 30 September 2016 will not be affected by such amendments.

Save for the amendments as mentioned in this announcement, no other material amendments are made to the terms of the Scheme Rules and all the other terms of the Scheme Rules remain unchanged and valid.

The Directors (including the independent non-executive Directors) are of the view that the amendments to the terms of the Trust Deed and the Scheme Rules as mentioned in this announcement are in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 30 September 2016

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

** For identification purpose only*