



**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 “Meeting”) to be held at Level 53, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Thursday, 6 September 2018 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 Meeting <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 Level 53, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Thursday, 6 September 2018 at 10:00 a.m. and at any adjournment thereof to vote on my/our behalf as directed below.

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 Resolutions		FOR	AGAINST
1(a)	To approve, confirm and ratify the sale and purchase agreement (the “Agreement”) entered into between the Company and GCP Properties Limited (“GCP”) in relation to the Company’s acquisition of 200 shares in Mayor Form Limited, and the transactions contemplated under the Agreement.		
1(b)	Conditional upon the Stock Exchange granting or agreeing to grant the listing of, and permission to deal in all the shares of the Company falling to be issued (the “Option Shares”) on the exercise of the share options (the “Consideration Share Options”) issued in accordance with the terms and conditions of the Agreement:		
	(i) To approve the issue and allotment of the Consideration Share Options and the Option Shares.		
	(ii) To grant a specific mandate to the directors of the Company (the “Directors”) to exercise all powers of the Company to allot and issue the Option Shares upon exercise of the Consideration Share Options pursuant to the terms of the Agreement and such mandate shall be in addition to and shall not prejudice or revoke any general or special mandate(s) which has/have been granted prior to the passing of this resolution or may from time to time be granted to the Directors.		
	(iii) To authorise the Directors, acting together, individually or collectively, to take such actions, do such things and execute such further documents or deeds which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to and/or to implement the transactions contemplated in this resolution.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018 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 some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting 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 INITIALLED BY THE PERSON WHO SIGNS THE FORM.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX(ES) MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, 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 Meeting other than those set out in the notice convening the Meeting.
- 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 Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of shareholders 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 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 Meeting or any adjournment thereof.
- Completion and return of a form of proxy will not preclude you from attending and voting at the Meeting 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