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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 of Union Medical Healthcare Limited (the “**Company**”) will be held at Level 53, Langham Place Office Tower, 8 Argyle Street, Mongkok, Hong Kong on Thursday, 6 September 2018 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

“THAT:

1. (a) 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, be and are hereby approved, confirmed and ratified;
- (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) the issue and allotment of the Consideration Share Options and the Option Shares be and are hereby approved;
 - (ii) a specific mandate be and is hereby granted 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; and

* *For identification purpose only*

(iii) the Directors, acting together, individually or collectively, be and are hereby authorised 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.”

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

Hong Kong, 20 August 2018

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 shareholders 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 shareholders 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 extraordinary 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 extraordinary 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 3 September 2018 to 6 September 2018 (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, 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 31 August 2018.
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 6 September 2018, 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 above meeting 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.

As at the date of this notice and after the annual general meeting and the subsequent board meeting approving all other changes of directors, the board of directors of the Company comprises two executive directors, namely Mr. Tang Chi Fai and Mr. Lee Gabriel; two non-executive Directors, namely Mr. Luk Kun Shing Ben and Dr. Wang David Guowei, and three independent non-executive directors, namely Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Lam Chi Hang Josekin.