

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, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Union Medical Healthcare Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer 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 GRANT OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at L50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Friday, 21 August 2020 at 10:30 a.m. is set out on pages 16 to 21 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 website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong share registrar of the Company, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, 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 an event, the form of proxy will be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To safeguard the health and safety of the staff and shareholders, the Group has implemented the following measures:

- all individuals shall be subject to compulsory body temperature check before entering into the venue of the AGM and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the venue;
- all individuals are required to wear appropriate face masks at all times during the AGM;
- alcohol rubs/hand sanitizers will be provided at the venue of the meeting;
- maintaining proper distance between seats; and
- no refreshments will be served at the AGM.

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Friday, 21 August 2020 at 10:30 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the Issuing Mandate, the Repurchase Mandate and the extension of Issuing Mandate and the proposed re-election of the retiring Directors
“Article(s)” or “Articles of Association”	the articles of association of the Company
“Board”	the board of directors
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Union Medical Healthcare Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of 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
“Latest Practicable Date”	17 July 2020, 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 and from which dealings therein were permitted to take place on the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding 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 the 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
“Takeovers 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 (*Chief Operating Officer*)
Lee Heung Wing (*Chief Financial Officer*)
Wong Chi Cheung (*Chief Digital Officer*)

Registered office:

Cricket Square, Hutchins Drive
PO Box 2681,
Grand Cayman KY1-1111
Cayman Islands

Non-executive Directors:

Luk Kun Shing Ben (*Chief Information Officer*)
Wang Steven Dasong

Principal place of business:

L50, Langham Place Office Tower,
8 Argyle Street,
Mong Kok,
Hong Kong

Independent non-executive Directors:

Ma Ching Nam
Lam Chi Hang Josekin
Look Andrew

23 July 2020

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT 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 grant 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 Shares repurchased by the Company under the Repurchase Mandate; and (ii) the re-election of retiring Directors.

* *For identification purposes only*

LETTER FROM THE BOARD

PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Pursuant to the ordinary resolutions of the Shareholder passed on 21 August 2019 at the annual general meeting of the Company held on 21 August 2019, 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 separately at the AGM to approve:

- (a) the grant 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 199,963,656 Shares on the basis that the total number of issued Shares remains unchanged until the date of the AGM);
- (b) the grant 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 99,981,828 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 nine Directors.

According to Article 84 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

According to Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

LETTER FROM THE BOARD

Accordingly, Mr. Tang Chi Fai, Mr. Lee Heung Wing, Mr. Wong Chi Cheung, Dr. Wang Steven Dasong and Mr. Ma Ching Nam 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 respectively at the AGM are set out in Appendix II to this circular.

Among the retiring Directors, Mr. Ma Ching Nam is an independent non-executive Director. The Company is of the view that Mr. Ma Ching Nam meets the independence guidelines as set out in Rule 3.13 of the Listing Rules and is regarded as independent in accordance with the terms of the guidelines. During the tenure in acting as an independent non-executive Director, Mr. Ma Ching Nam has devoted sufficient time and efforts in attending various business affairs of the Company and has rendered valuable contribution to the Group. The Company considers that, having regard to the performance during his past tenure, Mr. Ma Ching Nam will be able to continue to contribute as a member of the Board and Board committees and will also be able to devote sufficient time in performing his duties as an independent non-executive Director in spite of his directorships in other listed companies.

AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 21 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 and the Company at 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, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE FOR FINAL DIVIDEND

The register of members of the Company will be closed from 17 August 2020 to 21 August 2020, both days inclusive, for the purpose of ascertaining Shareholders' entitlement 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, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 14 August 2020.

Subject to Shareholders' approval at the AGM, for Shareholders to be eligible to be paid the proposed dividend, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with 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 for registration no later than 4:30 p.m. on 3 September 2020 (i.e. the record date).

RECOMMENDATION

The Board considers that the proposed grant/extension of the Issuing Mandate, grant of the Repurchase Mandate and re-election of the 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.

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
By Order of the Board of
Union Medical Healthcare Limited
Raymond Siu
Company Secretary

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 999,818,280 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 99,981,828 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 grant 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 2020, 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 at which the Shares have been traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
July	7.92	5.87
August	6.85	5.63
September	6.04	5.21
October	6.09	4.60
November	6.10	5.14
December	5.48	5.16
2020		
January	5.74	5.02
February	5.27	4.80
March	5.21	3.15
April	4.51	3.25
May	4.40	3.82
June	4.53	3.90
July (up to the Latest Practicable Date)	4.47	3.96

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 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 his controlled corporation, namely, Union Medical Care Holding Limited ("**Union Medical Care**") are the controlling shareholders of the Company, which they together were interested in 728,988,230 Shares, representing approximately 72.91% 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 the said controlling shareholders, the aggregate percentage shareholding of the controlling shareholders will be increased to approximately 81.01% 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 Shares as required under 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 financial year ended 31 March 2020 up to the Latest Practicable Date.

This Appendix sets out details of the Directors proposed to be re-elected as Directors at the AGM as below:

TANG Chi Fai, aged 41, is the Chairman of the Board, the chief executive officer of the Company, our executive Director and chairman of the Nomination Committee. He is a controlling shareholder of the Company and he founded our Group on 23 November 2005. He is responsible for the overall management and strategic planning and development of our Group. Mr. Tang is also a director of various subsidiaries of the Company.

Mr. Tang has more than 18 years of experience in management and the aesthetic medical and medical healthcare industries. Mr. Tang has diversified experiences ranging from the initial establishment and business development of medical aesthetic clinics and beauty centres, the development of marketing strategies and maintenance of sales channels.

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 is an Elizabeth Wordsworth Fellow at St. Hugh's College, University of Oxford.

Mr. Tang has entered into a service agreement with the Company for a term of three (3) years, commencing from 11 March 2019.

Pursuant to the director's service agreement of Mr. Tang, he is entitled to a remuneration of HK\$1,218,000 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion. His remuneration package is determined by the Board based on the recommendation of the remuneration committee of the Company (the "**Remuneration Committee**") taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Tang, the Company's performance and profitability, remuneration policy and prevailing market rate.

As at the Latest Practicable Date, Mr. Tang and his wholly-owned entity Union Medical Care are the controlling shareholders of the Company. Mr. Tang was interested in or deemed to be interested in an aggregate of 728,988,230 Shares or underlying shares of the Company under Part XV of the SFO, representing approximately 72.91% of its total issued Shares, among which: (i) 5,103,000 shares were held by Mr. Tang directly as beneficial owner; (ii) 2,654,000 shares were held by Ms. Yau Ming Li, the spouse of Mr. Tang, and (iii) 721,231,230 shares were held by Union Medical Care. Ms. Yau Ming Li has deemed interests in the aggregate of shareholding interests in the Company held by Mr. Tang and Union Medical Care.

Save as disclosed above, Mr. Tang (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any

public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters with respect to the re-election 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.

LEE Heung Wing, aged 39, was appointed as an executive Director on 6 January 2020. Mr. Lee joined the Group as corporate finance director in March 2016 and was responsible for corporate finance, mergers and acquisitions matters and has become the chief financial officer of the Group since July 2019. Mr. Lee has over 15 years of professional experience in auditing, accounting and corporate finance. Mr. Lee obtained a degree of Bachelor of Business Administration in Finance from the University of Hong Kong in 2004 and a postgraduate diploma in accountancy from the Hong Kong Polytechnic University in 2006. Mr. Lee became a member and practising member of the Hong Kong Institute of Certified Public Accountants in 2007 and 2015, respectively. Prior to joining the Group, Mr. Lee founded his own certified public accountant and consultancy firm in 2015, principally engaged in business and accounting consultation services. Prior to 2015 and after his graduation, Mr. Lee worked in assurance department of Ernst & Young and his last position was senior manager which he acquired intensive financial reporting and corporate governance experience.

Mr. Lee has entered into a service agreement with the Company for a term of 3 years commencing on 6 January 2020. He is also subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Pursuant to the service agreement, Mr. Lee is entitled to receive a remuneration of approximately HK\$1,950,000 per year, a fixed yearly bonus of HK\$500,000 and discretionary bonus as may be determined by the Board. His remuneration package is determined by the Board based on the recommendation of the Remuneration Committee taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Lee, the Company's performance and profitability, its remuneration policy and prevailing market benchmark.

As at the Latest Practicable Date, Mr. Lee held 380,500 Shares and 2,200,000 share options of the Company granted under the share option scheme of the Company. Mr. Lee is deemed to be interested in an aggregate of 2,580,500 Shares or underlying shares of the Company, representing approximately 0.26% of its total issued Shares.

Save as disclosed above, Mr. Lee (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or

overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters with respect to the re-election of 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 of the Latest Practicable Date.

WONG Chi Cheung, aged 47, was appointed as an executive Director on 6 January 2020. Mr. Wong joined the Group in August 2018, and is the chief digital officer of the Group responsible for digital and IT transformation. Mr. Wong is also a director of a subsidiary of the Company. Mr. Wong has over 20 years of professional experience in digital product development, eCommerce, digital marketing and consumer experience design. Prior to joining the Group, Mr. Wong was the director of digital business of Hong Kong Disneyland, responsible for the development of consumer direct channel and digital guest's experience since 2013. Mr. Wong joined Langham Hospitality Group as a group director of e-business responsible for direct channel and all online business development for the Langham Hospitality Group in 2013. Mr. Wong held various positions including head of e-business team and program manager of Cathay Group in Cathay Pacific Airways and/or its subsidiaries (the "**Cathay Group**"), which is listed on the Main Board of the Stock Exchange (Stock Code: 293), during the period from 2000 to 2012. Mr. Wong founded an IT consultancy company principally engaged in offering IT solutions to medical service providers in 1996. Mr. Wong obtained a bachelor's degree in business administration with major in Information and Systems Management from Hong Kong University of Science and Technology in 1996.

Mr. Wong has entered into a service agreement with the Company for a term of 3 years commencing on 6 January 2020, which may be terminated in accordance with the provisions therein by either party giving to the other party not less than three months' written notice. He is also subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles of Association. Pursuant to the service agreement, Mr. Wong is entitled to receive a remuneration of approximately HK\$1,500,000 per year, a fixed yearly bonus of HK\$500,000 and discretionary bonus as may be determined by the Board. His remuneration package is determined by the Board based on the recommendation of the Remuneration Committee taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Wong, the Company's performance and profitability, remuneration policy and prevailing market rate.

As at the Latest Practicable Date, Mr. Wong held 197,000 Shares and 2,000,000 share options of the Company granted under the share option scheme of the Company. Mr. Wong is deemed to be interested in an aggregate of 2,197,000 Shares or underlying shares of the Company, representing approximately 0.22% of its total issued Shares.

Save as disclosed above, Mr. Wong (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any

public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters with respect to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders and there is no other information relating to Mr. Wong that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

Dr. WANG Steven Dasong, aged 51, was appointed as a non-executive Director on 24 April 2020. Dr. Wang is a senior managing director of Asia at OrbiMed Advisors LLC, an investment fund with a focus on healthcare industry. OrbiMed Advisors LLC was interested or deemed to be interested in 63,806,686 Shares as at the Latest Practicable Date, representing approximately 6.38% of the total issued Shares, and is a substantial shareholder of the Company within the meaning of Part XV of the SFO. Prior to joining our Group in April 2020, he was a managing director and team leader of the Pharmaceutical Sector at CITIC Private Equity Funds Management Co., Ltd (“CITICPE”) (中信產業基金). He has over 20 years of experience of working in top global investment banks and direct investment firms. Before joining CITICPE, Dr. Wang was a managing director and head of APAC Healthcare Investment Banking at Credit Suisse. He previously held various senior positions at the investment banking department of UBS AG and Morgan Stanley in Hong Kong. He led a number of Asia healthcare and related deals including the initial public offerings of Sinopharm Corporation Group Co., Ltd. (國藥控股股份有限公司), Luye Pharma Group Ltd. (綠葉製藥集團有限公司) and Rici Healthcare Holdings Ltd (瑞慈醫療服務控股有限公司), the privatization of WuXi AppTec Co., Ltd. (葯明康德新藥開發有限公司) and Simcere Pharmaceutical Group (先聲藥業集團), as well as Luye Pharma Group Ltd.’s acquisition of Acino. Before returning to China in 2007, Dr. Wang worked for seven years in New York for multinational investment banks and multi-strategy hedge funds. Before his career in finance, Dr. Wang was a senior research scientist in the research and development department of Schering-Plough Corporation (subsequently acquired by Merck & Co., Inc.), focusing on allergy and immunology with multiple published paper and patents. Dr. Wang holds a Ph.D. in Medicinal Chemistry from the Johns Hopkins University, and a MBA in Finance (with distinction) from New York University. He is a Chartered Financial Analyst. Dr. Wang was a non-executive Director of a company listed on the Main Board of Stock Exchange, namely 3SBio Inc. (Stock Code: 1530) from 30 June 2017 to 8 October 2019.

The Company has entered into a letter of appointment with Dr. Wang for an initial term of 3 years commencing from 24 April 2020. He is subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, Dr. Wang will not receive any remuneration, which is determined with reference to the consensus with Dr. Wang, the recommendation of the Remuneration Committee, his expected duties and responsibilities and the prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Dr. Wang (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

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

MA Ching Nam, aged 67, was appointed as an independent non-executive Director on 19 February 2016. Mr. Ma is also a member of each of the Audit Committee and the Remuneration Committee. Mr. Ma has been practising law for almost 40 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, Ma Kam Ming Company Limited, Ma Kam Ming Charitable Foundation and Ma's Enterprises Company Limited. He is also an independent non-executive director of Time Watch Investments Limited (Stock Code: 2033) and an independent non-executive director of JY Grandmark Holdings Limited (Stock Code: 2231), both of which are listed on the Main Board of the Stock Exchange. Mr. Ma was Chairman of Po Leung Kuk from 2019 to 2020.

Mr. Ma is also a member of the Hospital Governing Committee of Grantham Hospital 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 Province, PRC. He was also the past Chairman 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 a term of three (3) years commencing from 11 March 2019. Pursuant to the letter of appointment of Mr. Ma, he is entitled to a remuneration of HK\$240,000 per annum and may be entitled to share options and/or discretionary bonus to be determined by the Board at its discretion. His remuneration package is determined by the Board based on the recommendation of the Remuneration Committee taking into account the salaries paid by comparable companies, time commitment, duties and responsibilities of Mr. Ma, the Company's performance and profitability, remuneration policy and prevailing market rate.

As at the Latest Practicable Date, Mr. Ma held 300,000 share options of the Company granted under the share option scheme of the Company, representing approximately 0.03% of its total issued Shares.

Save as disclosed above, Mr. Ma (i) did not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (ii) did not hold any other positions with the Company or other members of the Group; (iii) did not hold any other directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iv) did not hold any other major appointment and qualifications; and (v) did not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters with respect to the re-election of 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 Rules 13.51(2)(h) to (v) of the Listing Rules as of the Latest Practicable Date.

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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Union Medical Healthcare Limited (the “**Company**”) will be held at L50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Friday, 21 August 2020 at 10:30 a.m. for the following purposes:

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 auditors of the Company for the year ended 31 March 2020;
2. To consider and approve a final dividend of 8.0 HK cents per ordinary share of the Company (“**Share**”) for the year ended 31 March 2020;
3.
 - (a) To re-elect Mr. Tang Chi Fai as an executive Director;
 - (b) To re-elect Mr. Lee Heung Wing as an executive Director;
 - (c) To re-elect Mr. Wong Chi Cheung as an executive Director;
 - (d) To re-elect Dr. Wang Steven Dasong as a non-executive Director;
 - (e) To re-elect Mr. Ma Ching Nam as an independent non-executive Director; and
 - (f) To authorize the board of Directors to fix the Directors’ remuneration;
4. To re-appoint KPMG, Certified Public Accountants as the auditors of the Company and to authorize the board of Directors to fix their remuneration;

* *For identification purposes only*

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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); or
 - (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; or
 - (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 articles of association of the Company in force from time to time (the “**Articles**”); or
 - (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

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(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).”

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

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(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 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 Shares in issue as at the date of passing of this resolution.”

Yours faithfully
For and on behalf of the Board of
Union Medical Healthcare Limited
Raymond Siu
Company Secretary

Hong Kong, 23 July 2020

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 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 meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

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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 members 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 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 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 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 members of the Company will be closed from 17 August 2020 to 21 August 2020, both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the meeting. To be entitled to attend and vote at the meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Link Market Services (Hong Kong) Pty Ltd. at Suite 1601, 16/F, Central Tower, 28 Queen's Road Central, Hong Kong for registration no later than 4:30 p.m. on 14 August 2020.
6. Subject to shareholders' approval at the meeting, for shareholders to be eligible to be paid the proposed dividend, all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with 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 for registration no later than 4:30 p.m. on 3 September 2020 (i.e. the record date).
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 August 2020, the 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.
8. The 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.
10. To safeguard the health and safety of the staff and shareholders, the Group has implemented the following measures:
 - all individuals shall be subject to compulsory body temperature check before entering into the venue of the meeting and anyone with a body temperature higher than 37.3 degree Celsius will not be given access to the venue;
 - all individuals are required to wear appropriate face masks at all times during the meeting;
 - alcohol rubs/hand sanitizers will be provided at the venue of the meeting;
 - maintaining proper distance between seats; and
 - no refreshments will be served at the meeting.

Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the meeting and precautionary measures and may issue further announcement on such measures as appropriate.

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As at the date of this notice, the Board comprises four executive Directors, namely Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Lee Heung Wing and Mr. Wong Chi Cheung, and two non-executive Directors, namely Mr. Luk Kun Shing Ben and Dr. Wang Steven Dasong, and three independent non-executive Directors, namely Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Lam Chi Hang Josekin.