



**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 annual general meeting (the “Meeting”) to be held at Theatre A, 22/F United Centre, 95 Queensway, Hong Kong on Tuesday, 22 August 2017 at 4:00 p.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 Theatre A, 22/F United Centre, 95 Queensway, Hong Kong on Tuesday, 22 August 2017 at 4:00 p.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.	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 2017.		
2.	(a) To declare a final dividend of HK5.0 cents per share of the Company (“Shares”) for the year ended 31 March 2017.		
	(b) To declare a special dividend of HK7.9 cents per Shares for the year ended 31 March 2017.		
3.	(a) To re-elect Mr. Lee Gabriel as Director.		
	(b) To re-elect Mr. Luk Kun Shing Ben as Director.		
	(c) To re-elect Mr. Yeung Chin Wan as Director.		
	(d) To authorise the board of Directors to fix the Directors’ remuneration.		
4.	To re-appoint KPMG, Certified Public Accountants, as the auditor of the Company and to authorise the board of Directors to fix its remuneration.		
5.	To grant the general mandate to the Directors 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 this resolution.		
6.	To grant the general mandate to the Directors to repurchase Shares of not exceeding 10% of the total number of issued Shares as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by adding the number of Shares repurchased by the Company.		
8.	To change use of proceeds from the placing and Hong Kong public offering of the Shares for the listing on the Main Board of The Stock Exchange of Hong Kong Limited.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signature <sup>(Note f)</sup> \_\_\_\_\_

**Notes:**

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
- b. 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).
- c. 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 INITIALED BY THE PERSON WHO SIGNS THE FORM.**
- d. **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.
- e. 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.
- f. 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.
- g. 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.
- h. 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.
- i. Re-election of each Director under resolution 3 shall be voted upon by way of separate resolution.

\* For identification purpose only