

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 25 AUGUST 2020

The Board is pleased to announce that the resolution as set out in the notice of the EGM dated 10 August 2020 were duly passed by the Independent Shareholders by way of poll at the EGM held on 25 August 2020.

The board of directors (the “**Board**”) of Union Medical Healthcare Limited (the “**Company**”) is pleased to announce that the resolution as set out in the notice of the extraordinary general meeting of the Company (the “**EGM**”) dated 10 August 2020 (the “**EGM Notice**”) were duly passed by the Independent Shareholders by way of poll at the EGM held on 25 August 2020.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the circular of the Company dated 10 August 2020 (the “**Circular**”).

ATTENDANCE AT THE EGM

As at the date of the EGM, the issued share capital of the Company (the “**Shares**”) comprised 1,003,027,195 Shares. Each of the First Seller and the Second Seller holds 2,288,317 Shares and 453,099 Shares, respectively. Each of the First Seller and the Second Seller and their respective associates were required to, and have, abstained from voting on resolution at the EGM.

Save for the aforesaid, there were no Shares requiring the holders to abstain from voting at the

EGM under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). There were no other Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules and none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolution at the EGM.

In light of the above, the total number of Shares entitling the holders to attend and vote for or against the resolution at the EGM was 1,000,285,779. Independent Shareholders (in person or by proxy) holding an aggregate of 753,802,812 Shares were present at the EGM, which represented approximately 75.15% of the total number of Shares in issue and approximately 75.36% of the total number of Shares held by the Independent Shareholders.

RESULTS OF THE EGM

The poll results in respect of the resolution at the EGM are as follows:

Ordinary Resolutions			Number of Shares voted (Approximate % of total number of votes cast)		Total number of votes cast
			For	Against	
1	(A)	To approve, confirm and ratify the conditional Sale and Purchase Agreement;	753,802,812 (100.0000%)	0 (0.0000%)	753,802,812 (100.0000%)
	(B)	To approve the warrant instrument to be executed between the Company and the Sellers at Completion in respect of the issue of Warrants at an initial warrant exercise price of HK\$4.20 each entitling the holders thereof to subscribe for up to the maximum number of 10,000,000 Warrant Shares;			
	(C)	To approve the issuance and allotment of 22,524,000 Consideration Shares to the Sellers;			
	(D)	To approve, confirm and ratify the creation and issue of the Warrants, and the issuance and allotment of up to a maximum number of 10,000,000 Warrant Shares;			
	(E)	Subject to and conditional upon the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in, the Consideration Shares and the Warrant Shares, to grant the Directors the			

	Specific Mandate and specifically authorised the Directors to exercise all the powers of the Company to (i) create and issue the Warrants and (ii) issue, allot and credit as fully paid, the Consideration Shares and the Warrant Shares; and			
(F)	To authorize any one Director (or any two Directors in the case of execution of documents under seal) on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he may in his absolute discretion consider necessary of giving effect to (i) the Sale and Purchase Agreement and the Warrant Instrument; and (ii) the Specific Mandate.			

Note: The full text of resolutions 1(A) to (F) are set out in the EGM Notice.

As more than 50% of the votes of the Independent Shareholders attending the EGM (in person or by proxy) were cast in favour of the resolution, the resolution as set out above was duly passed as ordinary resolution.

SCRUTINY OF VOTE-COUNTING

Link Market Services (Hong Kong) Pty Limited, the Company's Hong Kong branch share registrar, was appointed as the scrutineer for vote-taking at the EGM.

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

Hong Kong, 25 August 2020

As at the date of this announcement, the board of Directors comprises four executive Directors, namely Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Lee Heung Wing and Mr. Wong Chi Cheung; 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.

**For identification purpose only*