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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)**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 27 JANUARY 2021**

The Board is pleased to announce that all the resolutions as set out in the notice of the EGM dated 8 January 2021 were duly passed by the Shareholders by way of poll at the EGM held on 27 January 2021.

The board of directors (the “**Board**”) of Union Medical Healthcare Limited (the “**Company**”) is pleased to announce that all the resolutions as set out in the notice of the extraordinary general meeting of the Company (the “**EGM**”) dated 8 January 2021 (“**EGM Notice**”) were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the EGM held on 27 January 2021.

Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as ascribed thereto in the circular of the Company dated 8 January 2021 (the “**Circular**”).

#### **ATTENDANCE AT THE EGM**

As at the date of the EGM, the issued share capital of the Company (the “**Shares**”) comprised 1,060,664,439 Shares in which OrbiMed Asia Partners III, L.P. held 63,806,686 Shares. OrbiMed Asia Partners III, L.P. and its associates were required to abstain from voting at the EGM on all proposed resolution 2 relating to the OrbiMed Subscription Agreement.

Save for the aforesaid, there were no 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 Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and there were no

Shares requiring the holders to abstain from voting at the EGM under the Listing Rules. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the EGM.

In light of the above, the total number of Shares entitling the holders to attend and vote for or against resolutions 1 and 3 below at the EGM was 1,060,664,439 Shares and the total number of Shares entitling the holders to attend and vote for or against the resolution 2 below at the EGM was 996,857,753 Shares. Shareholders (in person or by proxy) which are entitled to vote for or against all the resolutions and holding an aggregate of 791,117,592 Shares, which represented approximately 74.59% of the total number of Shares in issue and approximately 79.36% of the total number of Shares held by the disinterested shareholders, were present at the EGM.

## RESULTS OF THE EGM

The poll results in respect of all the resolutions 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 GS Subscription Agreement dated 18 November 2020 in relation to the issue of (i) the GS Convertible Bonds in the principal amount of HK\$234,000,000 and (ii) the GS Warrants in the principal amount of HK\$273,000,000, and the transactions contemplated thereunder	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
	(b)	To grant the Directors a specific mandate to exercise the powers of the Company to allot and issue (i) the GS Conversion Shares and (ii) the GS Warrant Shares	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
	(c)	To authorise any one or more of the Directors to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the GS Subscription Agreement or any transactions contemplated thereunder	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592

2.	(a)	To approve, confirm and ratify the OrbiMed Subscription Agreement dated 18 November 2020 in relation to the issue of (i) the OrbiMed Convertible Bonds in the principal amount of HK\$31,200,000 and (ii) the OrbiMed Warrants in the principal amount of HK\$36,400,000 and the transactions contemplated thereunder	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
	(b)	To grant the Directors a specific mandate to exercise the powers of the Company to allot and issue (i) the OrbiMed Conversion Shares and (ii) the OrbiMed Warrant Shares	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
	(c)	To authorise any one or more of the Directors to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the OrbiMed Subscription Agreement or any transactions contemplated thereunder	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
3.	(a)	To approve, confirm and ratify the GAW Subscription Agreement dated 18 November 2020 in relation to the issue of the GAW Convertible Bonds in the principal amount of HK\$39,000,000 and the transactions contemplated thereunder	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
	(b)	To grant the Directors a specific mandate to exercise the powers of the Company to allot and issue the GAW Conversion Shares	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592
	(c)	To authorise any one or more of the Directors to do such acts and things, to sign and execute all such further documents (and to affix the common seal of the Company thereon, if necessary) and to take such steps as he/she/they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the GAW Subscription Agreement or any transactions contemplated thereunder	791,117,592 (100.0000%)	0 (0.0000%)	791,117,592

Note: The full text of the above resolutions 1, 2 and 3 are set out in the EGM Notice.

As more than 50% of the votes were cast in favour of each of the resolutions, all the resolutions as set

out above were duly passed as ordinary resolutions.

## **SCRUTINY OF VOTE-COUNTING**

Link Market Services (Hong Kong) Pty Ltd., 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**  
**Raymond Siu**  
*Company Secretary*

Hong Kong, 27 January 2021

*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*