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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 (“**EGM**”) of Union Medical Healthcare Limited (the “**Company**”) will be held at Level 50, Langham Place Office Tower, 8 Argyle Street, Mong Kok, Hong Kong on Thursday, 16 April 2020 at 10:00 a.m. for the following purposes.

ORDINARY RESOLUTIONS

1. “**THAT:**

- (A) a special mandate (the “**Scheme Mandate**”) be and is hereby granted to the directors (“**Directors**”) of the Company to exercise all the powers of the Company to allot and issue a total maximum number of new shares of the Company (“**Shares**”) of up to 4% of the issued Shares on the day of the EGM (subject to adjustment in the event of any share consolidation or subdivision after this Scheme Mandate has been approved, provided that the maximum number of new Shares that may be allotted and issued as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same) pursuant to and subject to the rules (the “**Rules**”) of the co-ownership plan conditionally approved by the Directors on 21 February 2020 (the “**Co-Ownership Plan**”) as may be amended from time to time, and such Scheme 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
- (B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the allotment and issue of the new Shares under the Co-ownership Plan, including approving any amendments to the terms of the Co-ownership Plan that are not material to the authority given hereunder.”

* *For identification purposes only*

2. **“THAT:**

- (A) the purchase of Shares (the **“Connected Purchase of Award Shares”**) up to the Award Share Limit from (i) Mr. Tang Chi Fai, and/or (ii) Mr. Lee Gabriel, each of whom is an executive Director, in order to satisfy the settlement of the grant of Shares (the **“Award Shares”**) to participant(s) in the Co-Ownership Plan in accordance with the terms of the Co-Ownership Plan, be and is hereby approved and confirmed; and
- (B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the implementation of the Connected Purchase of Award Shares.”

3. **“THAT:**

- (A) the proposed grant(s) and settlement(s) of Award Shares up to the Award Share Limit to the Specified Persons (the **“Connected Grants”**) who are participants in the Co-Ownership Plan and who to the extent is/are connected person(s) (as defined under the Listing Rules) of the Company (a **“Connected Participant”**), in accordance with the terms of the Co-Ownership Plan (including but not limited to the settlement(s) by issuing new Shares under the Scheme Mandate and/or by acquiring and transferring existing Shares to such Connected Participant(s), and transferring cash (to acquire Shares) and/or Shares to the Plan Trustee administering the trust for Connected Participants, constituted in accordance with the terms of the Co-Ownership Plan, who itself may constitute a connected person (as defined under the Listing Rules) of the Company, or to any Connected Participant) to the extent required under the Listing Rules, be and are hereby approved and confirmed; and
- (B) any one or more of the Directors be and are hereby authorised to do all such further acts and things, to execute such further documents and to take all such steps, which in their opinion may be necessary, desirable or expedient for the purpose of giving effect to the implementation of the Connected Grants.”

In these resolutions:

“Award Share Limit” means the total maximum number of Award Shares which may be awarded pursuant to the Co-Ownership Plan, being 4% of the issued Shares on the day of the EGM (as may be adjusted in the event of any consolidation or subdivision of Shares).

“Listing Rules” mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;

“Plan Trustee” means the third-party professional trustee(s) of the Co-Ownership Plan trusts constituted under the relevant trust deed to hold Shares for Connected Participants and/or the Co-Ownership Plan trust constituted under the relevant plan trust deed to hold Shares on trust for non-Connected Participants (who are not Connected Persons as at the relevant time), as the case may be, and appointed by the Company from time to time; and

“**Specified Persons**” comprise: (i) Mr. Lee Heung Wing and Mr. Wong Chi Cheung, each of whom is a Director; (ii) Mr. Chan Bosco, Ms. Chan Ching Yi, Ms. Chow Chi Lei Julie, Mr. Chu Chun Pu, Ms. Chung Sim Kai, Ms. Cheung Man Sze, Mr. Ho Kai Tin, Mr. Ip Shing Fai, Mr. Leung Lok Yan, Mr. Tan Ho Yin Timothy, Ms. Tsang Lai Man, Ms. Wong Miu Yee, Ms. Wong Wan, Mr. Wong Yu Man and Mr. Young Arnold Jonathan Che-Teng, each of whom is a director or a substantial shareholder of a subsidiary of the Company; and (iii) Ms. Chui Sin Heng and Mr. Leung Shue Cheong Mark, each of whom was a director of a subsidiary of the Company in the 12-month period prior to 31 March 2020.

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

Hong Kong, 31 March 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 shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote on his/her/its 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/her/its behalf at the above meeting. A proxy need not be a Shareholder. 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 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, 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 for holding the EGM 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 EGM 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 14 April 2020 to 16 April 2020 (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, 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 9 April 2020.

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 16 April 2020, 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, the Board comprises Mr. Tang Chi Fai, Mr. Lee Gabriel, Mr. Wong Chi Cheung and Mr. Lee Heung Wing as executive Directors; Mr. Luk Kun Shing Ben and Mr. Wang David Guowei as non-executive Directors; and Mr. Ma Ching Nam, Mr. Look Andrew, Mr. Lam Chi Hang Josekin as independent non-executive Directors.