



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 extraordinary general meeting (the “Meeting” or “EGM”) to 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. or any adjournment thereof

I/We ^(note a) _____
of _____
being the registered holder(s) of ^(note b) _____ 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 ^(note c) as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Meeting to 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. 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 ^(note d).

| Ordinary Resolutions ^(note i) | | FOR | AGAINST |
|--|--|-----|---------|
| 1. | <p>(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</p> <p>(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.</p> | | |
| 2. | <p>(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</p> <p>(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.</p> | | |
| 3. | <p>(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</p> <p>(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.</p> | | |

Dated this _____ day of _____ 2020

Signature ^(Note f) _____

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, 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 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. 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.

* For identification purpose only