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UMP HEALTHCARE HOLDINGS LIMITED

聯合醫務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 722)

HIGH CONCENTRATION OF SHAREHOLDING

This announcement is made at the request of the Stock Exchange in respect of the high concentration shareholding of the Company in the hands of a limited number of Shareholders as at 5 April 2017.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

This announcement is made at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in respect of the high concentration of the shareholding of UMP Healthcare Holdings Limited (the “**Company**”) in the hands of a limited number of shareholders of the Company (the “**Shareholders**”) as at 5 April 2017.

The Company noted that an announcement (the “**SFC Announcement**”) has been published by the Securities and Futures Commission (the “**SFC**”) on 27 April 2017.

As disclosed in the SFC Announcement, the SFC has recently completed an enquiry into the shareholding of the Company. Its findings suggested that, as at 5 April 2017, a group of 16 Shareholders held an aggregate of 152,069,657 ordinary shares of HK\$0.001 each in the share capital of the Company (the “**Shares**”), representing approximately 20.67% of the issued Shares. Such shareholding, together with the 510,974,343 Shares (representing 69.43% of the issued Shares) held by 5 substantial Shareholders¹, represented 90.09% of the issued Shares as at 5 April 2017. Therefore, only 72,956,000 Shares (representing 9.91% of the issued Shares) were held by other Shareholders.

¹ The Company believes that the term “substantial shareholder” in the SFC Announcement refers to “substantial shareholder” for the purpose of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong) (the “**SFO**”), but not for the purpose of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As disclosed in the SFC Announcement, as at 5 April 2017, the shareholding structure of the Company was as follows:

	Number of Shares held <i>(Shares)</i>	Percentage of total number of issued Shares <i>(%)</i>
East Majestic Group Limited (<i>Note 1</i>)	199,601,343	27.12
EM Team Limited (<i>Note 1</i>)	44,155,000	6.00
Healthcare Ventures Holdings Limited (<i>Note 2</i>)	110,411,000	15.00
Pinyu Limited (<i>Note 3</i>)	110,411,000	15.00
Mr. Jiang Tianfan, an executive director	46,396,000	6.30
A group of 16 shareholders	152,069,657	20.67
Other shareholders	<u>72,956,000</u>	<u>9.91</u>
	<u><u>736,000,000</u></u>	<u><u>100.00</u></u>

Note 1: East Majestic Group Limited is wholly owned by Dr. Sun Yiu Kwong, an executive Director, Chairman and Chief Executive Officer of the Company. EM Team Limited is owned as to 56.95% by Dr. Sun Yiu Kwong and the remaining shares were held by the other 11 shareholders. As Dr. Sun is entitled to exercise one-third or more of the voting power at the general meetings of EM Team Limited. Dr. Sun is also deemed to be interested in the shares of the Company held by EM Team Limited.

Note 2: Healthcare Ventures Holdings Limited is wholly owned by Chow Tai Fook Enterprises Limited.

Note 3: Pinyu Limited is wholly owned by Unison Champ Limited, which is wholly owned by China Resources Phoenix Healthcare Holdings Company Limited (stock code: 01515).

Based on the information provided in the SFC Announcement:

- (A) The Company was listed on the Main Board of the Stock Exchange on 27 November 2015 by offering a total of 184,000,000 Shares, representing 25% of the issued Shares, at an initial public offer (“**IPO**”) price of HK\$2.06 per Share. The share price closed at HK\$1.93 on the first day of listing, which was 6.31% lower than the IPO price. Since then, the share price of the Company traded between HK\$0.98 and HK\$1.94 during 30 November 2015 to 10 March 2017, with an average daily volume of 1,180,196 Shares. The Shares closed at HK\$1.30 on 10 March 2017.
- (B) On 23 March 2017, the Company announced the completion of the Proposed UMP Healthcare China Subscription, the Proposed UMP Healthcare (Beijing) Subscription and the Proposed Disposal.
- (C) On 13 April 2017, the Company announced a Discloseable Transaction in relation to the acquisition of a property for a consideration of HK\$56,650,000.
- (D) As of 26 April 2017, the Shares closed at HK\$3.18, which was 145% higher than the closing price of HK\$1.30 on 10 March 2017.

The board of directors (the “**Board**”) of the Company wishes to clarify that the above information is extracted from the SFC Announcement and that the Board has not verified such information. Accordingly, the Board is not in a position to comment on the accuracy, except for the following: (i) the shareholding of East Majestic Group Limited, EM Team Limited, Healthcare Ventures Holdings Limited, Pinyu Limited and Mr. Jiang Tianfan as set out in the table above with reference to the disclosure of interest filings made to the Company and the Stock Exchange and (ii) the information set out in paragraphs (A) to (D) above (save that, in respect of the shareholding structure of EM Team Limited, there are two shareholders, namely Dr. Sun Yiu Kwong who owns more than one-third of the issued share capital thereof, and Dr. Sun Man Kin, Michael (an executive Director) who owns less than one-third of the issued share capital thereof).

PUBLIC FLOAT

Based on the information available to the directors of the Company (the “**Directors**”) as at the date of this announcement, the Company confirms that not less than 25% of the issued Shares were held in public hands as at 5 April 2017 and the date of this announcement and that the Company has maintained a sufficient public float as required under the Listing Rules.

In view of the high concentration of shareholding in a small number of Shareholders, Shareholders and prospective investors should be aware that the price of the Shares could fluctuate substantially even with a small number of Shares traded, and should exercise extreme caution when dealing in the Shares.

By order of the Board
UMP Healthcare Holdings Limited
Ma Hoi Wan
Company Secretary

Hong Kong, 27 April 2017

As at the date of this announcement, the Board comprises Dr. SUN Yiu Kwong as Chairman, Chief Executive Officer and executive director, Ms. KWOK Cheuk Kwan, Jacquen, as managing director and executive director, Mr. TSANG On Yip, Patrick, Dr. SUN Man Kin, Michael, Mr. LEE Kar Chung, Felix and Mr. JIANG Tianfan as executive directors, and Mr. LEE Luen Wai, John BBS JP, Dr. LI Kwok Tung, Donald SBS JP and Mr. YEUNG Wing Sun, Mike as independent non-executive directors.