



UMP HEALTHCARE HOLDINGS LIMITED

聯合醫務集團有限公司

(incorporated in the Cayman Islands with limited liabilities)

(Stock code: 722)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 15 NOVEMBER 2018

I/We ^(Note 2) _____ of _____
being the registered holder(s) of ^(Note 1) _____ ordinary share(s) of HK\$0.001 each in the
issued share capital of UMP Healthcare Holdings Limited (the “Company”) hereby appoint the Chairman of the meeting ^(Note 3)
or _____ of _____
_____ as my/our proxy to attend, act and vote for me/us and on
my/our behalf as directed below at the extraordinary general meeting of the Company to be held at Room 1404–1408, 14th Floor,
Wing On House, 71 Des Voeux Road Central, Hong Kong on Thursday, 15 November 2018 at 2:40 p.m. or immediately after the
conclusion of the annual general meeting which is to be held on the same place at 2:30 p.m. on Thursday, 15 November 2018,
whichever is later, and any adjournment thereof (the “Meeting”).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

	ORDINARY RESOLUTIONS	FOR	AGAINST
1(a)	the subscription agreement dated 24 October 2018 entered into between the Company and Zheng He Health and Medical Resources Limited, pursuant to which the Company has agreed to issue, an aggregate of 110,411,000 warrants (the “Warrants”) on the terms and conditions of the Subscription Agreement and the warrant instrument constituting the Warrants (the “Warrant Instrument”) (a copy of the Subscription Agreement and the draft Warrant Instrument have been marked “A” and “B”, respectively, and initialed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
1(b)	the creation and issue of the Warrants by the Company in accordance with the terms and conditions of the Subscription Agreement and the Warrant Instrument be and are hereby approved, confirmed and ratified;		
1(c)	the directors of the Company be and are hereby granted a specific mandate for the allotment and issue of up to a maximum number of 110,411,000 new shares of HK\$0.001 in the share capital of the Company (the “Warrant Share(s)”) credited as fully paid at the initial subscription price of HK\$2.06 per Warrant Share (subject to adjustment and the terms and conditions as set out in the Subscription Agreement and the Warrant Instrument), which may fall to be allotted and issued upon the exercise of the exercise rights attaching to the Warrants;		
1(d)	any one or more of the directors of the Company be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company and to do all such things and take all such actions as he or they may consider necessary, desirable or expedient for the purpose of carrying out or giving effect to or otherwise in connection with the Subscription Agreement and the transactions contemplated thereunder.		

Date: _____ 2018

Signature(s) ^(Note 5) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or more than one proxy (where the shareholder holds two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
On a show of hands, every shareholder who is present in person (or being a corporation, is present by a duly authorized representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, every shareholder present in person or by proxy or being a corporation, present by its authorized representative shall be entitled to one vote for each fully paid share held by him.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will be entitled to vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
- In order to be valid, this 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 Company’s branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited at the above address.