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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of UMP Healthcare Holdings Limited (the “**Company**”) will be held at Room 1404–08, Wing On House, 71 Des Voeux Central, Hong Kong, on Monday, 27 February 2017 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT

Subject to the passing of the ordinary resolutions numbered 2 to 3 as set out herein,

- (a) the UMP Management SPA (as defined in the Company’s circular dated 8 February 2017 despatched to the shareholders of the Company (the “**Circular**”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the UMP Management III SPA (as defined in the Circular), a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the UMP Healthcare China Subscription Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;

- (d) the UMP Healthcare (Beijing) Subscription Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “E” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;
- (e) the UMP Healthcare China Shareholders’ Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “F” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;
- (f) the UMP Healthcare (Beijing) Amended and Restated Shareholders’ Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “G” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;
- (g) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the UMP Management SPA, UMP Management III SPA, UMP Healthcare China Subscription Agreement, UMP Healthcare (Beijing) Subscription Agreement, UMP Healthcare China Shareholders’ Agreement and UMP Healthcare (Beijing) Amended and Restated Shareholders’ Agreement and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.”

2. “**THAT**

Subject to the passing of the ordinary resolution numbered 1 as set out herein,

- (a) the continuing connected transactions contemplated under the Master Operation Service Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “H” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Master Operation Service Agreement and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.”

3. “**THAT**

Subject to the passing of the ordinary resolution numbered 1 as set out herein,

- (a) the continuing connected transactions contemplated under the Medical Services and Administration Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “I” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder and the Proposed Annual Caps (as defined in the Circular) be and are hereby approved, confirmed and ratified;
- (b) any one of the directors of the Company be and is hereby authorised to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Medical Services and Administration Agreement, the proposed annual caps and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.”

By the order of the Board
UMP Healthcare Holdings Limited
SUN Yiu Kwong
Chairman and Chief Executive Officer

Hong Kong, 8 February 2017

Notes:

- (1) All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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 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.

- (3) 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 Company's branch share registrar in Hong Kong, 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 meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 22 February 2017 to Monday, 27 February 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 21 February 2017.

As at the date of this notice, the board of directors of the Company 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.