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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)

PROFIT WARNING

This announcement is made by UMP Healthcare Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong).

The board of directors (the “**Board**”) of the Company wishes to inform the shareholders of the Company and potential investors that, based on the information currently available to the Board and the preliminary review of the unaudited management accounts of the Group, the Board expects that the Company will record a loss attributable to shareholders of not less than HK\$14 million for the six months ended 31 December 2018 as compared to a profit of HK\$17 million for the six months ended 31 December 2017. The loss is mainly attributable to the non-cash expense incurred in connection with the issuance of an aggregate of 110,411,000 Warrants and the vesting of 36,803,667 Warrants of the Company to Zheng He on 6 December 2018. Notwithstanding the significant non-cash expense of approximately HK\$46 million, for the reasons and benefits and in particular taking into account the Vesting Milestones which aim to bring in strategic benefits for the growth and development of the Company, the Directors considered that it is in the benefit of the Company and Shareholders as a whole to issue the Warrants. Please refer to the announcements of the Company dated 27 July 2018, 30 August 2018 and 6 December 2018 and the circular of the Company dated 29 October 2018 (the “**Circular**”) for further details. Terms defined in the Circular shall have the same meanings when used in this announcement.

The Company’s (i) Hong Kong & Macau Corporate Healthcare Solution Services, (ii) Hong Kong & Macau Clinical Healthcare Services and (iii) PRC Healthcare Business (each as defined in the Annual Report 2018 of the Company) for the six months ended 31 December 2018 have continued to perform well. Based on the preliminary review of the unaudited management accounts of the Group, the Company expects to record an adjusted EBITDA (as defined in 2018 annual results announcement of the Company) of approximately HK\$39 million, representing a period to period increase of approximately 20%. The Company will provide additional breakdown of financial and operational information in its interim results announcement.

The Company has yet to finalise its interim results for the six months ended 31 December 2018. The information contained in this announcement is only based on the preliminary review of the Company's management accounts with reference to the information currently available to the Board and is not based on any figures or information that has been audited or reviewed by the auditors or the audit committee of the Company. Shareholders and investors are advised to read carefully the interim results announcement of the Company for the six months ended 31 December 2018, which is expected to be published before end of February 2019.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 13 February 2019

As at the date of this announcement, 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 Dr. LEE Pak Cheung, Patrick 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.