

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in UMP Healthcare Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of UMP Healthcare Holdings Limited 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 2:30 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.ump.com.hk).

If you are not able to attend the annual general meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

15 October 2018

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

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| “Annual General Meeting” | the annual 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 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof |
| “Articles of Association” | the amended and restated articles of association of the Company currently in force |
| “Board” | the board of Directors |
| “Company” | UMP Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |
| “controlling shareholder(s)” and “substantial shareholder(s)” | shall have the meanings given to them under the Listing Rules |
| “CTFE” | Chow Tai Fok Enterprises Limited, a company incorporated under the laws of Hong Kong with limited liability |
| “Director(s)” | the director(s) of the Company |
| “East Majestic” | East Majestic Group Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which is one of the controlling shareholders of the Company and wholly-owned by Dr. Sun Yiu Kwong |
| “EM Team” | EM Team Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which is one of the controlling shareholders of the Company and controlled by Dr. Sun Yiu Kwong |
| “Group” | the Company and its subsidiaries at the relevant time |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |

DEFINITIONS

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|---------------------------|--|
| “Issuance Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular |
| “Latest Practicable Date” | 10 October 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Date” | 27 November 2015, being the date of listing of Shares on the Stock Exchange |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “PRC” | People’s Republic of China |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong |
| “Share(s)” | ordinary shares of HK\$0.001 each in the issued capital of the Company |
| “Share Buy-back Mandate” | a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all power of the Company to repurchase Shares which shall not exceed 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong as amended from time to time |

LETTER FROM THE BOARD



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)

Executive Directors:

Dr. SUN Yiu Kwong (*Chairman of the Board
and Chief Executive Officer*)

Ms. KWOK Cheuk Kwan, Jacquen
(*Managing Director*)

Mr. TSANG On Yip, Patrick

Dr. SUN Man Kin, Michael

Mr. LEE Kar Chung, Felix

Dr. LEE Pak Cheung, Patrick

Independent Non-executive Directors:

Mr. LEE Luen Wai, John *BBS JP*

Dr. LI Kwok Tung, Donald *SBS JP*

Mr. YEUNG Wing Sun, Mike

Registered Office:

Cricket Square,
Hutchins Drive,
PO Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal Place of Business in

Hong Kong:

Room 1404-1408, 14/F.,
Wing On House,
71 Des Voeux Road Central,
Hong Kong

15 October 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 15 November 2018.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Mr. LEE Kar Chung, Felix, Mr. LEE Luen Wai, John *BBS JP* and Dr. LI Kwok Tung, Donald *SBS JP* shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

In addition, in accordance with Article 83(3) of the Articles of Association, Dr. LEE Pak Cheung, Patrick who has been appointed by the Board on 28 February 2018 to fill a casual vacancy on the Board shall hold office until the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 November 2017, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular (i.e. a total of 75,540,500 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 30 November 2017, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular (i.e. a total of 151,081,000 Shares on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his votes or cast all the votes he uses in the same way.

The register of members of the Company will be closed from Monday, 12 November 2018 to Thursday, 15 November 2018, both dates inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, 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 not later than 4:30 p.m. on Friday, 9 November 2018.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (www.ump.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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, 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 as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

6. RESPONSIBILITY STATEMENT

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
UMP Healthcare Holdings Limited
SUN Yiu Kwong
Chairman and Chief Executive Officer

The following are details of the Directors (as required by the Listing Rules) who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) MR. LEE KAR CHUNG, FELIX, EXECUTIVE DIRECTOR

Position and experience

Mr. LEE Kar Chung, Felix (李家聰), aged 37, is responsible for corporate development, international operations and merger and acquisitions for the Group. Mr. Lee joined the Group as Director, Corporate Development and Strategy of the Group in September 2014. He is currently a Senior Vice President of CTFE, with responsibilities in making investments in the healthcare sector in Asia and globally and a director of Healthcare Ventures Holdings Limited, a wholly owned subsidiary of CTFE, a substantial shareholder of the Company. Mr. Lee is also an independent non-executive director of China Resources Phoenix Healthcare Holdings Company Limited (to be renamed as “China Resources Medical Holdings Company Limited” on 11 October 2018) (stock code: 1515), a company listed on the Main Board of the Stock Exchange, and also a substantial shareholder of the Company. Mr. Lee is also a director of various members of the Group. He has over 13 years of experience in law and finance. He was an associate with the law firm Freshfields Bruckhaus Deringer before he left in February 2008 to join UBS AG, Hong Kong branch as an analyst in the investment banking department until January 2009. He then joined the investment banking department of Deutsche Bank AG, Hong Kong branch and last held the position of director in the Corporate Advisory Group, where he worked from January 2009 to August 2014.

Mr. Lee obtained a Bachelor of Laws from the London School of Economics and Political Sciences and a Postgraduate Certificate in Laws from the University of Hong Kong in July 2003 and June 2004, respectively. He is a solicitor of the High Court of Hong Kong since September 2007 and a solicitor (non-practising) in the Senior Courts of England and Wales since February 2013.

Save as disclosed above, Mr. Lee did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Lee was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. Mr. Lee has entered into a service contract with the Company for a term of three years commencing from the Listing Date, unless terminated by either party serving not less than three months prior notice. Mr. Lee is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Save as disclosed above, Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lee was beneficially interested in 1,238,000 Shares, representing approximately 0.16% of the issued share capital of the Company, and 10,242,000 underlying Shares under the share options granted by the Company to him.

Director's emoluments

The annual remuneration of Mr. Lee for the year ended 30 June 2018 was approximately HK\$3,044,000. The remuneration and compensation package of Mr. Lee is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, his time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is/was Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

(2) MR. LEE LUEN WAI, JOHN, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. LEE Luen-Wai, John *BBS JP* (李聯偉), aged 69, is the chairman of Audit Committee and a member of the Nomination Committee of the Company. Mr. Lee is an independent non-executive director of New World Development Company Limited (stock code: 17), an associate of CTFE. Mr. Lee is also the managing director and chief executive officer of Lippo Limited (stock code: 226), an executive director and the chief executive officer of both Lippo China Resources Limited (stock code: 156) and Hongkong Chinese Limited (stock code: 655), all being companies listed on the Main Board of the Stock Exchange. He was also appointed as a non-executive non-independent chairman of Healthway Medical Corporation Limited, a company listed on the Catalist Board of the Singapore Exchange Securities Trading Limited and an investee company of Lippo China Resources Limited, on 2 August 2017. He resigned as an independent non-executive director of New World China Land Limited (former stock code: 917), an associate of CTFE, with effect from 1 September 2016 after the listing of its shares on the Stock Exchange had been withdrawn on 4 August 2016 following its privatisation.

Mr. Lee is a Fellow of The Institute of Chartered Accountants in England and Wales, the Association of Certified Accountants and the Hong Kong Institute of Certified Public Accounts. He was a partner of Pricewaterhouse (now known as PricewaterhouseCoopers) in Hong Kong and has extensive experience in corporate finance and capital markets. Mr. Lee is an Honorary Fellow of the City University of Hong Kong and a Justice of Peace in Hong Kong and an awardee of the Bronze Bauhinia Star by the Government of the Hong Kong Special Administrative Region.

Mr. Lee is active in public service. Over the years, he has served as a member or chairman of different government boards and committees in Hong Kong, including a member of the Hong Kong Hospital Authority and the chairman of the Hospital Governing Committee of the Queen Elizabeth Hospital. Currently, he serves as the Chairmen of the Hospital Governing Committee of Hong Kong Children's Hospital, a member of the Public Service Commission and the Chairman of Investment Committee of the Hospital Authority Provident Fund Scheme.

Save as disclosed above, Mr. Lee did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Mr. Lee was appointed as an independent non-executive Director on 6 November 2015. Mr. Lee has entered into a letter of appointment with the Company for a term of three years commencing from 6 November 2015, which term shall be automatically renewable for successive terms of one year. Mr. Lee is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Mr. Lee does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lee was beneficially interested in 200,000 Shares, representing approximately 0.03% of the issued share capital of the Company.

Director's emoluments

The Director's fee of Mr. Lee for the year ended 30 June 2018 was HK\$250,000. The remuneration and compensation package of Mr. Lee is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, his time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is/was Mr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

(3) DR. LI KWOK TUNG, DONALD, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Dr. LI Kwok Tung, Donald *SBS JP* (李國棟), aged 64, is the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. He is also an independent non-executive director of C-MER Eye Care Holdings Limited (stock code: 3309). Dr. Li is a specialist in Family Medicine in private practice in Hong Kong. He is the past President of the Hong Kong Academy of Medicine, the President Elect of the World Organisation of Family Doctors (WONCA) and Censor of the Hong Kong College of Family Physicians. Dr Li is also the Chairman of the Governing Board of Hong Kong Jockey Club Disaster Preparedness and Response Institute.

Dr. Li obtained a Bachelor of Arts from Cornell University, USA, and a Bachelor of Medicine and a Bachelor of Surgery from the University of Hong Kong in June 1975 and November 1980, respectively. He became a Fellow of the Hong Kong College of General Practitioners in September 1987, Fellow of the Hong Kong Academy of Medicine in December 1993, Honorary Fellow of the Hong Kong College of Dental Surgeons in August 2004, Honorary Fellow of the Royal Australian College of General Practitioners in September 2005, Honorary Fellow of the Hong Kong College of Family Physicians in May 2007, Fellow of the Faculty of Public Health of the Royal Colleges of Physicians of the United Kingdom in February 2010, Honorary Fellow of the Academy of Family Physicians of Malaysia in April 2011, Registered Mainland China Medical Practitioner in April 2013, Honorary Fellow of the American College of Physicians in November 2012, Honorary Fellow of the Royal College of Physicians of Thailand in April 2013, Fellow of the Academy of Medicine, Singapore, in August 2013, Honorary Fellow of the Royal College of Physicians of Ireland in October 2014 and Honorary Fellow of the Royal College of General Practitioners in November 2014.

He serves as Member of Council of Cornell University. He is a Clinical Associate Professor (honorary) in Family Medicine at the Chinese University of Hong Kong, Honorary Professor of the Li Ka Shing Faculty of Medicine of the University of Hong Kong and Adjunct Associate Professor of the Faculty of Health Science of Macau University of Science and Technology.

Dr. Li is the Director of the Hong Kong St. John Ambulance Association. He is the chairman of Bauhinia Foundation Research Centre and also the chairman of the board of directors of the Hong Kong Sheng Kung Hui Welfare Council Limited, the Honorary Steward of the Hong Kong Jockey Club. He is the Honorary Adviser of The Hong Kong Award for Young People. He is the Chairman of Professional Committee on Medical Health of Belt and Road General Chamber of Commerce, member of the Chief Executive's Council of Advisers on Innovation and Strategic Development, and also the Steering Committee on Primary Healthcare Development of Food and Health Bureau.

Save as disclosed above, Dr. Li did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Dr. Li was appointed as an independent non-executive Director on 6 November 2015. Dr. Li has entered into a letter of appointment with the Company for a term of three years commencing from 6 November 2015, which term shall be automatically renewable for successive terms of one year. Dr. Li is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Dr. Li does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Li was beneficially interested in 308,000 Shares, representing approximately 0.04% of the issued share capital of the Company.

Director's emoluments

The Director's fee of Dr. Li for the year ended 30 June 2018 was HK\$200,000. The remuneration and compensation package of Dr. Li is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, his time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is/was Dr. Li involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Li that need to be brought to the attention of the Shareholders.

(4) DR. LEE PAK CHEUNG, PATRICK, EXECUTIVE DIRECTOR**Position and experience**

Dr. LEE Pak Cheung, Patrick (李柏祥), aged 53, joined the Group in 2003. He was appointed as the Dental Director for the Group in 2014, primarily responsible for supervising the dental practice of the Group and advising on the continuing training of dental professionals and development of clinical and professional services. Dr. Lee is one of the major contributors in the Group's dental centre chain, he keeps an active practice to nurture and inspire his dental colleagues. Dr. Lee also performs a key role in business development and quality assurance in the Group's dental centre chain.

Dr. Lee obtained a Bachelor of Dental Surgery from the University of Hong Kong in 1988. He became a member of the faculty of general dental practitioners (UK) of the Royal College of Surgeons of England in 1995 and a member in general dental surgery of the Royal College of Surgeons of Edinburgh in 1997. In 1999, he became a Fellow of the Royal Australasian College of Dental Surgeons. In 2007, he was granted a Diploma of Membership in General Dentistry by the College of Dental Surgeons of Hong Kong. Dr. Lee currently also serves as dental consultant for the Group.

Save as disclosed above, Dr. Lee did not hold any directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Dr. Lee was appointed as an executive Director on 28 February 2018. Dr. Lee has entered into a service contract with the Company for a term of three years commencing from 28 February 2018, unless terminated by either party serving not less than three months prior notice. Dr. Lee is subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Dr. Lee does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Lee was beneficially interested in 19,565,000 Shares, representing approximately 2.59% of the issued share capital of the Company.

Director's emoluments

Pursuant to the service contract between Dr. Lee and the Company, Dr. Lee is entitled to a Director's fee of HK\$200,000 per annum. The remuneration and compensation package of Dr. Lee is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, his time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is disclosable nor is/was Dr. Lee involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Lee that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

- (i) the shares to be repurchased by a company must be fully paid-up;
- (ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and
- (iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 755,405,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 755,405,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 75,540,500 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

3. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

4. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

5. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2018) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

| Month | Highest HK\$ | Lowest HK\$ |
|---|-------------------------|------------------------|
| 2017 | | |
| October | 2.30 | 1.90 |
| November | 2.75 | 1.90 |
| December | 2.10 | 1.66 |
| 2018 | | |
| January | 2.28 | 1.68 |
| February | 2.20 | 1.70 |
| March | 1.94 | 1.74 |
| April | 1.80 | 1.70 |
| May | 1.94 | 1.69 |
| June | 1.99 | 1.70 |
| July | 1.90 | 1.64 |
| August | 1.80 | 1.70 |
| September | 1.79 | 1.60 |
| October (up to the Latest Practicable Date) | 1.78 | 1.60 |

7. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Dr. Sun Yiu Kwong, the Chairman and the controlling shareholder, was interested in 15,513,000 Shares, representing approximately 2.05% of the total issued share capital of the Company, East Majestic and EM Team (being companies controlled by Dr. Sun Yiu Kwong) were interested in 199,601,343 Shares and 44,155,000 Shares respectively, representing approximately 26.42% and 5.85% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Dr. Sun would be increased from approximately 34.32% to approximately 38.14% of the issued share capital of the Company, thus giving rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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 is hereby given that the annual general meeting of UMP Healthcare Holdings Limited (the “Company”) will be held at Room 1404-1408, 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Thursday, 15 November 2018 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 30 June 2018.
2. To declare a final dividend of HK2.35 cents per share for the year ended 30 June 2018.
3.
 - (a) To re-elect Mr. LEE Kar Chung, Felix as an executive director of the Company.
 - (b) To re-elect Mr. LEE Luen Wai, John *BBS JP* as an independent non-executive director of the Company.
 - (c) To re-elect Dr. LI Kwok Tung, Donald *SBS JP* as an independent non-executive director of the Company.
 - (d) To re-elect Dr. LEE Pak Cheung, Patrick as an executive director of the Company.
 - (e) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint Ernst & Young as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.
5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above 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; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above 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; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
UMP Healthcare Holdings Limited
MA Hoi Wan
Company Secretary

Hong Kong, 15 October 2018

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating 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.

NOTICE OF ANNUAL GENERAL MEETING

4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Monday, 12 November 2018 to Thursday, 15 November 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, 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 Friday, 9 November 2018.
5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the annual general meeting), the register of members of the Company will be closed on Friday, 7 December 2018, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, 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 Thursday, 6 December 2018.