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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 9th Floor, Three Exchange Square, Central, Hong Kong, on Tuesday, 15 January 2019 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. Capitalised terms defined in the circular of the Company dated 24 December 2018 (the “**Circular**”) shall have the same meanings when used in this notice unless otherwise specified:

### **ORDINARY RESOLUTION**

1. “**THAT**

- (a) the Sale and Purchase Agreement (a copy of which had been marked “A”, and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the form of the Shareholders’ Agreement (a copy of which had been marked “B”, and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (c) the grant by UMP Medical to the Seller, and the performance of the obligations of UMP Medical upon the exercise by the Seller, of the Stage 2 Put Option be and are hereby approved, confirmed and ratified;

- (d) the grant by UMP Medical to the Seller, and the performance of the obligations of UMP Medical upon the exercise by the Seller, of the Stage 3 Put Option be and are hereby approved, confirmed and ratified;
- (e) the grant by UMP Medical to the Seller, and the performance of the obligations of UMP Medical upon the exercise by the Seller, of the CoC Put Option be and are hereby approved, confirmed and ratified;
- (f) conditional upon the Stock Exchange granting the approval of the listing of, and the permission to deal in, the Post-closing Consideration Shares, the allotment and issue of the Post-closing Consideration Shares credited as fully paid to the Seller pursuant to the Sale and Purchase Agreement be and is hereby approved, confirmed and ratified and that any one or more of the Directors be and is hereby authorised to allot and issue the Post-closing Consideration Shares in accordance with the terms of the Sale and Purchase Agreement and to take all steps as he/she or they may consider necessary, desirable or expedient to implement or give effect to the allotment and issue of the Post-closing Consideration Shares; and
- (g) any one or more of the Directors be and is hereby authorised to sign and execute such other documents or supplemental agreements or deeds for and on behalf of the Company or any other member of the Group 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 Sale and Purchase Agreement, the Shareholders' Agreement the Stage 2 Put Option, the Stage 3 Put Option, the CoC Put Option and the transactions contemplated thereunder.”

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

Hong Kong, 24 December 2018

*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 authorised 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 authorised 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 Thursday, 10 January 2019 to Tuesday, 15 January 2019, 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 Wednesday, 9 January 2019.

*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 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.*