

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of EC Healthcare.



EC Healthcare

醫思健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2138)

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF 2016 SHARE OPTION SCHEME

Pursuant to the Consultation Conclusions, Chapter 17 of the Listing Rules has been amended to govern both share option schemes and share award schemes with effect from 1 January 2023 (the “**Amended Rules**”). The Board has resolved to propose (i) conditional upon the New Share Option Scheme becoming effective, terminating the 2016 Share Option Scheme and (ii) adopting the New Share Option Scheme with terms prepared in accordance with the Amended Rules.

TERMINATION OF THE 2016 SHARE OPTION SCHEME

The 2016 Share Option Scheme was adopted by the Company on 19 February 2016. The 2016 Share Option Scheme is valid and effective for a period of ten years from 11 March 2016. Ordinary resolution will be proposed at the EGM that, conditional upon the New Share Option Scheme becoming effective, the 2016 Share Option Scheme will be terminated. As at the date of this announcement, (i) the Company had 33,967,500 outstanding share options granted under the 2016 Share Option Scheme which shall continue to be valid and exercisable during the prescribed exercisable period in accordance with the 2016 Share Option Scheme; (ii) the maximum number of share options that can be granted by the Company under the 2016 Share Option Scheme was 98,000,000; and (iii) the Company does not intend to grant further share options under the 2016 Share Option Scheme prior to the Extraordinary General Meeting.

ADOPTION OF THE NEW SHARE OPTION SCHEME

Subject to the approval of the Shareholders, the key terms of the New Share Option Scheme are set out below:

Purpose The purpose of the New Share Option Scheme is to provide an incentive or reward for the NSO Grantees for their contribution or potential contribution to the Company and/or any of its subsidiaries.

Scheme Period The New Share Option shall be valid and effective for the period commencing on the NSO Adoption Date and ending on the tenth anniversary of the NSO Adoption Date (both dates inclusive).

Exercise Price The exercise price in relation to each Option shall, subject to the adjustments referred to in the Rules, be determined by the Board in its sole discretion. However, in no circumstances shall the exercise price be less than the highest of:

- (a) the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange on the Offer Date;
- (b) the average of the official closing price of the Shares as stated in the daily quotation sheets of the Stock Exchange for the five Business Days immediately preceding the Offer Date; and
- (c) the nominal value of a Share.

NSO Eligible Participant(s) The Board may grant Options to the following persons:

- (a) any director and/or employee of the Company or any of its subsidiaries (and including persons who are granted options under the New Share Option Scheme as an inducement to enter into employment contracts with these companies);
- (b) any director and/or employee of the holding companies, fellow subsidiaries or associated companies of the Company; and
- (c) any Service Provider

(collectively, the “**NSO Eligible Participants**”).

NSO Scheme Limit The maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme shall not in aggregate exceed the number of Shares that shall represent 5% of the total number of Shares in issue as at the NSO Adoption Date, which is within the Scheme Mandate Limit (as defined in the Announcement (Co-ownership Plan)).

NSO Service Provider Sublimit	The number of new Shares to be allotted and issued to Service Providers pursuant to any Options under the New Share Option Scheme, shall not exceed 2% of the total number of Shares in issue as at the NSO Adoption Date. For the avoidance of doubt, the NSO Service Provider Submit is within the NSO Scheme Limit, the Scheme Mandate Limit (as defined in the Announcement (Co-ownership Plan)) and the Service Provider Sublimit (as defined in the Announcement (Co-ownership Plan)).
Maximum entitlement of each NSO Eligible Participant	Subject to other requirements of the Listing Rules, the maximum number of Shares in respect of which Options, awards or securities may be granted under the New Share Option Scheme or other share schemes of the Company to any NSO Eligible Participant in any 12-month period up to the Offer Date, shall not exceed 1% of the number of Shares in issue on the Offer Date.
Performance targets	Unless the Directors otherwise determined, a NSO Grantee is not required to achieve any performance targets before the exercise of an Option granted to him.
Clawback mechanism	In respect of any Option which is performance linked, the Directors may (but not obliged to) claw back the Options granted under the following events: <ul style="list-style-type: none"> (a) there being a material misstatement in the financial information of the Company which is related to the performance target that requires a restatement; (b) the NSO Grantee being guilty of fraud or persistent or serious misconduct; or (c) there occur any circumstances that show or lead to any of the prescribed performance targets having been assessed or calculated in a materially inaccurate manner.
Vesting period	The vesting period shall not be shorter than 12 months from the date upon which an offer for an Option is accepted (subject to exceptions).

Further details of the New Share Option Scheme will be set out in the circular to be despatched to the Shareholders.

Conditions for adoption of the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

- (a) the passing by the Shareholders at a general meeting of the Company of an ordinary resolution to approve the adoption of the New Share Option Scheme and to authorise the Board to grant Options under the New Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Option; and

- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares to be allotted and issued pursuant to the exercise of any Options which may be granted under the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which fall to be issued pursuant to the exercise of the Options to be granted under the New Share Option Scheme.

A circular containing, among other things, further details of the proposed adoption of the New Share Option Scheme, including the principal terms of the New Share Option Scheme, the NSO Scheme Limit and the NSO Service Provider Sublimit and a notice of convening the Extraordinary General Meeting is expected to be despatched to the Shareholders in due course in accordance with the requirements under the Listing Rules.

WARNING: The information above represents only a summary of certain terms of the New Share Option Scheme, which is subject to the approval of the Shareholders. Accordingly, Shareholders and potential investors of the Company should exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

Term	Definition
“2016 Share Option Scheme”	the share option scheme adopted by the Company on 19 February 2016;
“Announcement (Co-ownership Plan)”	the announcement of the Company dated 19 April 2023 regarding Termination of the 2020 Co-ownership Plan and Adoption of the Co-ownership Plan 2
“Board”	the board of Directors from time to time;
“Business Day”	any day (excluding Saturdays, Sundays and public holidays) on which the Stock Exchange is open for the business of dealing in securities and on which banks are open for normal banking business in Hong Kong;
“Company”	EC Healthcare (formerly known as “Union Medical Healthcare Limited”), a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2138);
“Director”	a director of the Company;
“Doctor Group”	Service Providers who are qualified medical doctors and who: (A) became Service Providers on or after 1 March 2023;

	(B) provide services to the relevant Group Company in a speciality practice area; and
	(C) have equal to or greater than ten years of experience practicing as qualified medical doctors;
“Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened by the Company to approve, among other things, the adoption of the New Share Option Scheme, the termination of the 2016 Share Option Scheme, the grant of the NSO Scheme Limit and the NSO Service Provider Sublimit as described herein;
“Group”	the Company and its subsidiaries and a “Group Company” means any of the aforesaid companies;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time;
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange;
“New Share Option Scheme”	the new share option scheme of the Company proposed to be approved by the Shareholders at the Extraordinary General Meeting;
“NSO Adoption Date”	the date on which the New Share Option Scheme is adopted by the Company by resolutions of the Shareholders at the Extraordinary General Meeting;
“NSO Grantee”	any person and/or entity owned by any NSO Eligible Participant who has participated or will participate in the New Share Option Scheme by confirming the acceptance of offer(s) of Option(s) granted or to be granted thereunder;
“NSO Scheme Limit”	the maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme, which shall not in aggregate exceed the number of Shares that shall represent 5% of the total number of Shares in issue as at the NSO Adoption Date, which is within the Scheme Mandate Limit (as defined in the Announcement (Co-ownership Plan));

“NSO Service Provider Sublimit”	such number of new Shares to be allotted and issued under the New Share Option Scheme (but excluding any options that have lapsed in accordance with the terms of the New Share Option Scheme), equals 2% of the total number of Shares in issue as at the NSO Adoption Date (as may be adjusted in the event of a subdivision or consolidation of Shares), and for the avoidance of doubt, the NSO Service Provider Sublimit (i) applies to Shares to be allotted and issued to those Service Providers under the New Share Option Scheme and (ii) is within the NSO Scheme Limit, the Scheme Mandate Limit (as defined in the Announcement (Co-ownership Plan)) and the Service Provider Sublimit (as defined in the Announcement (Co-ownership Plan));
“Offer Date”	the date on which the Option is offered in writing to a NSO Eligible Participant (which must be a Business Day);
“Option(s)”	option(s) to subscribe for Shares granted pursuant to the New Share Option Scheme;
“Rules”	the rules of the New Share Option Scheme as may be altered from time to time;
“Service Provider”	any person who, or entity which, provides services to a Group Company on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group (as determined by the remuneration committee of the Company), including but not limited to members of the Doctor Group and individual medical professionals who provide services to, or on behalf of, a Group Company;
“Shareholders”	holders of Shares;
“Shares”	ordinary shares in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed to it in the Listing Rules;
“%”	per cent.

By Order of the Board
EC Healthcare
Raymond Siu
Company Secretary

Hong Kong, 19 April 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Tang Chi Fai, Mr. Lu Lyn Wade Leslie, Mr. Lee Heung Wing, Ms. Wong Ka Ki Ada, and Mr. Wong Chi Cheung; the non-executive Director is Mr. Luk Kun Shing Ben; and the independent non-executive Directors are Mr. Ma Ching Nam, Mr. Look Andrew and Mr. Au Tsun.

If there is any inconsistency between the English and the Chinese versions of this announcement, the English version shall prevail.