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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)

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES;
(4) RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of UMP Healthcare Holdings Limited to be held at 16th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 24 November 2023 at 2:30 p.m. is set out on pages 17 to 21 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 (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

26 October 2023

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company is to be held at 16th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 24 November 2023 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 17 to 21 of this circular, or any adjournment thereof
“Articles of Association”	the second amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	UMP Healthcare Holdings Limited, an exempted 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 Fook 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 wholly-owned 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 People’s Republic of China

DEFINITIONS

“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 17 to 21 of this circular
“Latest Practicable Date”	19 October 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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 17 to 21 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs 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*)
Dr. SUN Man Kin, Michael
(Vice Chairman and Co-chief Executive Officer)
Ms. KWOK Cheuk Kwan, Jacquen
(Co-chief Executive Officer)
Mr. TSANG On Yip, Patrick
Dr. LEE Pak Cheung, Patrick
Dr. LEE Kar Chung, Felix

Independent Non-executive Directors:

Mr. LEE Luen Wai, John *BBS JP*
Dr. LI Kwok Tung, Donald *SBS JP*
Mr. YEUNG Wing Sun, Mike
Mr. CHAU, Chit Jeremy

Registered Office:

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

Principal Place of Business in

Hong Kong:
27th Floor,
Wing On House,
71 Des Voeux Road Central,
Hong Kong

26 October 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(3) GRANTING OF GENERAL MANDATES TO REPURCHASE
SHARES AND TO ISSUE SHARES;
(4) RE-APPOINTMENT OF AUDITOR
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 24 November 2023.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Dr. LI Kwok Tung, Donald, Mr. LEE Luen Wai, John, Mr. YEUNG Wing Sun, Mike and Mr. CHAU, Chit Jeremy shall retire at the Annual General Meeting. Among them, Dr. LI Kwok Tung, Donald and Mr. LEE Luen Wai, John, being eligible, will offer themselves for re-election at the AGM while Mr. YEUNG Wing Sun, Mike wishes to devote more time for his personal commitments and Mr. CHAU, Chit Jeremy would want to focus on his other work arrangement and as such both will not seek re-election at the AGM and will retire as an Independent Non-executive Director after the conclusion of the AGM.

Pursuant to code provision B.2.3 of the corporate governance code (the “CG Code”) set out in Part 2 of the Appendix 14 of the Listing Rules, if an independent non-executive director has served more than nine years, such director’s further appointment should be subject to a separate resolution to be approved by shareholders. Both Dr. LI Kwok Tung, Donald and Mr. LEE Luen Wai, John have been serving as an Independent Non-executive Director since November 2015. Current term of appointment of each of Dr. Li and Mr. Lee will expire on 5 November 2023 which is automatically renewable for successive terms of one year. If Dr. Li and Mr. Lee are re-elected at the AGM and their letters of appointment are renewed upon expiry of their current term and for any successive term, they will have served on the Board as Independent Non-executive Directors for more than nine years by 6 November 2024.

The Board had assessed and reviewed the written confirmations of independence of Dr. LI Kwok Tung, Donald and Mr. LEE Luen Wai, John and considered that they both satisfied all the independence criteria as set out in Rule 3.13 of the Listing Rules. Dr. LI Kwok Tung, Donald and Mr. LEE Luen Wai, John both have in-depth understanding of the Company’s operations and business, and have expressed objective views and given independent guidance to the Company over the years, demonstrate a firm commitment to their role.

The Board considers that the long service of Dr. LI Kwok Tung, Donald and Mr. LEE Luen Wai, John would not affect their exercise of independent judgment and is satisfied that they have the required character, integrity and experience to continue fulfilling the role of an Independent Non-executive Director. The Board believes that they will continue to contribute effectively to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Dr. LI Kwok Tung, Donald and Mr. LEE Luen Wai, John stands for re-election as Director and separate resolutions for their continuous appointment will be proposed at the AGM.

The Board would like to propose the appointment of Mr. YEUNG Tak Bun, Allen as an Independent Non-executive Director and a member of the Audit Committee of the Company. The nomination was made in accordance with the policy of the nomination of Directors and the board diversity policy of the Company. The Nomination Committee of the Company has assessed the independence of Mr. Yeung as an Independent Non-executive Director and is satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee of the Company also took into account the extensive knowledge and professional experience of Mr. Yeung, the biographical details of whom is set out in Appendix I to this circular.

LETTER FROM THE BOARD

In accordance with Article 83(2) of the Articles of Association, the Company may by ordinary resolution elect any person to be a Director. The appointment of Mr. Yeung is therefore subject to the approval of the Shareholders at the AGM. The term of office of Mr. Yeung will commence from the date on which approval of his appointment by the Shareholders is obtained at the AGM.

Details of the Directors proposed for re-election and appointment at the AGM, 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 25 November 2022, 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 17 to 21 of this circular (i.e. a total of 81,095,524 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 25 November 2022, 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 17 to 21 of this circular (i.e. a total of 162,191,048 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.

5. RE-APPOINTMENT OF AUDITOR

KPMG will retire as the auditor of the Company at the AGM and, being eligible, will offer itself for re-appointment.

The Board proposes to re-appoint KPMG as the auditor of the Company to hold office until the next annual general meeting of the Company.

LETTER FROM THE BOARD

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 21 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 to 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 Tuesday, 21 November 2023 to Friday, 24 November 2023, both days 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 20 November 2023.

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 (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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors 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

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, appointment of Independent Non-executive Director, granting of the Share Buy-back Mandate and the Issuance Mandate, and re-appointment of auditor 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

**APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
AND APPOINTED AT THE ANNUAL GENERAL MEETING**

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

(1) DR. LI KWOK TUNG, DONALD SBS JP, INDEPENDENT NON-EXECUTIVE DIRECTOR

Position and Experience

Dr. LI Kwok Tung, Donald *SBS JP* (李國棟), aged 69, 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 Sino Biopharmaceutical Limited (stock code: 1177) and New Horizon Health Limited (stock code: 6606), all being companies listed on the Main Board of the Stock Exchange. 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 Immediate Past President of the World Organisation of Family Doctors (WONCA), Director and Honorary Consultant of Jiahui Health and Censor of the Hong Kong College of Family Physicians. From December 2017 to May 2023, Dr. Li was an independent non-executive director of C-MER Eye Care Holdings Limited (stock code: 3309).

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

**APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
AND APPOINTED AT THE ANNUAL GENERAL MEETING**

Dr. Li is the director of the Hong Kong St. John Ambulance Association. He is the advisor to board & executive committee of the Hong Kong Sheng Kung Hui Welfare Council Limited, 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 Elderly Commission, chairman of the Action Committee Against Narcotics of Security Bureau, honorary consultant of Department of Health, member of the Steering Committee on Primary Healthcare Development of Food & Health Bureau, and also chairman of Professional Committee on Medical Health of Belt and Road General Chamber of Commerce. He is also the independent non-executive director of ZA Life Limited. He has been appointed as an advisor of Our Hong Kong Foundation from 1 January 2023 to 31 December 2025.

Save as disclosed above, Dr. Li (i) did not hold any position with the Company or any subsidiaries of the Company; and (ii) did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years or other major appointments and professional qualifications.

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 in accordance with the Articles of Association.

Relationships

Dr. Li does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Dr. Li was beneficially interested in 332,000 Shares, representing approximately 0.04% of the issued share capital of the Company. He was also interested in 300,000 underlying Shares granted to him by the Company under the Post-IPO Share Option Scheme on 6 November 2018.

Save as disclosed above, Dr. Li has no interests in the Shares within the meaning of Part XV of SFO.

Director's emoluments

The Director's fee of Dr. Li for the year ended 30 June 2023 was HK\$240,000. 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 fees paid by comparable companies, his time commitment and responsibilities.

**APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
AND APPOINTED AT THE ANNUAL GENERAL MEETING**

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 discloseable 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.

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

Mr. LEE Luen Wai, John *BBS JP* (李聯偉), aged 74, was appointed as an Independent Non-executive Director on 6 November 2015. He 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 (a substantial shareholder of the Company). 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.

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 Accountants. 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 Chairman of the Hospital Governing Committee of Hong Kong Children's Hospital.

Save as disclosed above, Mr. Lee (i) did not hold any position with the Company or any subsidiaries of the Company; and (ii) did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years or other major appointments and professional qualifications.

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 in accordance with to the Articles of Association.

**APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
AND APPOINTED AT THE ANNUAL GENERAL MEETING**

Relationships

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

Interests in Shares

As at the Latest Practicable Date, Mr. Lee was beneficially interested in 3,036,081 Shares, representing approximately 0.37% of the issued share capital of the Company. He was also interested in 300,000 underlying Shares granted to him by the Company under the Post-IPO Share Option Scheme on 6 November 2018.

Save as disclosed above, Mr. Lee has no interests in the Shares within the meaning of Part XV of SFO.

Director's emoluments

The Director's fee of Mr. Lee for the year ended 30 June 2023 was HK\$290,000. 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 fees paid by comparable companies, his time commitment and responsibilities.

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) Mr. YEUNG TAK BUN, ALLEN, INDEPENDENT NON-EXECUTIVE DIRECTOR**Position and experience**

Mr. YEUNG Tak Bun, Allen (楊德斌), aged 57, holds a Bachelor of Science in Electrical Engineering from the University of Texas (Austin) in the US, a Master of Science in Electrical Engineering from Purdue University in the US, and an Executive MBA from the Kellogg School of Management of the University of Northwestern in the US in conjunction with the Hong Kong University of Science and Technology. Mr. Yeung started his career in the Silicon Valley, California in 1987 and had worked for several high-tech companies. Mr. Yeung held senior management positions in several multinational corporations with operations throughout Asia.

**APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
AND APPOINTED AT THE ANNUAL GENERAL MEETING**

When Mr. Yeung was the Chief Corporate Development Officer of the Hong Kong Science and Technology Parks Corporation in 2009, he was responsible for the development strategy of the science park, global partnership, incubation programme for start-ups, nurturing bio-tech, green-tech, IT and electronics enterprises, and initiated the science park corporate venture fund. During mid 2015–mid 2018, Mr. Yeung was appointed as the Government Chief Information Officer, head of department, and a Justice of the Peace, by the Hong Kong SAR Government. Mr. Yeung was responsible for formulation of policies and strategies for Hong Kong’s information industry in development of the digital economy, e-government, cyber-security, and formulation of the blueprint for developing Hong Kong into the world’s leading smart city.

Mr. Yeung co-founded Intelli Global Corporation in late 2018 with international smart city and big data experts to provide top-level design and big data/artificial intelligence related products that foster city governments and companies around the world in managing cities with new smart city concepts, improving the quality of life, reducing management costs and improving urban governance efficiency. Mr. Yeung is currently the Chief Executive Officer and Strategic Adviser at Intelli Global Corporation.

Mr. Yeung holds the public positions of being a member at the Expert Group of the Chief Executive Policy Unit and a Member of the Digital Economy Development Committee of the HKSAR Government. He is also the President of Greater Bay Area International Information Technology Industry Association and the Founding Chairman of the Institute of Big Data Governance. In addition, Mr. Yeung serves as an independent non-executive director of companies which are listed on The Stock Exchange of Hong Kong Limited, including Lansen Pharmaceutical Holdings Limited (Stock Code 503); Yau Lee Holdings Limited (Stock Code 406) and Chinasoft International Limited (Stock Code 354). He also serves as an independent non-executive director of Ping An OneConnect Bank (HK) Ltd., which is a wholly-owned subsidiary of OneConnect Financial Technology Co., Ltd. (listed on the New York Stock Exchange) (NYSE: OCFT) and a subsidiary of Ping An Insurance (Group) Company of China, Ltd. (listed on The Stock Exchange of Hong Kong Limited (Stock Code 2318) and on the Shanghai Stock Exchange (SSE 601318)).

Save as disclosed above, Mr. Yeung (i) did not hold any position with the Company or any subsidiaries of the Company; and (ii) did not hold any directorship in companies listed in Hong Kong or overseas in the last three years or other major appointments and professional qualifications.

Length of service

Mr. Yeung will enter into a letter of appointment with the Company for a term of one year commencing from the date on which approval of his appointment by the Shareholders is obtained at the AGM, which term shall be automatically renewable for successive terms of one year. Mr. Yeung is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with to the Articles of Association.

**APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED
AND APPOINTED AT THE ANNUAL GENERAL MEETING**

Relationships

Save as disclosed above, Mr. Yeung does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Yeung has no interests in the Shares within the meaning of Part XV of SFO.

Director's emoluments

The Director's fee payable to Mr. Yeung is fixed at the rate of HK\$240,000 per annum. The remuneration and compensation package of Mr. Yeung is determined by the Board on the recommendations made by the Remuneration Committee which take into account fees paid by comparable companies, his time commitment and responsibilities.

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. Yeung 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. Yeung 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 810,955,244 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 810,955,244 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 81,095,524 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 2023) 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
October	0.75	0.63
November	0.82	0.63
December	0.84	0.75
2023		
January	0.85	0.77
February	0.84	0.79
March	0.83	0.77
April	0.87	0.72
May	0.87	0.77
June	0.84	0.73
July	0.78	0.72
August	0.78	0.70
September	0.74	0.66
October (up to the Latest Practicable Date)	0.70	0.68

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 an 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 Directors, as at the Latest Practicable Date, Dr. SUN Yiu Kwong, the Chairman and the controlling shareholder, and East Majestic and EM Team (being companies wholly-owned by Dr. Sun Yiu Kwong) and parties in concert or presumed to be acting in concert with it (including CTFE, Dr. Sun Man Kin, Michael and Mr. Tsang On Yip, Patrick) (collectively, the "**Concert Group**") directly or indirectly held a total of 446,570,049 Shares, which constituted approximately 55.06% of the voting rights attaching to the issued share capital of the Company. If the Share Repurchase Mandate is exercised in full, which is considered to be unlikely in the current circumstances, the Concert Group will (assuming that there is no change in the relevant facts and circumstances) hold approximately 61.17% of the voting rights attaching to the issued share capital of the Company. To the best knowledge and beliefs of the Directors, such an increase of shareholding would not give rise to an obligation for the Concert Group to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent which would 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 16th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 24 November 2023 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 auditor for the year ended 30 June 2023.
2. To declare a final dividend of HK3.00 cents per share of the Company for the year ended 30 June 2023.
3.
 - (a) To re-elect Dr. LI Kwok Tung, Donald as an independent non-executive director of the Company.
 - (b) To re-elect Mr. LEE Luen Wai, John as an independent non-executive director of the Company.
 - (c) To appoint Mr. YEUNG Tak Bun, Allen as an independent non-executive director of the Company.
 - (d) To authorize the board of directors of the Company to fix the respective directors’ remuneration.
4. To re-appoint KPMG as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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;
- (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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
 - (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
AU In Kee Adam
Company Secretary

Hong Kong, 26 October 2023

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**”). An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the meeting. 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Tuesday, 21 November 2023 to Friday, 24 November 2023, both days 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 20 November 2023.

NOTICE OF ANNUAL GENERAL MEETING

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 from Thursday, 7 December 2023 to Friday, 8 December 2023, both days inclusive, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 6 December 2023.
6. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time between 9:00 a.m. and 11:00 a.m. on the day of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.ump.com.hk) and the HKEXnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Executive Directors of the Company are Dr. SUN Yiu Kwong (Chairman of the Board), Dr. SUN Man Kin, Michael (Vice Chairman and Co-Chief Executive Officer), Ms. KWOK Cheuk Kwan, Jacquen (Co-Chief Executive Officer), Mr. TSANG On Yip, Patrick, Dr. LEE Pak Cheung, Patrick and Dr. Lee Kar Chung, Felix; and the Independent Non-executive Directors are Mr. LEE Luen Wai, John, Dr. LI Kwok Tung, Donald, Mr. YEUNG Wing Sun, Mike and Mr. CHAU, Chit Jeremy.