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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES**  
**AND TO ISSUE SHARES;**  
**(3) RE-APPOINTMENT OF AUDITOR;**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of UMP Healthcare Holdings Limited to be held at 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 29 November 2024 at 2:30 p.m. is set out on pages 15 to 19 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](http://www.hkexnews.hk)) and the Company ([www.ump.com.hk](http://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.

29 October 2024

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Retiring Directors .....	4
3. Proposed Granting of General Mandate to Repurchase Shares .....	4
4. Proposed Granting of General Mandate to Issue Shares .....	5
5. Re-appointment of Auditor .....	5
6. Annual General Meeting and Proxy Arrangement .....	5
7. Responsibility Statement .....	6
8. Recommendation .....	6
 <b>Appendix I – Details of Directors Proposed to be Re-elected                   at the Annual General Meeting</b> .....	 7
 <b>Appendix II – Explanatory Statement on the Share Buy-back Mandate</b> .....	 12
 <b>Notice of Annual General Meeting</b> .....	 15

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## DEFINITIONS

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*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 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 29 November 2024 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 15 to 19 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
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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

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## 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 (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury 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 15 to 19 of this circular
“Latest Practicable Date”	21 October 2024, 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 (excluding any Treasury 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 15 to 19 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
“Treasury Shares”	has the meaning ascribed to it under the Listing Rules which has come into effect on 11 June 2024 as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*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 *BBS*  
Dr. LEE Pak Cheung, Patrick

*Non-executive Director:*

Dr. LEE Kar Chung, Felix

*Independent Non-executive Directors:*

Mr. LEE Luen Wai, John *BBS JP*  
Dr. LI Kwok Tung, Donald *GBS JP*  
Mr. YEUNG Tak Bun *JP*

*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

29 October 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
(1) RE-ELECTION OF RETIRING DIRECTORS;  
(2) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES  
AND TO ISSUE SHARES;  
(3) 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 29 November 2024.

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

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. Mr. TSANG On Yip, Patrick, Dr. LEE Pak Cheung, Patrick and Dr. LEE Kar Chung, Felix shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election 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 24 November 2023, 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 (excluding any Treasury 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 15 to 19 of this circular (i.e. a total of 81,095,524 Shares on the basis that the total number of issued Shares 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.

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel Shares repurchased and/or to adopt a framework to (i) allow repurchased Shares to be held in treasury and (ii) govern the resale of Treasury Shares. If the Company repurchases Shares pursuant to the Share Buy-back Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchases of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 6 of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For any Treasury Shares deposited with CCASS pending the resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS.

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.

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## LETTER FROM THE BOARD

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### **4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on 24 November 2023, 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 (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury 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 15 to 19 of this circular (i.e. a total of 162,191,048 Shares on the basis that the total number of issued Shares 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.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 15 to 19 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, 26 November 2024 to Friday, 29 November 2024, 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, 25 November 2024.

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## LETTER FROM THE BOARD

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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](http://www.hkexnews.hk)) and the Company ([www.ump.com.hk](http://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.

### 8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, 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*



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

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*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) MR. TSANG ON YIP, PATRICK, EXECUTIVE DIRECTOR

#### **Position and experience**

Mr. TSANG On Yip, Patrick *BBS* (“**Mr. Patrick Tsang**”), aged 53, was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. He is a member of the Remuneration Committee of the Company. Mr. Patrick Tsang is primarily responsible for providing strategic directions on co-operations with different business stakeholders in China and globally. He is the Co-Chief Executive Officer and an executive director of CTFE. He is also a director of The GBA Healthcare Holdings Limited, a wholly owned subsidiary of CTFE and a substantial shareholder of the Company. Mr. Patrick Tsang has over 25 years of international capital markets experience, and was previously managing director, head of Asia Fixed Income Capital Markets at Deutsche Bank AG, Hong Kong Branch, where he worked from 2003 to 2012.

Mr. Patrick Tsang is an executive director of Melbourne Enterprises Limited (stock code: 158), the chairman and a non-executive director of Giordano International Limited (stock code: 709), the vice chairman and an executive director of i-Cable Communications Limited (stock code: 1097), a non-executive director of SJM Holdings Limited (stock code: 880) and a non-executive director of NWS Holdings Limited (stock code: 659), all being companies listed on the Main Board of the Stock Exchange. From June 2015 to May 2022, Mr. Patrick Tsang was a non-executive director of Greenheart Group Limited (stock code: 94), and from November 2012 to August 2022, Mr. Patrick Tsang was a non-executive director of Integrated Waste Solutions Group Holdings Limited (stock code: 923), both being companies listed on the Main Board of the Stock Exchange.

Mr. Patrick Tsang obtained a Bachelor of Arts in Economics from Columbia College of Columbia University in New York, USA in May 1994.

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

#### **Length of service**

Mr. Patrick Tsang was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. Mr. Patrick Tsang has entered into a service contract with the Company for a term of three years commencing from 27 November 2021, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

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

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**Relationships**

Apart from the position and directorship held in certain substantial shareholders of the Company mentioned above, Mr. Patrick Tsang is the son-in-law of Dr. Sun Yiu Kwong, the Chairman and an executive Director and the brother-in-law of Dr. Sun Man Kin, Michael, an executive Director, Vice Chairman and Co-Chief Executive Officer of the Company.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Patrick Tsang was beneficially interested in 4,486,000 Shares, and 1,000,000 underlying Shares granted to him by the Company under the Post-IPO Share Option Scheme on 26 May 2021, representing approximately 0.67% of the issued share capital of the Company.

Mr. Patrick Tsang was also deemed to be interested in 20 shares (representing approximately 20%), in United Medical Services (China) Limited, an associated corporation of the Company within the meaning of the SFO.

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

**Director's emoluments**

The total emoluments (including Director's fee, salary, bonus and other benefits as well as the value of share options granted) payable to Mr. Patrick Tsang for the year ended 30 June 2024 amounted to HK\$272,000 approximately. The remuneration and compensation package of Mr. Patrick Tsang 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**

Save as disclosed above, there is no information which is disclosable nor is/was Mr. Patrick Tsang 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. Patrick Tsang that need to be brought to the attention of the Shareholders.

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

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### (2) DR. LEE PAK CHEUNG, PATRICK, EXECUTIVE DIRECTOR

#### Position and Experience

Dr. LEE Pak Cheung, Patrick (“**Dr. Patrick Lee**”), aged 59, was appointed as an executive director on 28 February 2018. He joined the Group in 2003. He was appointed as the Dental Director for the Group since 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. Patrick 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. Patrick Lee also performs a key role in business development and quality assurance in the Group’s dental centre chain.

Dr. Patrick 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. Patrick Lee currently also serves as dental consultant for the Group.

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

#### Length of service

Dr. Patrick Lee was appointed as an executive Director on 28 February 2018. Dr. Patrick Lee has entered into a service contract with the Company for a term of three years commencing from 28 February 2024, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

#### Relationships

Dr. Patrick 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. Patrick Lee was beneficially interested in 22,952,556 Shares and 1,000,000 underlying Shares granted to him by the Company under the Post-IPO Share Option Scheme on 26 May 2021, representing approximately 2.95% of the issued share capital of the Company.

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

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

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### Director's emoluments

The total emoluments (including Director's fee, salary, bonus and other benefits as well as the value of share options granted) payable to Dr. Patrick Lee for the year ended 30 June 2024 amounted to HK\$272,000 approximately. The remuneration and compensation package of Dr. Patrick 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

Save as disclosed above, there is no information which is disclosable nor is/was Dr. Patrick 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. Patrick Lee that need to be brought to the attention of the Shareholders.

### (3) DR. LEE KAR CHUNG, FELIX, NON-EXECUTIVE DIRECTOR

#### Position and experience

Dr. LEE Kar Chung, Felix (“**Dr. Felix Lee**”), aged 43, was appointed as a Director on 18 August 2015, re-designated as an executive Director on 29 August 2015 and re-designated as a non-executive Director on 24 November 2023. 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 The GBA Healthcare Holdings Limited, a wholly owned subsidiary of CTFE, a substantial shareholder of the Company. Dr. Felix Lee is also an independent non-executive director of Asymchem Laboratories (Tianjin) Co., Ltd (stock code: 002821.SZ and 6821.HK). He has over 20 years of experience in healthcare, 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. From August 2015 to June 2023, Dr. Felix Lee was an independent non-executive director of China Resources Medical Holdings Company Limited (stock code: 1515.HK), a substantial shareholder of the Company. From May 2021 to June 2024, Dr. Felix Lee was a non-executive director of ClouDr Group Limited (stock code: 9955.HK). Dr. Felix Lee is also the Chairman of the China Committee, the Hong Kong General Chamber of Commerce.

Dr. Felix 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 obtained a Doctor of Business Administration from the University of Wales Trinity Saint David in 2023. He is a Fellow of the Life Management Institute (FLMI). 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, Dr. Felix Lee did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.



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 total number of issued Shares 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 2024) 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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2023</b>		
October	0.7	0.65
November	0.69	0.6
December	0.64	0.54
<b>2024</b>		
January	0.6	0.53
February	0.56	0.49
March	0.59	0.435
April	0.52	0.47
May	0.54	0.5
June	0.53	0.485
July	0.50	0.45
August	0.465	0.43
September	0.47	0.38
October (up to the Latest Practicable Date)	0.485	0.43

**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 will 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.

Neither this explanatory statement nor the Share Buy-back Mandate has any unusual features.

**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 449,190,049 Shares, which constituted approximately 55.39% of the voting rights attaching to the issued share capital of the Company. If the Share Buy-back 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 61.54% 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).



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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that the annual general meeting of UMP Healthcare Holdings Limited (the “**Company**”) will be held at 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 29 November 2024 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 2024.
2. To declare a final dividend of HK2.00 cents per share of the Company for the year ended 30 June 2024.
3.
  - (a) To re-elect Mr. TSANG On Yip, Patrick as an executive director of the Company.
  - (b) To re-elect Dr. LEE Pak Cheung, Patrick as an executive director of the Company.
  - (c) To re-elect Dr. LEE Kar Chung, Felix as a 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.
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 (excluding any treasury 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 (excluding any treasury 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 (including any sale or transfer of Treasury Shares out of treasury) 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 (excluding any treasury 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 (excluding any treasury 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 (excluding any treasury shares) of the Company as at the date of passing of this resolution.”

By Order of the Board  
**UMP Healthcare Holdings Limited**  
**CHEUNG Chi Wah Patrick**  
*Company Secretary*

Hong Kong, 29 October 2024

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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, 26 November 2024 to Friday, 29 November 2024, 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, 25 November 2024.
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, 12 December 2024 to Friday, 13 December 2024, 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, 11 December 2024.
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](http://www.ump.com.hk)) and the HKEX news website ([www.hkexnews.hk](http://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), 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, and Dr. LEE Pak Cheung, Patrick; the Non-executive Director is Dr. LEE Kar Chung, Felix; and the Independent Non-executive Directors are Mr. LEE Luen Wai, John, Dr. LI Kwok Tung, Donald and Mr. YEUNG Tak Bun.*