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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)

### POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 FEBRUARY 2017

At the extraordinary general meeting (the “EGM”) of UMP Healthcare Holdings Limited (the “Company”) held on Monday, 27 February 2017, all the proposed resolutions as set out in the notice of the EGM dated 8 February 2017 were taken by poll. The poll results are as follows:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	Subject to the passing of the ordinary resolutions numbered 2 to 3,	<b>307,304,186</b> <b>(99.99%)</b>	<b>2,001</b> <b>(0.01%)</b>
	(a) to approve, confirm and ratify the UMP Management SPA (as defined in the Company’s circular dated 8 February 2017 despatched to the shareholders of the Company (the “Circular”), a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification), a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(a) to approve, confirm and ratify the UMP Management III SPA (as defined in the Circular), a copy of which has been produced to the meeting marked “C” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(b) to approve, confirm and ratify the UMP Healthcare China Subscription Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “D” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		

<b>ORDINARY RESOLUTIONS</b>		<b>FOR</b>	<b>AGAINST</b>
	(c) to approve, confirm and ratify the UMP Healthcare (Beijing) Subscription Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “E” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(d) to approve, confirm and ratify the UMP Healthcare China Shareholders’ Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “F” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(e) to approve, confirm and ratify the UMP Healthcare (Beijing) Amended and Restated Shareholders’ Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “G” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		
	(f) to approve and authorise any one of the directors of the Company to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the UMP Management SPA, UMP Management III SPA, UMP Healthcare China Subscription Agreement, UMP Healthcare (Beijing) Subscription Agreement, UMP Healthcare China Shareholders’ Agreement and UMP Healthcare (Beijing) Amended and Restated Shareholders’ Agreement and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.		
2.	Subject to the passing of the ordinary resolution numbered 1,	<b>307,304,216</b> <b>(99.99%)</b>	<b>2,001</b> <b>(0.01%)</b>
	(a) to approve, confirm and ratify the continuing connected transactions contemplated under the Master Operation Service Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked “H” and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder;		

ORDINARY RESOLUTIONS		FOR	AGAINST
	(b) to approve and authorise any one of the directors of the Company to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Master Operation Service Agreement and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.		
3.	Subject to the passing of the ordinary resolution numbered 1,	<b>307,304,216</b> <b>(99.99%)</b>	<b>2,001</b> <b>(0.01%)</b>
	(a) to approve, confirm and ratify the continuing connected transactions contemplated under the Medical Services and Administration Agreement (as defined in the Circular), a copy of which has been produced to the meeting marked ‘I’ and signed by the chairman of the meeting for the purpose of identification, and the transactions and documents contemplated thereunder and the Proposed Annual Caps (as defined in the Circular);		
	(b) to approve and authorise any one of the directors of the Company to sign, execute, perfect, deliver, negotiate, agree and do all such documents, deeds, acts, matters and things, as the case may be, as he or she may in his or her opinion or absolute discretion consider reasonable, necessary, desirable or expedient to implement and/or give effect to the Medical Services and Administration Agreement, the proposed annual caps and the transactions and documents contemplated thereunder with any changes as such director of the Company may in his or her absolute discretion think fit.		

*Notes:*

- (a) As a majority of the votes were cast in favour of each of the resolutions numbered 1 to 3, all resolutions were duly passed as ordinary resolutions.
- (b) As at the date of the EGM, the total number of shares of the Company in issue (the “**Shares**”) was 736,000,000 Shares.

- (c) As stated in the Circular, Pinyu Limited, Healthcare Ventures Holdings Limited, Mr. TSANG On Yip, Patrick and Mr. LEE Kar Chung, Felix were required to abstain and had accordingly abstained from voting at the EGM. As at the date of the EGM, Pinyu Limited, Healthcare Ventures Holdings Limited and Mr. LEE Kar Chung, Felix held 110,411,000 Shares, 110,411,000 Shares and 900,000 Shares, representing approximately 15.00%, 15.00% and 0.12% of the total voting rights of the holders of the Shares respectively, while Mr. TSANG On Yip, Patrick did not hold any Shares. Accordingly, the total number of Shares entitling the independent shareholders of the Company to attend and vote on the resolutions at the EGM was 514,278,000 Shares.
- (d) There were no Shares entitling the holder to attend and abstain from voting in favour of any of the resolutions at the EGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. No shareholders of the Company have stated their intention in the Circular to vote against any of the resolutions at the EGM.
- (e) The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the EGM.

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

Hong Kong, 27 February 2017

*As at the date of this announcement, the Board comprises Dr. SUN Yiu Kwong as Chairman, Chief Executive Officer and executive director, Ms. KWOK Cheuk Kwan, Jacquen, as managing director and executive director, Mr. TSANG On Yip, Patrick, Dr. SUN Man Kin, Michael, Mr. LEE Kar Chung, Felix and Mr. JIANG Tianfan as executive directors, and Mr. LEE Luen Wai, John BBS JP, Dr. LI Kwok Tung, Donald SBS JP and Mr. YEUNG Wing Sun, Mike as independent non-executive directors.*