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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 Universal Medical Financial & Technical Advisory Services Company 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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**UNIVERSAL MEDICAL FINANCIAL & TECHNICAL  
ADVISORY SERVICES COMPANY LIMITED**

**環球醫療金融與技術諮詢服務有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2666)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND ISSUE NEW SHARES;  
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;  
PROPOSED CHANGE OF COMPANY NAME;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Universal Medical Financial & Technical Advisory Services Company Limited to be held at Room 1&2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 5 June 2018 at 10:00 a.m. is set out on pages 16 to 20 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 (<http://www.hkexnews.hk>) and the Company ([www.universalmfsm.com](http://www.universalmfsm.com)) respectively.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). 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.

27 April 2018

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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”	the annual general meeting of the Company to be held at Room 1&2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 5 June 2018 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“close associates”	has the meaning ascribed thereto under the Listing Rules
“Company”	Universal Medical Financial & Technical Advisory Services Company Limited (環球醫療金融與技術諮詢服務有限公司), a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“core connected persons”	has the meaning ascribed thereto under the Listing Rules
“CULC”	China Universal Leasing Co., Ltd. (中國環球租賃有限公司), a wholly foreign-owned enterprise incorporated in the PRC and a wholly-owned subsidiary of the Company
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“GT-PRC”	China General Technology (Group) Holding Company Limited (中國通用技術(集團)控股有限責任公司), a state-owned enterprise and is the controlling shareholder of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular
“Latest Practicable Date”	20 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained therein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong and Macau Special Administrative Regions of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Share(s)”	ordinary share(s) in the share capital of the Company
“Share Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company 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 16 to 20 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission (as amended from time to time)

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LETTER FROM THE BOARD

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**UNIVERSAL MEDICAL FINANCIAL & TECHNICAL  
ADVISORY SERVICES COMPANY LIMITED**

**環球醫療金融與技術諮詢服務有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2666)**

*Chairman and Non-executive Directors:*

Mr. Zhang Yichen (張懿宸先生) (*Chairman*)  
Mr. Luo Xiaofang (羅曉舫先生) (*Vice-chairman*)

*Executive Directors:*

Mr. Guo Weiping (郭衛平先生) (*Chief Executive Officer*)  
Ms. Peng Jiahong (彭佳虹女士) (*Chief Financial Officer*)

*Non-executive Directors:*

Mr. Liu Zhiyong (劉志勇先生)  
Mr. Liu Xiaoping (劉小平先生)  
Mr. Su Guang (蘇光先生)

*Independent Non-executive Directors:*

Mr. Li Yinquan (李引泉先生)  
Mr. Chow Siu Lui (鄒小磊先生)  
Mr. Kong Wei (孔偉先生)  
Mr. Han Demin (韓德民先生)

*Registered Office:*

Room 702, Fairmont House  
8 Cotton Tree Drive  
Central  
Hong Kong

*Head Office and Principal Place of  
Business in China:*

8/F, Zhongyi Tower  
No. 6 Xizhimenwai Avenue  
Xicheng District  
Beijing  
China

27 April 2018

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED GRANTING OF GENERAL MANDATES TO  
BUY BACK SHARES AND ISSUE NEW SHARES;  
PROPOSED DECLARATION AND PAYMENT OF FINAL DIVIDEND;  
PROPOSED CHANGE OF COMPANY NAME;  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;  
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 Tuesday, 5 June 2018.

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## LETTER FROM THE BOARD

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

In accordance with the Articles of Association, Mr. Zhang Yichen, Mr. Luo Xiaofang, Mr. Liu Zhiyong and Mr. Liu Xiaoping shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

### 3. PROPOSED GRANTING OF GENERAL MANDATES TO BUY BACK AND ISSUE NEW SHARES

At the extraordinary general meeting of the Company held on 28 December 2017, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company 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 16 to 20 of this circular (i.e. a total of 171,630,458 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting);
- (b) the granting of the Issue Mandate to the Directors to issue, allot or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular (i.e. a total of 343,260,916 Shares on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting); and
- (c) the extension of the Issue Mandate by adding thereto the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate.

With reference to the Share Buy-back Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to buy back any Shares or issue any new Shares pursuant thereto.

The Share Buy-back Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in general meeting held prior to the next annual general meeting of the Company.

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 DECLARATION AND PAYMENT OF FINAL DIVIDEND AND CLOSURE OF REGISTER

The Board recommends the payment of a final dividend of HK\$0.24 per share for the year ended 31 December 2017 to Shareholders whose names appear on the register of members of the Company on Wednesday, 13 June 2018. The proposed final dividend will be paid on Monday, 25 June 2018, subject to the approval of the Shareholders at the Annual General Meeting.

The register of members of the Company will be closed during the following periods:

- (i) from Thursday, 31 May 2018 to Tuesday, 5 June 2018, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to attend and vote at the Annual General Meeting. 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 for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 30 May 2018; and
- (ii) from Monday, 11 June 2018 to Wednesday, 13 June 2018, both days inclusive and during which period no share transfer will be registered, for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 8 June 2018.

#### 5. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 23 April 2018 in relation to, among others, the proposed change of the English name of the Company from "Universal Medical Financial & Technical Advisory Services Company Limited" to "Genertec Universal Medical Group Company Limited", and the Chinese name of the Company from "環球醫療金融與技術諮詢服務有限公司" to "通用環球醫療集團有限公司".

##### **Reasons for the Proposed Change of Company Name**

The Group is currently a leading integrated healthcare services provider in China with focus on healthcare service industry in China. Leveraging on its diversified healthcare resources platform and outstanding financial strength, the Group has been committed to building up hospitals' comprehensive capabilities in terms of healthcare technology, service quality, operating efficiency as well as managerial ability. In particular, the Company is actively carrying out its hospital investment and management service with the First Affiliated Hospital of Xi'an Jiaotong University International Land Port Hospital under construction and several other hospitals. After the publication of the Circular No.134 promulgated by the State-owned Assets Supervision and Administration Commission of the State Council and other five national ministries and commissions, in relation to further promote the

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## **LETTER FROM THE BOARD**

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ownership transfer of medical institutions established by state-owned enterprises (“SOEs”), the Group vigorously consolidates its resources and pushes forward its negotiations in connection with the acquisition and consolidation of medical institutions established by SOEs. Adding “Genertec” to the Company’s name can also better reflect its status as a member of Genertec group. Accordingly, the Board believes that the new company name can provide the Company with a more appropriate corporate identification and image which will benefit the Company’s future business development and is of the opinion that the change of name of the Company is in the interests of the Company and the Shareholders as a whole.

### **Conditions for the Proposed Change of Company Name**

The change of name of the Company is subject to the following conditions:

- i. the passing of a special resolution by the Shareholders at the Annual General Meeting to approve the change of name of the Company; and
- ii. the issuance of a certificate of change of name by the Registrar of Companies in Hong Kong.

The change of name of the Company shall take effect from the date on which the certificate of change of name is issued by the Registrar of Companies in Hong Kong.

### **Effects of Change of Company Name**

The proposed change of name of the Company will not affect any rights of the Shareholders. All existing share certificates of securities in issue bearing the existing name of the Company will, after the change of name of the Company becoming effective, continue to be effective as documents of title to such securities and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing certificates of securities of the Company for new certificates bearing the new name of the Company.

## **6. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

In view of the proposed change of the company name, the Board also proposed to amend the Articles of Association to reflect the change of the company name, with such amendments to take effect when the proposed change of company name becomes effective.

At the Annual General Meeting, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the passing of the special resolution for the change of name of the Company and the granting of the certificate of change of name by the Registrar of Companies in Hong Kong, the corresponding amendments to the Articles of Association to reflect the change of name of the Company.



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## LETTER FROM THE BOARD

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The Company has been advised by its legal advisers that the proposed amendments to the Articles of Association are not inconsistent with the requirements of the Listing Rules and the laws of Hong Kong, respectively. The Company also confirms that there is nothing unusual about the proposed amendments to the Articles of Association for a company listed in Hong Kong.

### 7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 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, in good faith, decides to allow a resolution which relates purely 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.

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 (<http://www.hkexnews.hk>) and the Company ([www.universalmsm.com](http://www.universalmsm.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with any authority under which it is executed or a copy of the authority certified notarially at the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the Annual General Meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company no later than 10:00 a.m. on Saturday, 2 June 2018. 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.

### 8. RECOMMENDATION

The Board considers that (a) the proposed re-election of retiring Directors, (b) the proposed granting of the Share Buy-back Mandate and the Issue Mandate, (c) the proposed declaration and payment of a final dividend for the year ended 31 December 2017, (d) the proposed change of name of the Company and (e) the proposed amendments to the Articles of Association are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**Universal Medical Financial & Technical  
Advisory Services Company Limited**  
**環球醫療金融與技術諮詢服務有限公司**  
**Guo Weiping**  
*Executive Director*

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

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

**(1) MR. ZHANG YICHEN – NON-EXECUTIVE DIRECTOR**

Mr. Zhang Yichen (張懿宸先生), aged 54, is the chairman of the Board and a non-executive Director of the Company as well as the chairman of the nomination committee and a member of the strategy committee of the Board. He is primarily responsible for leading and chairing the Board and providing advice and participating in meetings of the Board in connection with matters requiring Directors' consideration and/or approval. Mr. Zhang was appointed as Director on 19 June 2012 and was re-designated as non-executive Director on 6 March 2015. Mr. Zhang is also the chairman of the board of CULC.

Mr. Zhang is a member of the 11th and the 12th National Committee of the Chinese People's Political Consultative Conference. Mr. Zhang was the chairman of China Venture Capital and Private Equity Association and is currently an executive committee member of its board of governors. He is also the vice chairman of Beijing Private Equity Association and Tianjin Private Equity Association, respectively, a member of The China Economic and Social Council and the vice chairman of the Center for China & Globalisation. Mr. Zhang is also a director of Shenhua Group Corporation Limited.

Mr. Zhang joined CITIC Group in 2000 and was an executive director of CITIC Limited (中國中信股份有限公司) (formerly known as CITIC Pacific Limited, whose shares are listed on the main board of the Stock Exchange (stock code: 267)) from March 2000 to May 2002. Mr. Zhang participated in the formation of CITIC Capital Holdings Limited (中信資本控股有限公司) ("CITIC Capital") whose principal business activities include investment and management of private equity fund. He is the chairman and the chief executive officer of CITIC Capital. Prior to joining CITIC Group, he was a managing director in the debt markets group of Merrill Lynch (Asia-Pacific) Limited from September 1996 to February 2000 and was mainly responsible for the debt markets business.

Mr. Zhang served as a non-executive director of Xiezhong International Holdings Limited, whose shares are listed on the Stock Exchange (stock code: 3663), from September 2011 to July 2014. Mr. Zhang served as an independent director of Weibo Corporation, whose securities are listed on the NASDAQ Stock Market, from January 2014 to December 2015. Since May 2002, Mr. Zhang has been serving as a director of Sina Corporation, whose securities are listed on the NASDAQ Stock Market.

Mr. Zhang was awarded a Bachelor of Science degree in Computer Science and Engineering from Massachusetts Institute of Technology, the USA in June 1986.

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company and he does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Zhang did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

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

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Mr. Zhang has entered into an appointment letter with the Company for a term of three years commencing from 6 March 2018 unless terminated by either party giving not less than three months' notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. Under the letter of appointment, Mr. Zhang is not entitled to any remuneration during his terms of services.

Save as disclosed above, there is no information which is 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 him that need to be brought to the attention of the Shareholders.

### **(2) MR. LUO XIAOFANG – NON-EXECUTIVE DIRECTOR**

Mr. Luo Xiaofang (羅曉舫先生), aged 53, is the vice-chairman of the Board, non-executive Director, chairman of the strategy committee and member of the remuneration committee of the Board. He is primarily responsible for providing advice and participating in meetings of the board in connection with matters requiring Director's consideration and/or approval. Mr. Luo was appointed as non-executive Director on 1 March 2018. Mr. Luo is also the vice-chairman of the board of CULC.

Mr. Luo is the board secretary, assistant to the general manager and general manager of the department of strategy and development of China General Technology (Group) Holding Company Limited (中國通用技術(集團)控股有限責任公司) (“GT-PRC”), a controlling shareholder of the Company. He also serves as the chairman and the legal representative of Beijing General Technology Times Real Estate Development Co., Ltd. (北京通用時代房地產開發有限公司), a wholly-owned subsidiary of GT-PRC. From September 1989 to July 2012, he took a variety of positions in China Xinxing Group Co., Ltd. (中國新興集團有限責任公司), currently a wholly-owned subsidiary of GT-PRC, including chief of planning development department, deputy general manager and executive deputy manager. Mr. Luo obtained the certificate of senior economist from the personnel department of China Xinxing Group Co., Ltd. (中國新興集團有限責任公司) in January 1997. Mr. Luo graduated from Hubei Institute of Finance and Economics (currently known as Zhongnan University of Economics and Law) with a bachelor's degree in industrial economics in July 1984.

Save as disclosed above, Mr. Luo does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Luo did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Luo has entered into an appointment letter with the Company for an initial term of three years commencing from 1 March 2018 unless terminated by either party giving not less than three months' notice in writing. Mr. Luo, pursuant to the appointment letter, is not entitled to any remuneration during his terms of service. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

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Save as disclosed above, there is no information which is 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 him that need to be brought to the attention of the Shareholders.

### (3) MR. LIU ZHIYONG – NON-EXECUTIVE DIRECTOR

Mr. Liu Zhiyong (劉志勇先生), aged 47, a non-executive Director and a member of the risk control committee of the Board. He is primarily responsible for providing advice and participating in meetings of the Board in connection with matters requiring Directors' consideration and/or approval. Mr. Liu became a director of CULC in December 2005. He was appointed as Director of the Company since 19 April 2012 and was re-designated as non-executive Director on 6 March 2015. Mr. Liu is also a director of CULC.

Prior to joining the Group, from July 1992 to May 1998, Mr. Liu was the deputy general manager of the finance department of CNTIC, mainly responsible for finance management. Since May 1998, he has been in service with Genertec Hong Kong International Capital Limited (通用技術集團香港國際資本有限公司) (“GT-HK”) (formerly known as CNTIC Group International Finance Limited) which is principally engaged in assets management.

Mr. Liu is currently the general manager and a director of GT-HK, a controlling shareholder of the Company and is mainly responsible for managing the general operation of that company. He was a non-executive director of Lijun International Pharmaceutical (Holdings) Co., Ltd., whose shares are listed on the main board of the Stock Exchange (stock code: 2005), from December 2004 to October 2011.

Mr. Liu was awarded a Bachelor degree in Accounting from the People's University of China (中國人民大學), China in July 1992 and obtained an Executive Master of Business Administration (EMBA) Degree from the Hong Kong University of Science and Technology, Hong Kong in November 2006. He obtained a qualifying certificate from the Examination Committee of Certified Public Accountants of the Ministry of Finance in December 1994.

Save as disclosed above, Mr. Liu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Liu has entered into an appointment letter with the Company for a term of three years commencing from 6 March 2018 unless terminated by either party giving not less than three months' notice in writing. Mr. Liu, pursuant to the appointment letter, is not entitled to any remuneration during his terms of service. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

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

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Save as disclosed above, there is no information which is 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 him that need to be brought to the attention of the Shareholders.

#### (4) MR. LIU XIAOPING – NON-EXECUTIVE DIRECTOR

Mr. Liu Xiaoping (劉小平先生), aged 62, is a non-executive Director and a member of the audit committee of the Board. He is primarily responsible for providing advice and participating in meetings of the Board in connection with matters requiring Directors' consideration and/or approval. Mr. Liu was appointed as Director on 19 June 2012 and was re-designated as non-executive Director on 6 March 2015. Mr. Liu is also a director of CULC.

Mr. Liu was a senior managing director of private equity department of CITIC Capital from December 2005 to February 2017 and he was mainly responsible for leading private equity projects in China. He has become a senior consultant of CITIC Capital since February 2017.

Prior to joining CITIC Capital, from August 1998 to August 2002, Mr. Liu was the vice president of direct investment department of China International Capital Corporation (Hong Kong) Limited (中國國際金融(香港)有限公司), whose principal business activities include direct investment. From March 2004 to September 2005, he served as an executive director of Alibaba Health Information Technology Limited (formerly known as CITIC 21CN Company Limited, whose shares are listed on the main board of the Stock Exchange (stock code: 241)). Mr. Liu also served as a non-executive director of Xiezhong International from September 2011 to July 2014. Mr. Liu has served as a director of China National Investment and Guaranty Corporation (中國投融資擔保股份有限公司) (whose shares are listed on the National Equities Exchange and Quotations (全國中小企業股份轉讓系統), stock code: 834777) since August 2015.

Mr. Liu graduated from Jilin University (吉林大學) (formerly known as Jilin University of Technology (吉林工業大學)), China in January 1980 and studied Mechanical Engineering. He received a Master Degree in Engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大學) (formerly known as Beijing Institute of Aeronautics and Astronautics (北京航空學院)), China in April 1982 and a Doctor Degree of philosophy from the University of Minnesota, the USA in March 1990.

Save as disclosed above, Mr. Liu does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. He does not at present nor did he in the last three years hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas.

As at the Latest Practicable Date, Mr. Liu did not have any interests in the Shares or underlying Shares pursuant to Part XV of the SFO.

Mr. Liu has entered into an appointment letter with the Company for a term of three years commencing from 6 March 2018 unless terminated by either party giving not less than three months' notice in writing. Mr. Liu, pursuant to the appointment letter, is entitled to a director's remuneration of HK\$200,000 and an allowance of HK\$10,000 per annum which was determined by the Board with reference

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

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to the remuneration of the comparable companies, his time contribution, duties and responsibilities as well as the results of the Group. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association.

Save as disclosed above, there is no information which is 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 him 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. It also constitutes the memorandum under section 239(2) of the Companies Ordinance.

#### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,716,304,580 Shares. Subject to the passing of the ordinary resolution set out in item 6 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 1,716,304,580 Shares, the Directors would be authorised under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 171,630,458 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

#### **2. 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.

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.

#### **3. 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 Hong Kong and/or any other applicable laws, as the case may be.

#### **4. 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 financial statements contained in the annual report of the Company for the year ended 31 December 2017) in the event that the Share Buy-back Mandate were 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.

**5. 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</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2017</b>		
April	7.19	6.48
May	6.92	6.53
June	6.78	6.15
July	6.51	6.04
August	6.92	6.12
September	6.65	6.28
October	8.47	6.37
November	8.35	7.05
December	7.77	6.89
<b>2018</b>		
January	8.06	7.10
February	7.40	6.13
March	7.09	6.25
April ( <i>up to the Latest Practicable Date</i> )	7.61	6.60

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates 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 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 buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.



**7. 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 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 Rules 26 and 32 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, GT-PRC, the controlling shareholder of the Company, was interested in 647,478,700 Shares representing approximately 37.73% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Share Buy-back Mandate in full, the shareholding interests of GT-PRC would be increased to approximately 41.92% of the issued share capital of the Company.

The Directors consider that such increase in shareholding interests would give rise to an obligation on GT-PRC to make a mandatory offer under Rule 26 of the Takeovers Code but would not reduce the issued share capital in the public to less than 25%, the prescribed minimum percentage required by the Stock Exchange. The Directors do not have any present intention to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to such obligation.

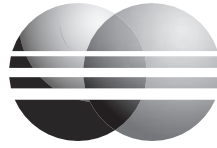
**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, the Company has not bought back any of the Shares (whether on the Stock Exchange or otherwise).

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## NOTICE OF ANNUAL GENERAL MEETING

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# UNIVERSAL MEDICAL FINANCIAL & TECHNICAL ADVISORY SERVICES COMPANY LIMITED

## 環球醫療金融與技術諮詢服務有限公司

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 2666)**

**Notice is hereby given** that the Annual General Meeting of Universal Medical Financial & Technical Advisory Services Company Limited (the “**Company**”) will be held at Room 1&2, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 5 June 2018 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 December 2017.
2. To declare a final dividend of HK\$0.24 per share of the Company (“**Shares**”) for the year ended 31 December 2017.
3. To re-elect retiring Directors as follows:
  - (a) To re-elect Mr. Zhang Yichen as Director.
  - (b) To re-elect Mr. Luo Xiaofang as Director.
  - (c) To re-elect Mr. Liu Zhiyong as Director.
  - (d) To re-elect Mr. Liu Xiaoping as Director.
4. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
5. To re-appoint Ernst & Young as Auditors and to authorise the Board to fix their remuneration.
6. 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 (the “**Directors**”) to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back 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 bought back 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 bought back 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 (“**Articles of Association**”) 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.”

- 7. 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 during the Relevant Period (as defined below) to issue, allot and deal with additional shares in the capital of the Company or securities convertible into shares of the Company, or option, warrants or similar rights to subscribe for any shares of the Company and to make or grant offers, agreements and options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into Shares, which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options and other rights, or issue warrants and other securities 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 issued and allotted or to be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below); or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) 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 in accordance with the Articles of Association; or
- (iii) any issue of Shares upon exercise of options under a share option scheme of the Company, or rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
- (iv) any specific authority granted or to be granted by the shareholders of the Company in general meeting,

shall not exceed 20% of the total number of issued Shares 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 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 or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of Shares 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 recognised regulatory body or any stock exchange).”

- 8. 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 6 and 7 of the notice convening this meeting (the **“Notice”**), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of

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## NOTICE OF ANNUAL GENERAL MEETING

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Shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by the Directors pursuant to such general mandate of the number of Shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such number shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution.”

9. To consider and if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Hong Kong being granted, the change of English name of the Company from “Universal Medical Financial & Technical Advisory Services Company Limited” to “Genertec Universal Medical Group Company Limited”, and the Chinese name of the Company from “環球醫療金融與技術諮詢服務有限公司” to “通用環球醫療集團有限公司” be approved, and the directors of the Company be authorized to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the aforesaid change of name.”

10. To consider and if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to the passing of special resolution for the change of name of the Company and the granting of the certificate of change of name by the Registrar of Companies in Hong Kong, the following amendments to the articles of association of the Company be approved, with such amendments to take effect when the proposed change of name becomes effective,

- (i) the meaning of “Company” in clause 1 of the existing articles of association be amended by deleting “Universal Medical Financial & Technical Advisory Services Company Limited 環球醫療金融與技術諮詢服務有限公司” in its entirety and substituting therefor “Genertec Universal Medical Group Company Limited 通用環球醫療集團有限公司”; and
- (ii) clause 8 of the existing articles of association be deleted in its entirety and substituting therefor the following new clause 8 “The name of the company is Genertec Universal Medical Group Company Limited 通用環球醫療集團有限公司”,

and the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to give effect to the foregoing.”

For and on behalf of the Board  
**Universal Medical Financial & Technical  
Advisory Services Company Limited**  
環球醫療金融與技術諮詢服務有限公司  
**Guo Weiping**  
*Executive Director*

Beijing, PRC, 27 April 2018

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). 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 member of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend, speak and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member 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 poll, every member who is present in person or by proxy shall have one vote for every fully paid-up share held by him.

On a show of hands, every member who is present in person or by proxy shall have one vote. If a member appoints more than one proxy, the proxies so appointed are not entitled to vote on the resolution on a show of hands.

3. In order to be valid, the form of proxy and any authority under which it is executed or a copy of the authority certified notarially, must be deposited at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours (excluding any part of a day that is a public holiday) before the time appointed for the above meeting or the adjourned meeting (as the case may be). Accordingly, the form of proxy must be delivered to the Company’s share registrar no later than 10:00 a.m. on Saturday, 2 June 2018.
4. Deposit of the form of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment of it and, in such event, the form of proxy shall be deemed to be revoked.
5. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 31 May 2018 to Tuesday, 5 June 2018, both dates 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, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 30 May 2018.
6. 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 Monday, 11 June 2018 to Wednesday, 13 June 2018, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 8 June 2018.
7. A circular containing further details concerning items 2, 3, 6, 7, 8, 9 and 10 set out in the above notice will be sent to all members of the Company together with this notice and the 2017 Annual Report.

*As at the date of this notice, the executive Directors are Mr. Guo Weiping and Ms. Peng Jiahong; the non-executive Directors are Mr. Zhang Yichen (Chairman), Mr. Luo Xiaofang (Vice-chairman), Mr. Liu Zhiyong, Mr. Liu Xiaoping and Mr. Su Guang; and the independent non-executive Directors are Mr. Li Yinquan, Mr. Chow Siu Lui, Mr. Kong Wei and Mr. Han Demin.*

This circular (“**Circular**”) (in both English and Chinese versions) has been posted on the Company’s website at [www.universalm.com](http://www.universalm.com). Shareholders who have chosen to receive the Company’s Corporate Communications (including but not limited to annual report, summary financial report (where applicable), interim report, summary interim report (where applicable), notice of meeting, listing document, circular and proxy form) via the Company’s website and for any reason have difficulty in gaining access to the Circular posted on the Company’s website will promptly upon request be sent by post the Circular in printed form free of charge. Shareholders may at any time change their choice of means of receipt and language of the Corporate Communications.

Shareholders may request for printed copy of the Circular or change their choice of means of receipt and language of the Corporate Communications by sending reasonable notice in writing to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong or by sending an email to [unimedical.ecom@computershare.com.hk](mailto:unimedical.ecom@computershare.com.hk).

Shareholders who have chosen to receive the Company’s Corporate Communications in either English or Chinese version will receive both English and Chinese versions of this Circular since both languages are bound together into one booklet.