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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)**

## **DISCLOSEABLE TRANSACTION PURCHASE OF MEDICAL EQUIPMENT**

### **PURCHASE CONTRACTS**

The Board announces that on 31 August 2022 (after trading hours), the Purchaser, an indirect wholly-owned subsidiary of the Company, entered into a series of purchase contracts (the “**Second Contracts**”) with the Vendor, pursuant to which the Purchaser agreed to purchase, and the Vendor agreed to sell the medical equipment (the “**Medical Equipment**”) at an aggregate consideration of HK\$74,000,000. During the twelve months period immediately prior to entering into the Second Contracts, the Group had entered into the First Contract with the Vendor.

### **IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules in respect of the Second Contracts is more than 5% but all of the applicable percentage ratios are less than 25%. The transaction contemplated under the Second Contracts constitutes a disclosable transaction for the Company and are subject to the reporting and announcement requirements but exempt from the shareholders’ approval requirement under Chapter 14 of the Listing Rules.

Pursuant to Chapter 14 of the Listing Rules, as the Purchase Contracts were entered into by the Purchaser with the Vendor within a 12-month period, the transaction contemplated under the Purchase Contracts shall be aggregated as a series of one transaction for the Company. The Company has aggregated the amount of consideration of the First Contract (being HK\$18,800,000) with the amount of consideration of the Second Contracts (being HK\$74,000,000) in its calculation of size test on an aggregated basis (HK\$92,800,000). Computation results show that the highest aggregate percentage ratios exceed 5% but are less than 25%. The transaction contemplated under the First Contract and Second Contracts in aggregate constitutes a disclosable transaction for the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

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The principal terms of the Second Contracts are set out below:

## **SECOND CONTRACTS**

- Date:** Four (4) purchase contracts were entered into on 31 August 2022 (after trading hours).
- Parties:**
- (a) Purchaser as purchaser; and
  - (b) Vendor as vendor.
- Medical Equipment under Second Contracts:**
- (a) two sets of Revolution Apex Pro CT system;
  - (b) two sets of Signa Voyager Air Edition 1.5T MRI system;
  - (c) one set of Deep Learning Image Recon upgrade for Revolution CT System;
  - (d) one set of AIR Recon DL upgrade for Signa Voyager 1.5T MRI System; and
  - (e) one set of Discovery MI Digital PET/CT System.
- Consideration:** The aggregated consideration for the Medical Equipment is HK\$74,000,000 (includes 3% logistic surcharge).

- Payment terms:**
- (a) 30% of the consideration of the respective purchase contract shall be paid by telegraphic transfer or cheque within 30 days from the Vendor's written confirmation of the scheduled delivery date;
  - (b) 60% of the consideration of the respective purchase contract shall be paid by telegraphic transfer or cheque within 30 days after delivery of the Medical Equipment to the Site(s); and
  - (c) 10% of the consideration of the respective purchase contract shall be paid by telegraphic transfer or cheque within 30 days after acceptance of the Medical Equipment.

### **FIRST CONTRACT**

During the twelve months period immediately prior to entering into the Second Contracts, the Purchaser had entered into the First Contract with the Vendor. Pursuant to the First Contract, the Company purchased one set of Discovery MI Digital PET/CT System at a consideration of HK\$18,800,000.

### **REASONS FOR AND BENEFITS OF THE ENTERING INTO THE PURCHASE CONTRACTS**

The Company has always been focusing on precision and preventive medical services as our core services and has been actively expanding the Group's advanced and integrated medical imaging and laboratory services. To cope with our increasing medical imaging service points mainly in core districts in order to fulfil the growing market demand for health check-ups and medical imaging business, the purchase of medical equipment is an important part of the capital investment in the medical imaging business development. The medical equipment consists of advanced and powerful imaging machineries which can provide a full range of imaging services in the site(s). The Consideration was determined after arm's length negotiations between the Purchaser and Vendor after considering the market price, the features, functions and condition of the medical equipment.

The Directors consider that the terms of the Purchase Contracts are on normal commercial terms that are fair and reasonable and are in the interests of the Company and its shareholders as a whole.

### **INFORMATION ABOUT THE COMPANY**

The Company is an investment holding company. The Group is principally engaged in the provision of healthcare services, which include corporate healthcare solution services, medical and dental services, medical imaging and laboratory services and other auxiliary medical services.

## **INFORMATION ABOUT THE PURCHASER**

UMP Medical Centre Limited is a company incorporated in Hong Kong with limited liabilities which is principally engaged in the investment holding and provision of medical services and is an indirect wholly-owned subsidiary of the Company.

## **INFORMATION ABOUT THE VENDOR**

GE Medical Systems Hong Kong Limited is a company incorporated in Hong Kong with limited liabilities which is principally engaged in the wholesale distribution of medical technology instrument, apparatus and equipment. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owners is an independent third party not connected with the Company and its connected persons.

## **LISTING RULES IMPLICATION**

As one or more of the applicable percentage ratios as calculated under Rule 14.07 of the Listing Rules in respect of the Second Contracts is more than 5% but all of the applicable percentage ratios are less than 25%. The transaction contemplated under the Second Contracts constitutes a disclosable transaction for the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

Pursuant to Chapter 14 of the Listing Rules, as the Purchase Contracts were entered into by the Purchaser with the Vendor within a 12-month period, the transaction contemplated under the Purchase Contracts shall be aggregated as a series of one transaction for the Company. The Company has aggregated the amount of consideration of the First Contract (being HK\$18,800,000) with the amount of consideration of Second Contracts (being HK\$74,000,000) in its calculation of size test on an aggregated basis (HK\$92,800,000). Computation results show that the highest aggregate percentage ratios exceed 5% but are less than 25%. The transaction contemplated under the First Contract and Second Contracts in aggregate constitutes a disclosable transaction for the Company and are subject to the reporting and announcement requirements but exempt from the shareholders' approval requirement under Chapter 14 of the Listing Rules.

## **DEFINITIONS**

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

“Board” the board of directors of the Company;

“Company” UMP Healthcare Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 722);

“connected person(s)”	has the same meaning ascribed to it under the Listing Rules (as may be amended from time to time);
“Director(s)”	director(s) of the Company from time to time;
“First Contract”	the purchase contract dated 19 May 2022 entered into between the Purchaser and the Vendor in relation to the purchase of one set of Discovery MI Digital PET/CT System at a consideration of HK\$18,800,000, which alone did not constitute a notifiable transaction under the Listing Rules;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“percentage ratios”	has the same meaning ascribed to it under the Listing Rules;
“Purchase Contracts”	mean the First Contract and Second Contracts;
“Purchaser”	UMP Medical Centre Limited is a company incorporated in Hong Kong with limited liabilities which is principally engaged in the investment holding and provision of medical services and is an indirect wholly-owned subsidiary of the Company;
“Second Contracts”	the purchase contracts dated 31 August 2022 entered into between the Purchaser and the Vendor in relation to the purchase of Medical Equipment at an aggregated Consideration of HK\$74,000,000;
“Site(s)”	the place for installation of the Medical Equipment in accordance with the terms of the respective purchase contract;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Vendor” GE Medical Systems Hong Kong Limited is a company incorporated in Hong Kong with limited liabilities which is principally engaged in the wholesale distribution of medical technology instrument, apparatus and equipment; and

“%” per cent.

By Order of the Board  
**UMP Healthcare Holdings Limited**  
**SUN Yiu Kwong**  
*Chairman and Chief Executive Officer*

Hong Kong, 31 August 2022

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