

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



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)

(1) CONNECTED TRANSACTION

AND

(2) RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcements of the Company dated 23 September 2021 and 27 September 2021 in respect of the Existing Connected Transaction Agreements and the Existing Continuing Connected Transaction Agreements.

As the Existing Connected Transaction Agreements and the Existing Continuing Connected Transaction Agreements will expire on 30 June 2024, the Company entered into (1) the 2024 Connected Transaction Agreement; and (2) the 2024 Continuing Connected Transactions Renewal Agreements.

(1) Connected Transaction

In accordance with HKFRS 16 “Leases”, the Group is required to recognize the value of the right-of-use asset in connection with the 2024 Connected Transaction Agreement and this transaction is regarded as an acquisition of an asset by the Group pursuant to the Listing Rules. The estimated value of the right-of-use asset to be recognized by the Group under the 2024 Connected Transaction Agreement is approximately HK\$4,470,000. Shareholders should note that the above figure is unaudited and may be subject to adjustment in the future.

Given that the applicable percentage ratios under the Listing Rules for the ROU Value in relation to the 2024 Connected Transaction Agreement is more than 0.1% but less than 5%, the transaction contemplated thereunder is exempt from the circular and the independent shareholders' approval requirements but subject to the reporting and announcement requirements under Rule 14A.76 of the Listing Rules.

(2) Continuing Connected Transactions

Given that the applicable percentage ratios under the Listing Rules for the transactions contemplated under each of the 2024 Continuing Connected Transactions Renewal Agreements on an annual basis is more than 0.1% but less than 5%, the transactions contemplated thereunder are exempt from the circular and the independent shareholders' approval requirements but subject to the annual review, reporting and announcement requirements under Rule 14A.76 of the Listing Rules.

CONNECTED TRANSACTION AND RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

Reference is made to the announcements of the Company dated 23 September 2021 and 27 September 2021 in respect of the Existing Connected Transaction Agreements and the Existing Continuing Connected Transaction Agreements.

As the Existing Connected Transaction Agreements and the Existing Continuing Connected Transactions Agreements will expire on 30 June 2024, the Company entered into (1) the 2024 Connected Transaction Agreement; and (2) the 2024 Continuing Connected Transactions Renewal Agreements.

(1) Connected Transaction

2024 Property Leasing Framework Agreement

(i) Background

The Company entered into the Existing Connected Transaction Agreements with Rich Point Group in order to regulate the lease arrangements between the Group and the Rich Point Group, and pursuant to which the Group leased properties from the Rich Point Group for the purposes of operating medical centres.

Rich Point is a property investment holding company and is ultimately owned as to 47.39% by East Majestic Group Limited which in turn is wholly-owned by Dr. Y.K. Sun.

Belstar is a property investment holding company and owned as to 50% by Dr. Y. K. Sun.

The Group intends to continue leasing the properties leased from the Rich Point Group after the expiry of the Existing Connected Transaction Agreements. On 26 June 2024, the Company entered into the 2024 Property Leasing Framework Agreement with Rich Point Group in respect of the Rich Point Properties for a term of two years from 1 July 2024 to 30 June 2026 (both days inclusive).

(ii) *Principal terms*

Details of the 2024 Property Leasing Framework Agreement are set out below:

Date	:	26 June 2024
Parties	:	(1) the Company (2) Rich Point (3) Belstar
Nature of transaction	:	Pursuant to the 2024 Property Leasing Framework Agreement, the relevant Group member(s) and the relevant Rich Point Group member(s) shall enter into individual agreements with respect to the relevant leased properties, which will prescribe specific terms and conditions of the leasing arrangements, including rental amount, payment method and other relevant terms.
Term	:	Two years from 1 July 2024 to 30 June 2026, both days inclusive, and may be renewed by mutual consent of the parties.

Pricing policy : The annual rent for the properties to be leased under the 2024 Property Leasing Framework Agreement shall be determined by the relevant parties through arm's length negotiation and on normal commercial terms, by reference to (i) the historical rent paid for the Rich Point Properties and (ii) the prevailing market price of properties with comparable size and quality situated in the same locality with reference to the rental amounts of comparable premises obtained through the market or from independent property agents, landlords, or lessors. The annual rent for the properties shall be no less favourable to the Group than the rental amounts offered by independent landlords or lessors of comparable premises. To facilitate the Group in determining the prevailing market price, the Group will consider the rental amounts of comparable premises and will also monitor the movement of market price from time to time.

(iii) Details of the properties and principal terms of the lease

The following table sets out the details of the Rich Point Properties and the principal terms of the lease as of the date of this announcement:

Commencement date of lease	Location of property	Term	Floor area	Monthly rental	Use property
1 July 2024	Room 1109, 11/F, Office Tower, Convention Plaza, No 1, Harbour Road, Hong Kong	Two years	1,984 sq. ft.	HK\$110,000	Medical centre
1 July 2024	Partial of 13/F, No. 22 Yee Wo Street, Hong Kong	Two years	555 sq. ft.	HK\$14,430	Medical centre
1 July 2024	Unit No. 1 on 10/F, Wing On Plaza, No. 62 Mody Road, Kowloon, Hong Kong	Two years	2,015 sq. ft.	HK\$74,555	Medical centre

(iv) *Reasons for the transaction*

In order to maintain its business operations and satisfy its business needs, the Group has historically leased certain properties from the Rich Point Group which were used to operate medical centres during the term of the Existing Connected Transaction Agreements. Any relocation of the relevant medical centres operating under such leases will cause unnecessary disruptions to the operations of the Group and incur unnecessary costs. The annual rentals of the properties contemplated under the 2024 Property Leasing Framework Agreement are the same as the amount set out in the Existing Connected Transaction Agreements and were determined after arm's length negotiations between the parties thereto with reference to the prevailing market rates in respect of same or similar properties in the locality.

The Directors (including the INEDs) consider that the terms of the transactions contemplated under the 2024 Property Leasing Framework Agreement are fair and reasonable and in the interests of the Company and the Company's shareholders as a whole.

(v) *Listing Rules Implications*

Dr. Y.K. Sun is an executive Director and a Controlling Shareholder. Therefore Dr. Y.K. Sun and his associates are connected persons of the Company pursuant to Rule 14A.07(1) of the Listing Rules. As members of Rich Point Group are companies in which Dr. Y.K. Sun holds 30% or more interest, members of Rich Point Group are connected persons of the Company by virtue of them being associates of Dr. Y.K. Sun pursuant to Rule 14A.12(1)(c) of the Listing Rules. Therefore, the transactions contemplated under the 2024 Property Leasing Framework Agreement constitute connected transactions of the Company under Chapter 14A of the Listing Rules.

In accordance with HKFRS 16 "Leases", the Group is required to recognize the value of the right-of-use asset in connection with the 2024 Property Leasing Framework Agreement and this transaction is regarded as an acquisition of an asset by the Group pursuant to the Listing Rules. The estimated value of the right-of-use asset to be recognized by the Group under the 2024 Property Leasing Framework Agreement is approximately HK\$4,470,000 ("ROU Value"). Shareholders should note that the above figure is unaudited and may be subject to adjustment in the future.

Given that the applicable percentage ratios under the Listing Rules for the ROU Value in relation to the 2024 Property Leasing Framework Agreement is more than 0.1% but less than 5%, the transaction contemplated thereunder is exempt from the circular and the independent shareholders' approval requirements but subject to the reporting and announcement requirements under Rule 14A.76 of the Listing Rules.

(2) Continuing Connected Transactions

(A) 2024 Consultancy Renewal Agreement with Dr. Patrick Lee

(i) Background

The Company entered into the Consultancy Agreements with Dr. Patrick Lee to regulate the consultancy relationship between the Group and Dr. Patrick Lee for the provision of dental services by Dr. Patrick Lee to the Group.

The Company intends to continue engaging Dr. Patrick Lee as a consultant after the expiry of the Existing Consultancy Renewal Agreement with Dr. Patrick Lee. On 26 June 2024, the Company entered into the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee for a term of three years from 1 July 2024 to 30 June 2027 (both days inclusive).

(ii) Principal terms

Details of the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee are set out below:

Date	:	26 June 2024
Parties	:	(1) the Company (2) Dr. Patrick Lee
Nature of transaction	:	Pursuant to the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee, Dr. Patrick Lee shall provide dental services to the Group.
Terms	:	Three years from 1 July 2024 to 30 June 2027, both days inclusive, and may be renewed by mutual consent of the parties.

Pricing policy : The consultancy fees payable under the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee shall be determined by the parties through arm's length negotiation and on normal commercial terms, based on the scope of services rendered by Dr. Patrick Lee and with reference to the fees charged by independent consultants of similar expertise and experience with similar role, scope of services and responsibilities under similar circumstances to ensure that the terms are no less favourable to the Group than terms made available to the Group by independent consultants. The prevailing market prices and benchmark price information will be obtained through the market or independent consultants.

(iii) *Historical figures, Existing Annual Caps and Proposed Annual Caps*

The table below sets out the historical figures and the Existing Annual Caps under the Existing Consultancy Renewal Agreement with Dr. Patrick Lee and the Proposed Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee.

Existing Annual Caps and Historical figures	Years ended 30 June		
	2022	2023	2024
	HK\$'000	HK\$'000	HK\$'000
Annual Caps under the Existing Consultancy Renewal Agreement with Dr. Patrick Lee	7,400	7,800	8,200
Actual Amounts	4,017	3,912	3,657

(Note)

(Note: the amount represents the unaudited actual amount of consultancy service fee paid and payable to Dr. Patrick Lee for the 10-month period from 1 July 2023 to 30 April 2024.)

Proposed Annual Caps	Years ending 30 June		
	2025	2026	2027
	HK\$'000	HK\$'000	HK\$'000
Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee	6,000	7,000	8,000

The Proposed Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee were determined with reference to (i) the historical and agreed consultancy fees payable by the Group to Dr. Patrick Lee under the Consultancy Agreements with Dr. Patrick Lee; (ii) the expected business development of the Group and hence the expected increase in patients as a result of aging population, which would require additional professional support on dental services; and (iii) the expected increase in consultancy fees due to expected increase in costs caused by inflation and the increase in demand for dental services.

The Directors (including the INEDs) are of the view that the Proposed Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee are fair and reasonable.

(iv) *Reasons for the transaction*

The Group requires consultancy services from dentists for its business operation. Given it is expected that the fees to be charged by Dr. Patrick Lee are no less favourable to the Group than those which the relevant members of the Group could obtain from independent consultants of similar expertise and experience for similar role, scope of services and responsibilities under similar circumstances, the Directors (including the INEDs) consider that the terms of the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(v) *Listing Rules Implications*

Dr. Patrick Lee is an executive Director and is therefore a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Therefore, the transactions contemplated under the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

(B) 2024 Consultancy Renewal Agreement with Dr. Michael Sun

(i) Background

The Company entered into the Consultancy Agreements with Dr. Michael Sun to regulate the consultancy relationship between the Group and Dr. Michael Sun for the provision of radiology services by Dr. Michael Sun to the Group.

The Company intends to continue engaging Dr. Michael Sun as a consultant after the expiry of the Existing Consultancy Renewal Agreement with Dr. Michael Sun. On 26 June 2024, the Company entered into the 2024 Consultancy Renewal Agreement with Dr. Michael Sun for a term of three years from 1 July 2024 up to 30 June 2027 (both days inclusive).

(ii) Principal terms

Details of the 2024 Consultancy Renewal Agreement with Dr. Michael Sun are set out below:

Date	:	26 June 2024
Parties	:	(1) the Company (2) Dr. Michael Sun
Nature of transaction	:	Pursuant to the 2024 Consultancy Renewal Agreement with Dr. Michael Sun, Dr. Michael Sun shall provide radiology services to the Group.
Terms	:	Three years from 1 July 2024 to 30 June 2027, both days inclusive, and may be renewed by mutual consent of the parties.

Pricing policy : The consultancy fees payable under the 2024 Consultancy Renewal Agreement with Dr. Michael Sun, shall be determined by the parties through arm's length negotiation and on normal commercial terms and based on the scope of services rendered by Dr. Michael Sun and with reference to the fees charged by independent consultants of similar expertise, experience and reputation with similar role, scope of services and responsibilities under similar circumstances to ensure that the terms are no less favourable to the Group than terms made available to the Group by independent consultants. The prevailing market prices and benchmark price information will be obtained through the market or independent consultants.

(iii) *Historical figures and Proposed Annual Caps*

The table below sets out the historical figures and the Existing Annual Caps under the Existing Consultancy Renewal Agreement with Dr. Michael Sun and the Proposed Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Michael Sun.

Existing Annual Caps and Historical figures	Years ended 30 June		
	2022 HK\$'000	2023 HK\$'000	2024 HK\$'000
Annual Caps under the Existing Consultancy Renewal Agreement with Dr. Michael Sun	6,700	7,500	8,300
Actual Amounts	<u>4,919</u>	<u>4,362</u>	<u>870</u>
			(Note)

(Note: the amount represents the unaudited actual amount of consultancy service fee paid and payable to Dr. Michael Sun for the 10-month period from 1 July 2023 to 30 April 2024.)

Proposed Annual Caps	Years ending 30 June		
	2025	2026	2027
	HK\$'000	HK\$'000	HK\$'000
Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Michael Sun	4,000	5,000	5,000

The Proposed Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Michael Sun were determined with reference to (i) the historical and agreed consultancy fees payable by the Group to Dr. Michael Sun under the Consultancy Agreements with Dr. Michael Sun taking into account his reduction in time on the provision of consultancy service to the Group after his appointment as the vice-chairman of the Board and the co-chief executive officer of the company with effect from 1 January 2023; (ii) the expected business development of the Group and hence the expected change in patients visit, which would require additional professional support on radiology services; and (iii) the expected increase in consultancy fees due to expected increase in costs caused by inflation and the increase in demand for radiology services.

The Directors (including the INEDs) are of the view that the Proposed Annual Caps under the 2024 Consultancy Renewal Agreement with Dr. Michael Sun are fair and reasonable.

(iv) Reasons for the transactions

The Group requires consultancy services from radiologists for its business operation. Given it is expected that the fees to be charged by Dr. Michael Sun are not less favourable to the Group than those which the relevant members of the Group could obtain from independent consultants of similar expertise, experience and reputation for similar role, scope of services and responsibilities under similar circumstances, the Directors (including the INEDs) consider that the terms of the 2024 Consultancy Renewal Agreement with Dr. Michael Sun and the transactions contemplated thereunder are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

(v) Listing Rules Implications

Dr. Michael Sun is an executive Director and is therefore a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Therefore, the transactions contemplated under the 2024 Consultancy Renewal Agreement with Dr. Michael Sun constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

(C) 2024 Medical Services Framework Renewal Agreement

(i) Background

The Company entered into the Medical Services Framework Agreements with CTFE to regulate the provision of medical, dental and auxiliary services to the employees of CTFE and its associates.

CTFE is principally engaged in investment holding. CTFE is beneficially wholly-owned by Chow Tai Fook (Holding) Limited, which is held as to approximately 81.03% by Chow Tai Fook Capital Limited, which is in turn held as to approximately 48.98% by Cheng Yu Tung Family (Holdings) Limited and as to approximately 46.65% by Cheng Yu Tung Family (Holdings II) Limited.

The Group intends to continue providing medical, dental and auxiliary services to the employees of CTFE and its associates after the expiry of the Existing Medical Services Framework Renewal Agreement. On 26 June 2024, the Company entered into the 2024 Medical Services Framework Renewal Agreement for a term of three years from 1 July 2024 to 30 June 2027 (both days inclusive).

(ii) Principal terms

Details of the 2024 Medical Services Framework Renewal Agreement are set out below:

Date	:	26 June 2024
Parties	:	(1) the Company (2) CTFE
Nature of transaction	:	Pursuant to the 2024 Medical Services Framework Renewal Agreement: (a) the Group shall provide medical, dental and auxiliary services to the employees of CTFE and its associates; and (b) the relevant members of the Group shall enter into individual agreements with CTFE and its associates which will prescribe specific terms and conditions, including scope of services, service amount, payment method and other terms.

Terms : Three years from 1 July 2024 to 30 June 2027, both days inclusive, and may be renewed by mutual consent of the parties.

Pricing policy : The service fees will be determined by the parties through arm's length negotiation and on normal commercial terms, and at a price which is not more favourable to CTFE than the price at which the Group provides similar services to independent third parties having regard to the scope and terms of the services provided, and with reference to the historical service fees paid for medical, dental and auxiliary services and the prevailing market price of such services offered by the Group to other customers with a similar scope of service.

The prevailing market prices and benchmark price information will be obtained through the market or third party customers.

(iii) Historical figures, Existing Annual Caps and Proposed Annual Caps

The table below sets out the historical figures and the Existing Annual Caps under the Existing Medical Services Framework Renewal Agreement and the Proposed Annual Caps under the 2024 Medical Services Framework Renewal Agreement.

Existing Annual Caps and Historical figures	Years ended 30 June		
	2022 HK\$'000	2023 HK\$'000	2024 HK\$'000
Annual Caps under the Existing Medical Services Framework Renewal Agreement	30,000	31,000	31,000
Actual Amounts	<u>16,355</u>	<u>19,984</u>	<u>16,971</u>
			(Note)

(Note: the amount represents the unaudited actual amount of medical service fee paid and payable to CTFE for the 10-month period from 1 July 2023 to 30 April 2024.)

Proposed Annual Caps	Years ending 30 June		
	2025	2026	2027
	HK\$'000	HK\$'000	HK\$'000
Annual Caps under 2024 Medical Services Framework Renewal Agreement	20,000	20,000	20,000

In arriving at these Proposed Annual Caps, the Group has taken into account the historical service fees payable by CTFE to the Group under the Medical Services Framework Agreements. In addition, the Group has taken into account a variety of growth factors including, in particular, (i) the Group's expanding clinical network; and (ii) the expected change in the number of employees of CTFE and its associates in Hong Kong and the PRC as a result of CTFE's continuous growth.

The Directors (including the INEDs) are of the view that the Proposed Annual Caps under the 2024 Medical Services Framework Renewal Agreement are fair and reasonable.

(iv) *Reasons for the transaction*

The Group has been providing medical, dental and auxiliary services to the employees of CTFE and its associates pursuant to the Existing Medical Services Framework Agreements. The service fees payable by CTFE to the Company under the 2024 Medical Services Framework Renewal Agreement are to be determined by the relevant parties through arm's length negotiation and on normal commercial terms and with reference to the historical service fees paid for medical services and the prevailing market price of medical services offered by the Group to other customers with a similar scope of service.

The Directors (including the INEDs) consider that the terms of the transactions contemplated by the 2024 Medical Services Framework Renewal Agreement are fair and reasonable and in the interests of the Company and the Company's shareholders as a whole.

(v) *Listing Rule Implications*

CTFE is a substantial shareholder of the Company and is therefore a connected person of the Company pursuant to Rule 14A.07(1) of the Listing Rules. Therefore, the transactions contemplated under the 2024 Medical Services Framework Renewal Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

INTERNAL CONTROL

The Group has adopted the following internal control procedures to manage the transactions contemplated under the 2024 Continuing Connected Transactions Renewal Agreements and the Proposed Annual Caps thereunder:

- (i) the finance department of the Company will closely monitor and record the actual transaction amounts of the transactions under the 2024 Continuing Connected Transaction Renewal Agreements to ensure that the Proposed Annual Caps will not be exceeded;
- (ii) the relevant personnel of the business department of the Company (“**the Business Department**”) will conduct regular checks to review and assess that the transactions contemplated under the 2024 Continuing Connected Transaction Renewal Agreements are conducted in accordance with the terms of the 2024 Continuing Connected Transaction Renewal Agreements. With respect to (a) the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee, the Business Department will regularly compare the prices and terms with the market prices or standards of similar transactions on the dental services provided by Dr. Patrick Lee with other dentists of similar expertise and experience with similar role, scope of services and responsibilities; (b) the 2024 Consultancy Renewal Agreement with Dr. Michael Sun, the Business Department will regularly compare the prices and terms with the market prices or standards of similar transaction on the radiology services provided by Dr. Michael Sun with other radiologists of similar expertise and experience with similar role, scope of services and responsibilities; and (c) the 2024 Medical Services Framework Renewal Agreement, the Business Department will also regularly compare the prices and terms with the market prices or standards of similar transactions on providing medical, dental and auxiliary services to employees of a company to consider whether the prices charged on specific transactions are fair and reasonable and in compliance with the above pricing policies;
- (iii) the auditors of the Company will conduct review (which is subject to the annual review and disclosure requirements under the Listing Rules) on the continuing connected transactions on an annual basis and confirm whether (a) the transactions under the 2024 Continuing Connected Transaction Renewal Agreements have been approved by the Board; (b) the transactions are in accordance with the Group’s pricing policies in all material respects; (c) the transactions are entered into in accordance with the 2024 Continuing Connected Transaction Renewal Agreements; and (d) the Proposed Annual Caps are not exceeded; and
- (iv) the INEDs will conduct an annual review (which is subject to the annual review and disclosure requirements under the Listing Rules) to confirm that the transactions under the 2024 Continuing Connected Transaction Renewal Agreements are (a) conducted in the ordinary and usual course of business of the Group; (b) on normal commercial terms or better; and (c) the transactions are conducted in accordance with the 2024 Continuing Connected Transaction Renewal Agreements, and the terms of which are fair and reasonable in the interest of the Company as well as the Shareholders as a whole.

GENERAL

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, healthcare and hospital management services, and other auxiliary medical services.

As each of the applicable percentage ratios (other than the profit ratio) under Chapter 14A of the Listing Rules for the ROU Value in relation to the 2024 Connected Transaction Agreement is more than 0.1% but less than 5%, the 2024 Connected Transaction Agreement is subject to the reporting and announcement requirements but is exempt from the circular and the independent shareholders' approval requirements under Rule 14A.76 of the Listing Rules.

As each of the applicable percentage ratios (other than the profit ratio) under Chapter 14A of the Listing Rules for the transactions contemplated under each of the 2024 Continuing Connected Transactions Renewal Agreements on an annual basis is more than 0.1% but less than 5%, the transactions contemplated thereunder are subject to the annual review, reporting and announcement requirements but are exempt from the circular and the independent shareholders' approval requirements under Rule 14A.76 of the Listing Rules.

The Directors (including the INEDs) consider that the transactions contemplated under each of the 2024 Connected Transaction Agreement and the 2024 Continuing Connected Transactions Renewal Agreements are conducted on normal commercial terms and are fair and reasonable and in the interest of the Company and the Shareholders as a whole. Dr. Y.K. Sun, Dr. Patrick Lee, Mr. Tsang On Yip, Patrick and Dr. Michael Sun, each being an executive Director; and Dr. Lee Kar Chung, Felix, being a non-executive Director, have abstained from voting on the relevant Board resolution(s) approving the 2024 Connected Transaction Agreement and/or the relevant 2024 Continuing Connected Transactions Renewal Agreement(s) and the Proposed Annual Caps thereunder as they have material interests in the 2024 Connected Transaction Agreements and/or the relevant 2024 Continuing Connected Transactions Renewal Agreement(s).

DEFINITIONS

In this announcement, unless otherwise indicated or the context otherwise requires, the following expressions shall have the following meanings:

“2024 Consultancy Renewal Agreement with Dr. Michael Sun”	the consultancy renewal agreement dated 26 June 2024 entered into between the Company and Dr. Michael Sun
“2024 Consultancy Renewal Agreement with Dr. Patrick Lee”	the consultancy renewal agreement dated 26 June 2024 entered into between the Company and Dr. Patrick Lee
“2024 Continuing Connected Transactions Renewal Agreements”	the 2024 Consultancy Renewal Agreement with Dr. Patrick Lee, the 2024 Consultancy Renewal Agreement with Dr. Michael Sun and the 2024 Medical Services Framework Renewal Agreement
“2024 Medical Services Framework Renewal Agreement”	the medical services framework renewal agreement dated 26 June 2024 entered into between the Company and CTFE
“2024 Connected Transaction Agreement” or “2024 Property Leasing Framework Agreement”	the 2024 property leasing framework agreement dated 26 June 2024 entered into between the Company, Rich Point and Belstar
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Belstar”	Belstar Limited, a company incorporated in Hong Kong with limited liability
“Board”	the board of Directors
“Company”	UMP Healthcare Holdings Limited (stock code: 722), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consultancy Agreements with Dr. Michael Sun”	the consultancy agreement dated 13 November 2015 entered into between the Company and Dr. Michael Sun, the consultancy renewal agreement dated 6 September 2018 entered into between the Company and Dr. Michael Sun and the Existing Consultancy Renewal Agreement with Dr. Michael Sun

“Consultancy Agreements with Dr. Patrick Lee”	the consultancy agreement dated 13 November 2015 entered into between the Company and Dr. Patrick Lee, the consultancy renewal agreement dated 6 September 2018 entered into between the Company and Dr. Patrick Lee and the Existing Consultancy Renewal Agreement with Dr. Patrick Lee
“Controlling Shareholder”	has the meaning ascribed to it under the Listing Rules
“CTFE”	Chow Tai Fook Enterprises Limited, a company incorporated with limited liability in Hong Kong and a substantial shareholder of the Company
“Director(s)”	the director(s) of the Company
“Dr. Michael Sun”	Dr. Sun Man Kin, Michael, the vice-chairman of the Board, the co-chief executive officer of the Company and an executive Director
“Dr. Patrick Lee”	Dr. Lee Pak Cheung, Patrick, an executive Director
“Dr. Y.K. Sun”	Dr. Sun Yiu Kwong, the Chairman of the Board, an executive Director and a Controlling Shareholder
“Existing Annual Caps”	the annual caps for the Existing Continuing Connected Transaction Agreements for the three years ending 30 June 2024
“Existing Connected Transaction Agreements”	the property leasing framework renewal agreement dated 23 September 2021 entered into between the Company and Rich Point and/or the tenancy agreement dated 1 July 2023 entered into between Belstar and UMP Medical Centre Limited
“Existing Continuing Connected Transaction Agreements”	the Existing Consultancy Renewal Agreement with Dr. Patrick Lee, the Existing Consultancy Renewal Agreement with Dr. Michael Sun and the Existing Medical Services Framework Renewal Agreement
“Existing Consultancy Renewal Agreement with Dr. Michael Sun”	the consultancy renewal agreement dated 23 September 2021 entered into between the Company and Dr. Michael Sun

“Existing Consultancy Renewal Agreement with Dr. Patrick Lee”	the consultancy renewal agreement dated 23 September 2021 entered into between the Company and Dr. Patrick Lee
“Existing Medical Services Framework Renewal Agreement”	the medical services framework renewal agreement dated 23 September 2021 entered into between the Company and CTFE
“Existing Property Leasing Framework Renewal Agreement”	the property leasing framework renewal agreement dated 23 September 2021 entered into between the Company and Rich Point
“Group”	the Company and its subsidiaries
“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
“HKFRS”	Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants
“INEDs”	the independent non-executive Directors
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Medical Services Framework Agreements”	the medical services framework agreement dated 13 November 2015 entered into between the Company and CTFE, the medical services framework renewal agreement dated 6 September 2018 entered into between the Company and CTFE and the Existing Medical Services Framework Renewal Agreement
“Property Leasing Framework Agreements”	the property leasing framework agreement dated 13 November 2015 entered into between the Company and Rich Point, the property leasing framework renewal agreement dated 6 September 2018 entered into between the Company and Rich Point, the property leasing framework renewal agreement dated 23 September 2021 entered into between the Company and Rich Point and the Existing Property Leasing Framework Renewal Agreement

“Proposed Annual Caps”	the proposed annual caps for the transactions contemplated under each of the 2024 Continuing Connected Transactions Renewal Agreements for the three years ending 30 June 2027
“Rich Point”	Rich Point Investment Holdings Limited, a company incorporated in Hong Kong with limited liability
“Rich Point Group”	Dr. Y.K. Sun and his associates including Rich Point and Belstar
“Rich Point Properties”	the properties as set out in the paragraph headed “Details of the properties and principal terms of the lease” in the section “Connected Transaction”
“Shareholders”	the shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
UMP Healthcare Holdings Limited
CHEUNG Chi Wah, Patrick
Company Secretary

Hong Kong, 26 June 2024

As at the date of this announcement, 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, 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.