THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in UMP Healthcare Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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UMP Healthcare
聯合醫務集團

UMP HEALTHCARE HOLDINGS LIMITED
聯合醫務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 722)

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of UMP Healthcare Holdings Limited to be held at 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 21 November 2025 at 2:30 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.ump.com.hk).

If you are not able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

28 October 2025

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In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"Annual General Meeting" or "AGM"	the annual general meeting of the Company is to be held at 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 21 November 2025 at 2:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof
"Articles of Association"	the second amended and restated articles of association of the Company currently in force
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Company"	UMP Healthcare Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"controlling shareholder(s)" and "substantial shareholder(s)"	shall have the meanings given to them under the Listing Rules
"CTFE"	Chow Tai Fook Enterprises Limited, a company incorporated under the laws of Hong Kong with limited liability
"Director(s)"	the director(s) of the Company
"East Majestic"	East Majestic Group Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which is one of the controlling shareholders of the Company and wholly-owned by Dr. Sun Yiu Kwong
"EM Team"	EM Team Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, which is one of the controlling shareholders of the Company and wholly-owned by Dr. Sun Yiu Kwong
"Group"	the Company and its subsidiaries at the relevant time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China

"Issuance Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all powers of the Company to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
"Latest Practicable Date"	20 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China (excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan)
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary shares of HK$0.001 each in the issued capital of the Company
"Share Buy-back Mandate"	a general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise all power of the Company to repurchase Shares which shall not exceed 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular
"Shareholder(s)"	holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Codes on Takeovers and Mergers and Share Buy-backs approved by the Securities and Futures Commission of Hong Kong as amended from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules which has come into effect on 11 June 2024 as amended, supplemented or otherwise modified from time to time
"%"	per cent.

UMP Healthcare
聯合醫務集團

UMP HEALTHCARE HOLDINGS LIMITED
聯合醫務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 722)

Executive Directors:
Dr. SUN Yiu Kwong *(Chairman of the Board)*
Dr. SUN Man Kin, Michael
(Vice Chairman and Co-chief Executive Officer)
Ms. KWOK Cheuk Kwan, Jacquen
(Co-chief Executive Officer)
Mr. TSANG On Yip, Patrick *BBS*
Dr. LEE Pak Cheung, Patrick

Non-executive Director:
Dr. LEE Kar Chung, Felix

Independent Non-executive Directors:
Mr. LEE Luen Wai, John *BBS JP*
Dr. LI Kwok Tung, Donald *GBS JP*
Mr. YEUNG Tak Bun *BBS JP*

Registered Office:
Cricket Square,
Hutchins Drive,
PO Box 2681,
Grand Cayman KY1-1111,
Cayman Islands

Principal Place of Business in Hong Kong:
27th Floor,
Wing On House,
71 Des Voeux Road Central,
Hong Kong

28 October 2025

To the Shareholders

Dear Sir/Madam,

PROPOSALS FOR
(1) RE-ELECTION OF RETIRING DIRECTORS;
(2) GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES;
(3) RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 21 November 2025.

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. Dr. SUN Yiu Kwong, Dr. SUN Man Kin, Michael and Ms. KWOK Cheuk Kwan, Jacquen shall retire at the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the AGM.

Details of the Directors proposed for re-election and appointment at the AGM, are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 29 November 2024, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 81,095,524 Shares on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting). The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

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

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

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 29 November 2024, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury) of not exceeding 20% of the total number of issued Shares (excluding any Treasury Shares) as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 15 to 19 of this circular (i.e. a total of 162,191,048 Shares on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

5. RE-APPOINTMENT OF AUDITOR

KPMG will retire as the auditor of the Company at the AGM and, being eligible, will offer itself for re-appointment.

The Board proposes to re-appoint KPMG as the auditor of the Company to hold office until the next annual general meeting of the Company.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 19 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share of which he is the holder. A Shareholder entitled to more than one vote on a poll needs not to use all his/her votes or cast all the votes he uses in the same way.

The register of members of the Company will be closed from Tuesday, 18 November 2025 to Friday, 21 November 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 17 November 2025.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.ump.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority, (if any) under which it is signed or a certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, granting of the Share Buy-back Mandate and the Issuance Mandate, and re-appointment of auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
UMP Healthcare Holdings Limited
SUN Yiu Kwong
Chairman

The following are details of the Directors (as required by the Listing Rules) who will retire and being eligible, offer themselves for re-election, and be appointed at the Annual General Meeting.

(1) DR. SUN YIU KWONG, EXECUTIVE DIRECTOR

Position and experience

Dr. SUN Yiu Kwong ("**Dr. SUN**"), aged 82, is a founding member of the Group and the Chairman of the Company. He was appointed as a Director on 23 April 2015 and re-designated as an executive Director on 29 August 2015. He is primarily responsible for the overall formulation, supervision and guidance of business strategies, planning and development of the Group. He is the Chairman of the Nomination Committee of the Company. Dr. SUN is also a director of various companies of the Group.

With over 45 years of experience in family medicine practice, Dr. SUN is a Founder Fellow of the Hong Kong College of Family Physicians. He is a Clinical Associate Professor (honorary) in Faculty of Medicine, Jockey Club School of Public Health and Primary Care, The Chinese University of Hong Kong and an Honorary Clinical Assistant Professor in Department of Family Medicine and Primary Care, The University of Hong Kong. Dr. SUN is one of the pioneer Hong Kong doctors to participate in the healthcare development and training of medical professionals in the PRC.

He obtained a Bachelor of Medicine, Bachelor of Surgery from the University of Hong Kong in November 1967 and became a Fellow of the Hong Kong College of Family Physicians in September 1987 and a Fellow of the Hong Kong Academy of Medicine in the specialty of Family Medicine in December 1993. He was also registered as a specialist in Family Medicine in March 1998.

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

Length of service

Dr. SUN was appointed as a Director on 23 April 2015 and re-designated as an executive Director on 29 August 2015. Dr. SUN has entered into a service contract with the Company for a term of three years commencing from 27 November 2024, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Dr. SUN is the father of Dr. Michael SUN, the Vice Chairman, executive Director and Co-Chief Executive Officer and the father-in-law of Mr. TSANG On Yip, Patrick, an executive Director. He is the sole shareholder and one of the directors of East Majestic. He is also the sole shareholder and director of EM Team.

Interests in Shares

As at the Latest Practicable Date, Dr. SUN was deemed to be interested in a total of 273,220,989 Shares held by East Majestic and EM Team, representing approximately of 33.69% of the issued share capital of the Company pursuant to Part XV of the SFO. He was beneficially interested in 27,006,000 Shares and 1,000,000 underlying Shares granted to him by the Company under the Post-IPO Share Option Scheme on 26 May 2021, representing approximately 3.45% of the issued share capital of the Company.

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

Director's emoluments

The total emoluments (including Director's fee, salary, bonus and other benefits as well as the value of share options and share awards granted) payable to Dr. SUN for the year ended 30 June 2025 amounted to HK$5,190,000 approximately. The remuneration and compensation package of Dr. SUN is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, his time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is/was Dr. SUN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. SUN that need to be brought to the attention of the Shareholders.

(2) DR. SUN MAN KIN, MICHAEL, EXECUTIVE DIRECTOR

Position and Experience

Dr. SUN Man Kin, Michael ("**Dr. Michael SUN**"), aged 47, is the Vice Chairman and Co-Chief Executive Officer of the Company. He was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. He is a specialist in Radiology and along with Ms. Jacquen KWOK, he is responsible for building, consolidating, and strengthening professional network of the Group and the overall guidance of planning and development of the Group. Dr. Michael SUN has over 15 years of experience in medicine and has been the chief radiologist of the Group since July 2012. He is currently a radiologist, a director and a shareholder of ProCare Medical Imaging and Laboratory Centre Limited, a non-wholly owned subsidiary of the Company. He is also a consultant radiologist of the Group and a director of various members of the Group.

Dr. Michael SUN obtained a Bachelor of Medicine, Bachelor of Surgery from the University of Hong Kong in December 2002. He became a Fellow of the Royal College of Radiologist in October 2007 and a Fellow of the Hong Kong College of Radiologists in October 2010. He also became a Fellow of the Hong Kong Academy of Medicine in the specialty of Radiology in June 2010.

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

Length of service

Dr. Michael SUN was appointed as a Director on 18 August 2015 and re-designated as an executive Director on 29 August 2015. Dr. Michael SUN has entered into a service contract with the Company for a term of three years commencing from 27 November 2024, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Dr. Michael SUN is the son of Dr. SUN, the Chairman of the Company and executive Director and the brother-in-law of Mr. TSANG On Yip, Patrick, an executive Director. He is also a director of East Majestic.

Interests in Shares

As at the Latest Practicable Date, Dr. Michael SUN was beneficially interested in 22,033,033 Shares and 1,000,000 underlying Shares granted to him by the Company under the Post-IPO Share Option Scheme on 26 May 2021, representing approximately 2.84% of the issued share capital of the Company.

Dr. Michael SUN was also beneficially interested in 625 shares (representing approximately 6.25%) and 95 shares (representing approximately 6.33%) in ProCare Medical Imaging & Laboratory Centre Limited and Causeway Bay MRI Centre Limited respectively, both being associated corporations of the Company within the meaning of the SFO.

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

Director's emoluments

The total emoluments (including Director's fee, salary, bonus and other benefits as well as the value of share options and share awards granted) payable to Dr. Michael SUN for the year ended 30 June 2025 amounted to approximately HK$5,841,000. The remuneration and compensation package of Dr. Michael SUN is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, his time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is/was Dr. Michael SUN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Dr. Michael SUN that need to be brought to the attention of the Shareholders.

(3) MS. KWOK CHEUK KWAN, JACQUEN, EXECUTIVE DIRECTOR

Position and experience

Ms. KWOK Cheuk Kwan, Jacquen ("**Ms. Jacquen KWOK**"), aged 57, is the Co-Chief Executive Officer of the Company. She was appointed as a Director on 5 November 2014 and re-designated as an executive Director on 29 August 2015. She is a member of the Nomination Committee of the Company. Along with Dr. Michael SUN, she is responsible for the overall guidance of planning and development of the Group and initiating and leading business projects in collaboration with medical insurance companies and corporate customers. Ms. Jacquen KWOK is also responsible for internal operations to enhance operational efficiency and develop the Group's corporate expansion in Hong Kong and Mainland China. Ms. Jacquen KWOK is one of the key members in establishing the administration arm of the Group. She has over 25 years of experience in health schemes management and providers network administration to support the healthcare plan's implementation in the Group's network. She is actively involved in developing the infrastructure of the Group such as information technology platforms and medical network facilities. In recent years, Ms. Jacquen KWOK is also leading and managing corporate development, merger and acquisition investments, and business expansion for the Group.

Ms. Jacquen KWOK obtained a Bachelor of Arts in International Business Studies (Hons) from the City University of Hong Kong in November 1991 and obtained a Bachelor of Laws from Peking University in July 1996. She also obtained a Master of Science in Management (Health Services Management) from the Hong Kong Polytechnic University in November 2003.

Save as disclosed above, Ms. Jacquen KWOK did not hold any other directorships in companies listed in Hong Kong or overseas in the last three years.

Length of service

Ms. Jacquen KWOK was appointed as a Director on 5 November 2014 and re-designated as an executive Director on 29 August 2015. Ms. Jacquen KWOK has entered into a service contract with the Company for a term of three years commencing from 27 November 2024, subject to retirement by rotation and re-election at annual general meetings of the Company pursuant to the Articles of Association.

Relationships

Save as disclosed above, Ms. Jacquen KWOK does not have any relationship with any Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Jacquen KWOK was beneficially interested in 20,200,000 Shares and 1,000,000 underlying Shares granted to her by the Company under the Post-IPO Share Option Scheme on 26 May 2021, representing approximately 2.61% of the issued share capital of the Company.

Save as disclosed above, Ms. Jacquen KWOK has no interests in the Shares within the meaning of Part XV of SFO.

Director's emoluments

The total emoluments (including Director's fee, salary, bonus and other benefits as well as the value of share options and share awards granted) payable to Ms. Jacquen KWOK for the year ended 30 June 2025 amounted to approximately HK$5,873,000. The remuneration and compensation package of Ms. Jacquen KWOK is determined by the Board on the recommendations made by the remuneration committee which take into account salaries paid by comparable companies, her time commitment and responsibilities and performance of the Group.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

Save as disclosed above, there is no information which is disclosable nor is/was Ms. Jacquen KWOK involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters concerning Ms. Jacquen KWOK 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.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) the shares to be repurchased by a company must be fully paid-up;

(ii) the company has previously sent to its shareholders an explanatory statement complying with the Listing Rules; and

(iii) all on market repurchase of shares by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a specific approval in relation to specific transactions or by a general mandate to the directors of the company to make such repurchase, and a copy of such resolution together with the necessary documentation have been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 810,955,244 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the total number of issued Shares remains unchanged on the date of the Annual General Meeting, i.e. being 810,955,244 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 81,095,524 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

3. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

4. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

5. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 30 June 2025) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	**Highest**	**Lowest**
	HK$	*HK$*
2024		
October	0.485	0.425
November	0.440	0.410
December	0.440	0.400
2025		
January	0.440	0.400
February	0.430	0.400
March	0.445	0.410
April	0.415	0.350
May	0.440	0.380
June	0.495	0.410
July	0.530	0.460
August	0.530	0.470
September	0.520	0.470
October (up to the Latest Practicable Date)	0.495	0.460

7. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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

8. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such an increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, as at the Latest Practicable Date, Dr. SUN Yiu Kwong, the Chairman and the controlling shareholder, and East Majestic and EM Team (being companies wholly-owned by Dr. SUN Yiu Kwong) and parties in concert or presumed to be acting in concert with it (including CTFE, Dr. SUN Man Kin, Michael and Mr. TSANG On Yip, Patrick) (collectively, the "**Concert Group**") directly or indirectly held a total of 450,510,049 Shares, which constituted approximately 55.55% of the voting rights attaching to the issued share capital of the Company. If the Share Buy-back Mandate is exercised in full, which is considered to be unlikely in the current circumstances, the Concert Group will (assuming that there is no change in the relevant facts and circumstances) hold approximately 61.72% of the voting rights attaching to the issued share capital of the Company. To the best knowledge and beliefs of the Directors, such an increase of shareholding would not give rise to an obligation for the Concert Group to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Share Buy-back Mandate to such an extent which would result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

9. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

UMP Healthcare
聯合醫務集團

UMP HEALTHCARE HOLDINGS LIMITED
聯合醫務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 722)

NOTICE IS HEREBY GIVEN that the annual general meeting of UMP Healthcare Holdings Limited (the "**Company**") will be held at 14th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong on Friday, 21 November 2025 at 2:30 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 30 June 2025.

2. To declare a final dividend of HK1.90 cents per share of the Company for the year ended 30 June 2025.

3. (a) To re-elect Dr. SUN Yiu Kwong as an executive director of the Company.

   (b) To re-elect Dr. SUN Man Kin, Michael as an executive director of the Company.

   (c) To re-elect Ms. KWOK Cheuk Kwan, Jacquen as an executive director of the Company.

   (d) To authorize the board of directors of the Company to fix the respective directors' remuneration.

4. To re-appoint KPMG as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;

(b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding any treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting."

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company (including any sale or transfer of Treasury Shares out of treasury) and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares (excluding any treasury shares) at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

"Rights Issue" means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange)."

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

"**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the "**Notice**"), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company as at the date of passing of this resolution."

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

Hong Kong, 28 October 2025

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). An explanation of the detailed procedures of conducting a poll will be provided to shareholders at the meeting. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy or more than one proxy (where the shareholder holds two or more shares) to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

   On a show of hands, every shareholder who is present in person (or being a corporation, is present by a duly authorized representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a shareholder which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. In the case of a poll, every shareholder present in person or by proxy or being a corporation, present by its authorized representative shall be entitled to one vote for each fully paid share held by him.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 18 November 2025 to Friday, 21 November 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 17 November 2025.

5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the annual general meeting), the register of members of the Company will be closed from Thursday, 11 December 2025 to Friday, 12 December 2025, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 10 December 2025.

6. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time between 9:00 a.m. and 11:00 a.m. on the day of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.ump.com.hk) and the HKEX news website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

As at the date of this notice, the Executive Directors of the Company are Dr. SUN Yiu Kwong (Chairman), Dr. SUN Man Kin, Michael (Vice-chairman and Co-Chief Executive Officer), Ms. KWOK Cheuk Kwan, Jacquen (Co-Chief Executive Officer), Mr. TSANG On Yip, Patrick and Dr. LEE Pak Cheung, Patrick; the Non-executive Director is Dr. LEE Kar Chung, Felix; and the Independent Non-executive Directors are Mr. LEE Luen Wai, John, Dr. LI Kwok Tung, Donald and Mr. YEUNG Tak Bun.