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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)

SCRIP DIVIDEND SCHEME IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 30 JUNE 2019

Reference is made to the announcement of the Company dated 26 September 2019 and the circular of the Company dated 18 October 2019.

SCRIP DIVIDEND SCHEME

On 26 September 2019, the Board proposed the payment of the Final Dividend of HK2.55 cents per Share for the year ended 30 June 2019. As proposed by the Board, the Shareholders will be given the option to receive the Final Dividend in Scrip Shares in lieu of cash in accordance with Scrip Dividend Scheme. At the annual general meeting held on 20 November 2019, the Shareholders approved the payment of the Final Dividend.

Under the Scrip Dividend Scheme, the Eligible Shareholders whose names appear on the register of members of the Company as at the Record Date have the choice of receiving the Final Dividend by way of:

- (a) a cash dividend of HK2.55 cents for each Share held on the Record Date; or
- (b) an allotment and issue of Scrip Shares (the number of which is determined as explained below) having an aggregate market value, save for adjustment for fractions, equal to the total amount of Final Dividend which such Shareholder would otherwise be entitled to receive in cash; or
- (c) a combination of partly in (a) and partly in (b) above.

For the purpose of calculating the number of Scrip Shares to be allotted pursuant to the Scrip Dividend Scheme, the Market Value of each Scrip Share will be calculated as an amount equal to the average value of the closing price of one share on the Stock Exchange for the five consecutive trading days up to and including the Record Date less a discount of 3% and the Market Value will be rounded down to two decimal places, being HK\$1.32.

Accordingly, the number of Scrip Shares which the Eligible Shareholders will receive, in respect of the existing Shares registered in their names as at the Record Date (i.e. Friday, 6 December 2019) will be calculated as follows:

$$\begin{array}{rcl} \text{Number of Scrip Shares} & & \text{HK2.55 cents} \\ \text{to be received} & & \text{(the Final Dividend per} \\ \text{(rounded down to the} & = & \text{Share)} \\ \text{nearest whole number)} & & \hline & & \text{HK\$1.32} \end{array} \quad \begin{array}{l} \text{Number of existing} \\ \text{Shares held on the} \\ \text{Record Date for which} \\ \text{cash election is not made} \end{array} \times$$

The number of Scrip Shares to be received will be rounded down to the nearest whole number of the Scrip Shares. Fractional entitlements to the Scrip Shares in respect of alternatives (b) and (c) above will be paid in cash (rounded down to nearest cent) to the relevant Shareholders. The Scrip Shares to be issued pursuant to the Scrip Dividend Scheme will rank pari passu in all respects with the existing Shares except that they shall not rank for the Final Dividend. The Scrip Shares will be allotted by way of capitalisation of the Company's reserves or profits.

Application has been made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares to be issued pursuant to the Scrip Dividend Scheme. The Scrip Dividend Scheme is conditional upon listing approval being granted by the Stock Exchange in respect of the Scrip Shares to be issued pursuant thereto. If this condition is not satisfied, the Scrip Dividend Scheme described herein will not become effective, the Election Form will be void and the Final Dividend will then be paid wholly in cash. Subject to the said permission being granted by the Stock Exchange, it is expected that share certificates for the Scrip Shares and/or cheques for cash dividend will be posted by ordinary mail to those entitled thereto at their own risk on Wednesday, 22 January 2020. All certificates for the Scrip Shares are non-renounceable.

The Circular containing further details of the Scrip Dividend Scheme and the basis of allotment of the Scrip Shares pursuant to the Scrip Dividend Scheme, together with the Election Form, will be despatched to the Eligible Shareholders shortly.

Eligible Shareholders who wish to receive the Final Dividend (a) in the form of Scrip Shares only or (b) partly in cash and partly in the form of Scrip Shares should complete and sign the Election Form in accordance with the instructions printed thereon and lodge them to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:00 p.m. on Wednesday, 8 January 2020. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal and/or Extreme Conditions is in force at or at any time prior to 4:00 p.m. on Wednesday, 8 January 2020, the latest time and date for the submission of the Election Form will be extended. Further information will be disclosed in the Circular.

Eligible Shareholders who wish to receive the Final Dividend in form of cash only should NOT return the Election Form. If the Company's branch share register does not receive your completed and signed Election Form by the aforesaid closing time, you will receive the whole of your dividend in cash.

In this announcement, the following expressions have the meaning set out below unless the context otherwise requires:

“Board”	the Board of Directors of the Company
“Circular”	the circular containing further details of the Scrip Dividend Scheme and the basis of allotment of the Scrip Shares pursuant to the Scrip Dividend Scheme, which will be despatched together with the Election Form in December 2019
“Company”	UMP Healthcare Holdings Limited (Stock Code: 722), a Company incorporated under the laws of the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Election Form”	the form of election for use by the Shareholders who wish to receive the Final Dividend wholly or partly in Scrip Shares instead of in cash
“Eligible Shareholders”	the holders of Shares whose names appeared on the register of members on the Record Date
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the Government of Hong Kong
“Final Dividend”	the final dividend of HK2.55 cents per Share for the year ended 30 June 2019 payable to the Eligible Shareholders

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Market Value”	the price for converting cash dividend to scrip under the Scrip Dividend Scheme
“Record Date”	Friday, 6 December 2019
“Scrip Dividend Scheme”	the scheme under which the Eligible Shareholders may elect to receive the Final Dividend wholly or partly by the allotment of new Shares instead of in cash
“Scrip Shares”	the new Share(s) to be allotted, issued and credited as fully paid under the Scrip Dividend Scheme
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

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

Hong Kong, 16 December 2019

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