

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 30 June 2014 (the “**Prospectus**”) issued by Bamboos Health Care Holdings Limited (百本醫護控股有限公司) (the “**Company**”).

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This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Placing Shares thereby being offered.



BAMBOOS HEALTH CARE HOLDINGS LIMITED

百本醫護控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares	: 100,000,000 Shares
Placing Price	: HK\$0.5 per Placing Share (payable in full upon application, plus brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%)
Nominal Value	: HK\$0.01 per Share
Stock Code	: 8216

Sole Sponsor



Halcyon Capital Limited

Joint Bookrunners and Joint Lead Managers



Halcyon Securities Limited



Great Roc Capital Securities Limited

- The Placing Price is agreed at HK\$0.5 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%).
- Based on the Placing Price of HK\$0.5 per Placing Share, the net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are estimated to be approximately HK\$39.8 million.
- The 100,000,000 Placing Shares offered by the Company under the Placing have been fully subscribed. The Offer Size Adjustment Option has not been exercised and has lapsed.
- 100,000,000 Placing Shares have been conditionally allocated to a total of 143 selected professional, institutional and other investors.
- The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after completion of the Capitalisation Issue and the Placing.
- The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be owned by the three largest public Shareholders. The Company will comply with the public float requirement pursuant to Rules 11.23(7) and 11.23(8) of the GEM Listing Rules.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 8 July 2014.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Pursuant to the price determination agreement entered into between the Company and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on Thursday, 3 July 2014, the Placing Price was agreed to be HK\$0.5 per Placing Share (excluding brokerage of 1%, SFC transaction levy of 0.003% and Stock Exchange trading fee of 0.005%). The net proceeds to be received by the Company from the Placing, after deducting underwriting fees and other expenses, are estimated to be approximately HK\$39.8 million. The Directors intend to apply such net proceeds from the Placing in accordance with the purposes set forth in the section headed “Future plans and use of proceeds” in the Prospectus in the following manner:

- (a) as to approximately HK\$3.9 million, representing approximately 9.7% of the net proceeds from the Placing, for enhancing the Group’s business operation efficiency;
- (b) as to approximately HK\$5.8 million, representing approximately 14.5% of the net proceeds from the Placing, for strengthening brand awareness and expanding the Group’s healthcare personnel pool;
- (c) as to approximately HK\$15.2 million, representing approximately 38.2% of the net proceeds from the Placing, for enhancing the Group’s healthcare staffing solution services;
- (d) as to approximately HK\$7.9 million, representing approximately 19.9% of the net proceeds from the Placing, for developing the Group’s outreach services team;
- (e) as to approximately HK\$4.8 million, representing approximately 12.1% of the net proceeds from the Placing, for repayment of the Group’s indebtedness; and
- (f) as to approximately HK\$2.2 million, representing approximately 5.6% of the net proceeds from the Placing, for general working capital of the Group.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING AND LAPSE OF OFFER SIZE ADJUSTMENT OPTION

The 100,000,000 Placing Shares offered by the Company under the Placing have been fully subscribed. The Offer Size Adjustment Option has not been exercised by the Joint Lead Managers and has lapsed.

RESULTS OF ALLOCATION

Pursuant to the Placing, 100,000,000 Shares have been conditionally allocated to a total of 143 selected professional, institutional and other investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate percentage of the total number of the Placing Shares allocated	Approximate percentage of shareholding over the enlarged issued share capital of the Company immediately after the Capitalisation Issue and the completion of the Placing
Top placee	19,856,000	19.86%	4.96%
Top 5 placees	62,016,000	62.02%	15.50%
Top 10 placees	84,008,000	84.01%	21.00%
Top 25 placees	95,736,000	95.74%	23.93%

Number of Placing Shares allocated

	Number of placees
8,000 to 40,000	87
40,001 to 160,000	29
160,001 to 640,000	10
640,001 to 1,600,000	5
1,600,001 to 3,200,000	5
3,200,001 to 6,400,000	1
6,400,001 to 10,000,000	4
10,000,001 or above	2

Total	143
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The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, Substantial Shareholders or significant Shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates (as defined under the GEM Listing Rules) or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing. No placee will, individually, be placed more than 10% of the enlarged issued share capital of the Company immediately after the Capitalisation Issue and completion of the Placing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at all times. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after the Capitalisation Issue and the completion of the Placing, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of the Listing will be owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. Tuesday, 8 July 2014) or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All necessary arrangements have been made for the Shares to be admitted into CCASS. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No receipt will be issued for subscription monies for the Placing Shares. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on or before Monday, 7 July 2014 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be).

Prospective investors of the Placing Shares should note that the Joint Lead Managers (for themselves and on behalf of the Underwriters) are, among others, entitled to terminate the Underwriting Agreement by notice in writing to the Company given by the Joint Lead Managers (for themselves and on behalf of the Underwriters) upon the occurrence of any of the events set forth under the paragraph headed "Grounds for Termination" under the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Tuesday, 8 July 2014). In the event that conditions of the Placing as mentioned therein are not fulfilled prior to the date specified in the Prospectus, the Placing will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bamboos.com.hk.

All share certificates will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date (i.e. Tuesday, 8 July 2014).

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 8 July 2014. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.bamboos.com.hk. The Shares will be traded in board lots of 8,000 Shares each. The stock code for the Shares is 8216.

By order of the Board
Bamboos Health Care Holdings Limited
百本醫護控股有限公司
Kwan Chi Hong
Chairman

Hong Kong, 7 July 2014

As at the date of this announcement, the executive Directors are Mr. Kwan Chi Hong (Chairman), Ms. Hai Hiu Chu (Chief Executive Officer), the non-executive Director is Mr. Mok Gar Lon, Francis and the independent non-executive Directors are Mr. Lam Cheung Wai, Professor Chan Chi Fai, Andrew and Dr. Luk Yim Fai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.bamboos.com.hk.