



BAMBOOS HEALTH CARE HOLDINGS LIMITED

百本醫護控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8216)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at 15th Floor, Bamboos Centre, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 October 2014 at 9:30 a.m. (or any adjournment thereof)

I/We (note a) _____

of _____

being the registered holder(s) of _____

(note b) shares of HK\$0.01 each in the capital of Bamboos Health Care Holdings Limited (the "Company") hereby appoint the Chairman of the annual general meeting of the Company (the "Meeting") or _____ of

_____ to act

as my/our proxy (note c) to attend and vote for me/us on my/our behalf at the Meeting to be held at 15th Floor, Bamboos Centre, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 30 October 2014 at 9:30 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Meeting and at the Meeting (or any adjournment thereof) in respect of the said resolutions as indicated below or, if no indication is given, as my/our proxy thinks fit.

| | ORDINARY RESOLUTIONS | FOR (note d) | AGAINST (note d) |
|----|---|--------------|------------------|
| 1. | To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and the auditors of the Company for the year ended 30 June 2014. | | |
| 2. | (a) To re-elect Mr Kwan Chi Hong as executive Director. | | |
| | (b) To re-elect Ms Hai Hiu Chu as executive Director. | | |
| | (c) To re-elect Mr Wong Kam Pui as non-executive Director. | | |
| | (d) To re-elect Mr Lam Cheung Wai as independent non-executive Director. | | |
| | (e) To re-elect Professor Chan Chi Fai, Andrew as independent non-executive Director. | | |
| | (f) To re-elect Dr Luk Yim Fai as independent non-executive Director. | | |
| | (g) To authorise the board of Directors to fix the remuneration of the Directors. | | |
| 3. | To re-appoint PricewaterhouseCoopers as the auditors of the Company and authorise the board of Directors to fix their remuneration. | | |
| 4. | To grant a general mandate to the Directors to allot, issue and deal with the unissued shares of HK\$0.01 each in the share capital of the Company, the aggregate nominal amount of which shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution. | | |
| 5. | To grant a general mandate to the Directors to repurchase the Company's shares up to 10% of the issued share capital of the Company as at the date of passing of this resolution. | | |
| 6. | To add the total number of shares in the share capital of the Company purchased by the Company to the general mandate granted to the Directors under resolution no. 4 above. | | |

Date this _____ day of _____ 2014.

Shareholder's signature x _____ x (notes e, f, g, h and i)

Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- Please insert the number of shares in the Company (the "Shares") registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the annual general meeting of the Company (the "Meeting") or" and insert the name and address of the person appointed in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If the form of proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- Where there are joint registered holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect such Share shall alone be entitled to vote in respect thereof.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar and transfer office, Union Registrars Limited (the "Branch Share Registrar"), at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you so wish.
- Any alteration made to this form of proxy should be initialled by the person who signs the form.**
- The register of members of the Company will be closed from Tuesday, 28 October 2014 to Thursday, 30 October 2014 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending and voting at the Meeting (or any adjournment thereof), all transfers of Shares accompanied by the relevant share certificate(s) must be lodged with the Branch Share Registrar at the above address by no later than 4:00 p.m. on Monday, 27 October 2014.