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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Bamboos Health Care Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).



**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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND  
BUY-BACK SHARES**

**AND**

**RE-ELECTION OF DIRECTORS**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in the lower portion of the front and inside cover pages have the same respective meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the Annual General Meeting to be held at 15th Floor, Bamboos Centre, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 29 October 2015 at 9:00 a.m. is set out on pages 17 to 21 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at A18., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.bamboos.com.hk](http://www.bamboos.com.hk).

24 September 2015

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## CHARACTERISTICS OF THE GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of the GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on the GEM, there is a risk that securities traded on the GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on the GEM.

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company as altered from time to time
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 15th Floor, Bamboos Centre, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 29 October 2015 at 9:00 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 17 to 21 of this circular
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to buy-back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“BVI”	the British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Bamboos Health Care Holdings Limited (百本醫護控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the GEM
“connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules

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## DEFINITIONS

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“controlling shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Gold Beyond”	Gold Beyond Limited, a company incorporated in the BVI with limited liability on 16 October 2012, which is wholly-owned by Mr Kwan, being one of the controlling shareholders of the Company
“Gold Empress”	Gold Empress Limited, a company incorporated in the BVI with limited liability on 16 October 2012, which is wholly-owned by Ms Hai, being one of the controlling shareholders of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	16 September 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Date”	8 July 2014, the date on which dealing in the Shares first commenced on the GEM

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## DEFINITIONS

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“Ms Hai”	Ms Hai Hiu Chu, a co-founder, an executive Director and the chief executive officer of the Group, as well as a controlling shareholder of the Company
“Mr Kwan”	Mr Kwan Chi Hong, a co-founder, an executive Director and the chairman of the Group, as well as a controlling shareholder of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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**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)**

*Executive Directors:*

Mr Kwan Chi Hong (*Chairman*)

Ms Hai Hiu Chu

*Non-executive Director:*

Mr Wong Kam Pui

*Independent non-executive Directors:*

Mr Lam Cheung Wai

Professor Chan Chi Fai, Andrew

Dr Luk Yim Fai

*Registered office:*

P.O. Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Head office and principal place of business  
in Hong Kong:*

Unit B and C, 16th Floor E-Trade Plaza

24 Lee Chung Street Chai Wan, Hong Kong

24 September 2015

*To the Shareholders*

Dear Sir or Madam

**GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The primary purposes of this circular are to provide you with information regarding certain ordinary resolutions to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

The resolutions to be proposed at the Annual General Meeting, in addition to ordinary business, include (i) ordinary resolutions relating to the proposed grant of the General Mandate, the Buy-back Mandate and the Extension Mandate and (ii) ordinary resolutions relating to the proposed re-election of Directors.

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## LETTER FROM THE BOARD

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### **GRANT OF BUY-BACK MANDATE, GENERAL MANDATE AND EXTENSION MANDATE**

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy-back issued Shares. The maximum number of Shares that may be bought back pursuant to the Buy-back Mandate will be such number which represents 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution subject to the GEM Listing Rules.

The Buy-back Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles of Association, or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Company in the general meeting.

The explanatory statement required by the GEM Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Buy-back Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to issue, allot and deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolution of the Buy-back Mandate and the General Mandate, an ordinary resolution will also be proposed to grant to the Directors the Extension Mandate to authorise the Directors to issue new Shares in an amount not exceeding the aggregate number of the Shares bought back pursuant to the Buy-back Mandate.

Based on 400,000,000 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be bought back by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 80,000,000 Shares, representing 20% of the Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors, the Company will be allowed under the Buy-back Mandate to bought back up to a maximum of 40,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.



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## LETTER FROM THE BOARD

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The Directors wish to state that they have no immediate plans to buy-back any Shares or to allot and issue any new Shares, other than Shares which may fall to be allotted and issued upon the exercise of any options granted under the share option scheme of the Company).

### RE-ELECTION OF DIRECTORS

At as the Latest Practicable Date, the Board consisted of six (6) Directors, namely:

<b>Executive Directors</b>	<b>Date of appointment</b>
Mr Kwan Chi Hong	23 November 2012 <i>(who was re-designated as an executive Director on 28 March 2014)</i>
Ms Hai Hiu Chu	23 November 2012 <i>(who was re-designated as an executive Director on 28 March 2014)</i>
<b>Non-executive Director</b>	
Mr Wong Kam Pui	25 September 2014
<b>Independent non-executive Director</b>	
Mr Lam Cheung Wai	24 June 2014
Professor Chan Chi Fai, Andrew	24 June 2014
Dr Luk Yim Fai	24 June 2014

In accordance with Article 16.18 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 three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director, including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years.

At the Annual General Meeting and by virtue of Article 16.18 of the Articles of Association, Mr Kwan Chi Hong and Ms Hai Hiu Chu will retire and, being eligible, offer himself/herself for re-election.

Biographical details of each of the retiring Directors are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 27 October 2015 to Thursday, 29 October 2015 (both days inclusive) during which period no transfer of Shares may be effected for the purpose of determining shareholders who are entitled to attend and vote at the Annual General Meeting. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Branch Share Registrar, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on Monday, 26 October 2015.

### ACTIONS TO BE TAKEN

Set out on pages 17 to 21 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as practicable and in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

### RESPONSIBILITY STATEMENT

This circular, 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, 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.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully  
By order of the Board  
**Bamboos Health Care Holdings Limited**  
百本醫護控股有限公司  
**Kwan Chi Hong**  
*Chairman and Executive Director*

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**

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This appendix serves as an explanatory statement, as required under Rule 13.08 of the GEM Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Buy-back Mandate to the Directors.

### **1. GEM LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The GEM Listing Rules permit companies whose primary listings are on the Stock Exchange to buy-back their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all buy-backs of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 400,000,000 Shares in issue.

Subject to the passing of the proposed resolution granting the Buy-back Mandate and on the basis that no new Shares are issued and no Shares are bought back for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 40,000,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

### **3. REASONS FOR THE BUY-BACKS**

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy-back Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such buy-backs may, depending on 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 buy-backs will benefit the Company and the Shareholders as a whole.

### **4. FUNDING OF BUY-BACKS**

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on buy-back may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are bought back. In

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## APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

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accordance with the laws of the Cayman Islands, the Shares so bought-back would be treated as cancelled but the aggregate amount of authorized share capital would not be reduced.

### 5. MATERIAL ADVERSE IMPACT IN THE EVENT OF BUY-BACK IN FULL

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 30 June 2015, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### 6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the GEM during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2014</b>		
September	0.90	0.69
October	0.89	0.72
November	1.03	0.80
December	0.95	0.79
<b>2015</b>		
January	0.87	0.78
February	0.84	0.79
March	1.16	0.79
April	1.30	0.96
May	1.33	1.07
June	1.18	0.99
July	1.09	0.64
August	0.98	0.55
September ( <i>up to the Latest Practicable Date</i> )	0.81	0.71

### 7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and the laws of the Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**

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**8. CORE CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Buy-back Mandate if the same is approved by the Shareholders at the Annual General Meeting.

No connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

**9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to buy-back securities pursuant to the Buy-back Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were directly or indirectly interested in 5% or more of the issued Shares:

<b>Name</b>	<b>Capacity/ Nature of interest</b>	<b>Number of Shares held (L) (Note 1)</b>	<b>Approximate percentage of existing shareholding (Note 5)</b>	<b>Approximate percentage of shareholding if the Buy-back Mandate is exercised in full</b>
Gold Empress	Beneficial owner	270,000,000 (Note 2)	75%	83.33%
	Deemed interest	30,000,000 (Note 4)		
Ms Hai	Interest of a controlled corporation	270,000,000 (Note 2)	75%	83.33%
	Deemed interest	30,000,000 (Note 4)		

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**APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**


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Name	Capacity/ Nature of interest	Number of Shares held (L) (Note 1)	Approximate percentage of existing shareholding (Note 5)	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full
Gold Beyond	Beneficial owner	30,000,000 (Note 3)	75%	83.33%
	Deemed interest	270,000,000 (Note 4)		
Mr Kwan	Interest of a controlled corporation	30,000,000 (Note 3)	75%	83.33%
	Deemed interest	270,000,000 (Note 4)	75%	

*Notes:*

- (1) The letter “L” denotes a long position in the shareholder’s interest in the issued share capital of the Company.
- (2) These 270,000,000 Shares are registered in the name of Gold Empress. Under the SFO, Ms Hai is deemed to be interested in the 270,000,000 Shares held by Gold Empress by virtue of Ms Hai holding the entire issued share capital of Gold Empress.
- (3) These 30,000,000 Shares are registered in the name of Gold Beyond. Under the SFO, Mr Kwan is deemed to be interested in the 30,000,000 Shares held by Gold Beyond by virtue of Mr Kwan holding the entire issued share capital of Gold Beyond.
- (4) Ms Hai and Mr Kwan, both being the executive Directors, are deemed to be parties acting in concert under the Takeovers Code. Accordingly, Ms Hai, Mr Kwan, Gold Empress and Gold Beyond are all regarded as parties acting in concert under the Takeovers Code and are therefore deemed to be interested in the Shares held by each of them.
- (5) The percentage of shareholding was calculated based on the total issued share capital of 400,000,000 Shares as at the Latest Practicable Date.

On the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming there is no further issue or buy-backs of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, if the Buy-back Mandate were exercised in full, the shareholding in the Company of Gold Empress, Ms Hai, Gold Beyond and Mr Kwan together with his/her associates would be increased from approximately 75% to approximately 83.33% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25%. The Directors confirm that the Buy-back Mandate will not be exercised to the extent as may result in a public shareholding falling below the prescribed minimum percentage.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**

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**10. SHARE BUY-BACK MADE BY THE COMPANY**

The Company did not buy-back any Shares in the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).



Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the Annual General Meeting.

**Mr Kwan Chi Hong** (關志康), aged 43, is an executive Director, the chairman of the Board, the compliance officer and a member of the nomination committee of the Board. He is also one of the directors of the subsidiaries of the Company. Mr Kwan co-founded the Group in May 2009. He was appointed as a Director on 23 November 2012 and re-designated as an executive Director on 28 March 2014. Mr Kwan performs a leadership role in monitoring and evaluating the business, strategic planning and major decision making for the Group. Mr Kwan obtained a bachelor's degree in Economics and a master's degree in Economics from The University of Hong Kong in January 1995 and December 2005 respectively. Mr Kwan has completed a programme in Executive MBA and obtained a master's degree in Business Administration from The Chinese University of Hong Kong in December 2007. Mr Kwan has over 10 years of managerial experience in the public sector from February 1995 to December 2007, including working as an executive officer in various government departments including the Registration and Electoral Office, Urban Services Department, Home Affairs Department, Hong Kong Police Force and Chief Secretary for Administration's Office Government Secretariat, mainly responsible for human resources management including manpower and succession planning, financial resources management including planning and allocating financial resources and exercising control over revenue and expenditure, policy support including analysing the information collected and liaising with parties concerned to facilitate the formulation of policies, and general administration.

Mr Kwan was awarded the Young Entrepreneur of the Year 2012 from the Hong Kong Business Awards hosted by DHL Express and South China Morning Post and the EY Entrepreneur of the Year 2013 China – Emerging Entrepreneur hosted by EY.

Save as disclosed and as far as the Directors are aware, Mr Kwan does not have any relationship with any Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. He did not hold any directorship in other listed public company(ies) in the last three years before the Latest Practicable Date.

As at the Latest Practicable Date, Mr Kwan was deemed interested in 30,000,000 Shares registered in the name of Gold Beyond (of which the entire issued share capital is wholly and beneficially owned by Mr Kwan). In addition, Mr Kwan and Ms Hai Hiu Chu (being an executive Director and a controlling shareholder of the Company by virtue of her interests in 270,000,000 Shares held through Gold Empress, a company wholly and beneficially owned by Ms Hai) are deemed to be parties acting in concert under the Takeovers Code. Accordingly, Gold Beyond and Mr Kwan are regarded as parties acting in concert with Gold Empress and Ms Hai under the Takeovers Code and are therefore also deemed interested in the 270,000,000 Shares held by Ms Hai through Gold Empress. Save as disclosed above, as at the Latest Practicable Date, Mr Kwan had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Mr Kwan has entered into a service agreement with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other in accordance with the terms of the service agreement. He is also subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. Pursuant to the service agreement, Mr Kwan is entitled to a basic annual salary of HK\$1,400,000 per annum (which is subject to review each year) and such other emoluments and/or discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. The level of Mr Kwan's emolument was and will be determined by the Board with reference to his experience, qualifications, duties and responsibilities involved in the Group, as well as the performance of the Company and the prevailing market conditions. For the year ended 30 June 2015, Mr Kwan received by way of remuneration and/or other emoluments the amount of HK\$1,195,419 from the Group.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to Mr Kwan's re-election at the Annual General Meeting.

**Ms Hai Hiu Chu** (奚曉珠), aged 44, is an executive Director, the chief executive officer of the Company and a member of the remuneration committee of the Board. She is also one of the directors of the subsidiaries of the Company. Ms Hai co-founded the Group in May 2009. She was appointed as a Director on 23 November 2012 and re-designated as an executive Director on 28 March 2014. Ms Hai is responsible for the overall management, strategic development and major decision making for our Group. Ms Hai obtained a bachelor's degree in pharmacy in Chinese Medicine and a master's degree of Science in Chinese Medicines from The University of Hong Kong in November 2008 and November 2012 respectively. She has completed a programme in Executive MBA and obtained a master's degree in Business Administration from The Chinese University of Hong Kong in December 2010. She obtained an EN qualification from the Nursing Council of Hong Kong in February 1993. Ms Hai has over 16 years of experience in the medical field and the pharmaceutical industry. Ms Hai worked as an enrolled nurse with United Christian Hospital from March 1993 to March 1994, Christian Family Service Centre from March 1994 to November 1994, Chuen On Laboratory from November 1994 to February 1995 and a Hong Kong doctor's clinic from March 1995 to September 1995, mainly responsible for general nursing care duties and healthcare administration support.

Ms Hai then worked at various pharmaceutical and medical device companies responsible for sales and marketing, including working as a product specialist at United Italian Corp. (HK) Ltd which is a medical and pharmaceutical product distributor from August 1999 to February 2001 responsible for promoting medical consumable products and expanding their distribution among hospitals, and working as a territory manager – spinal products, being responsible for medical device sales at Medtronic International Ltd., which is principally engaged in development and manufacturing of medical device technology and

therapies, from March 2001 to November 2002 responsible for medical device sales. Ms Hai is the winner of the Most Promising Entrepreneurship Award of Asia Pacific Entrepreneurship Awards 2012.

Save as disclosed and as far as the Directors are aware, Ms Hai does not have any relationship with any Director, senior management, management shareholder, substantial shareholder or controlling shareholder of the Company nor hold any position with the Company and other members of the Group. She did not hold any directorship in other listed public company(ies) in the last three years before the Latest Practicable Date.

As at the Latest Practicable Date, Ms Hai was deemed interested in 270,000,000 Shares registered in the name of Gold Empress (of which the entire issued share capital is wholly and beneficially owned by Ms Hai). In addition, Ms Hai and Mr Kwan Chi Hong (being an executive Director and a controlling shareholder of the Company by virtue of his interests in 30,000,000 Shares held through Gold Beyond, a company wholly and beneficially owned by Mr Kwan) are deemed to be parties acting in concert under the Takeovers Code. Accordingly, Gold Empress and Ms Hai are regarded as parties acting in concert with Gold Beyond and Mr Kwan under the Takeovers Code and are therefore also deemed interested in the 30,000,000 Shares held by Mr Kwan through Gold Beyond. Save as disclosed above, as at the Latest Practicable Date, Ms Hai had no interests (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company and/or its associated corporations.

Ms Hai has entered into a service agreement with the Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other in accordance with the terms of the service agreement. She is also subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. Pursuant to the service agreement, Ms Hai is entitled to a basic annual salary of HK\$1,400,000 per annum (which is subject to review each year) and such other emoluments and/or discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. The level of Ms Hai's emolument was and will be determined by the Board with reference to her experience, qualifications, duties and responsibilities involved in the Group, as well as the performance of the Company and the prevailing market conditions. For the year ended 30 June 2015, Ms Hai received by way of remuneration and/or other emoluments the amount of HK\$1,195,419 from the Group.

Save as disclosed above and so far as the Directors were aware as at the Latest Practicable Date, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 17.50(2) (h) to (v) of the GEM Listing Rules in relation to Ms Hai's re-election at the Annual General Meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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### 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)**

#### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Bamboos Health Care Holdings Limited (百本醫護控股有限公司) (the “**Company**”) will be held at 15th Floor, Bamboos Centre, 52 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Thursday, 29 October 2015 at 9:00 a.m. to consider, if thought fit, transact the following ordinary businesses:

##### **As Ordinary Business**

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 (the “**Auditors**”) of the Company for the year ended 30 June 2015.
2. To consider the re-election of the retiring Directors (namely Mr Kwan Chi Hong and Ms Hai Hiu Chu, each as separate resolution), and to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To consider the re-appointment of PricewaterhouseCoopers as the Auditors for the year ending 30 June 2016 and to authorise the Board to fix the remuneration of the Auditors.

##### **As Special Business**

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other

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## NOTICE OF ANNUAL GENERAL MEETING

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securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (the “**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of 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 or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (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, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

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

“**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy-back the shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law (2013 Revision) of the Cayman Islands (as amended, supplemented or modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of 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 or any other applicable law of the Cayman Islands to be held; or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution of the Company:

“**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of ordinary shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Director pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares bought back by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.

Yours faithfully  
By order of the Board  
**Bamboos Health Care Holdings Limited**  
百本醫護控股有限公司  
**Kwan Chi Hong**  
*Chairman and Executive Director*

Hong Kong, 24 September 2015

*Registered office:*  
P.O. Box 309, Uglund House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head office and principal place of business  
in Hong Kong:*  
Unit B and C, 16th Floor  
E-Trade Plaza  
24 Lee Chung Street  
Chai Wan, Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he 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 in the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (the “**Branch Share Registrar**”) of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).

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## NOTICE OF ANNUAL GENERAL MEETING

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4. The register of members of the Company will be closed from Tuesday, 27 October 2015 to Thursday, 29 October 2015 (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, 26 October 2015.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolutions numbered 4 and 6 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares in accordance with all applicable laws and the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be allotted and issued upon exercise of the subscription rights attached to options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, approval is being sought from Shareholders for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the GEM Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
8. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on each of the proposed resolutions set out in this notice of the Meeting will be decided by way of a poll.
9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of the Company at [www.bamboos.com.hk](http://www.bamboos.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify members of the Company of the date, time and place of the re-scheduled Meeting.

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

*This notice, 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, the information contained in this notice 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 notice misleading.*

*This notice will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting. This notice will also be posted on the Company’s website at [www.bamboos.com.hk](http://www.bamboos.com.hk).*