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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
(I) GENERAL MANDATES TO
ISSUE AND BUY BACK SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(IV) ADOPTION OF NEW ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING

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, 20 October 2016 at 9:30 a.m. is set out on pages 19 to 28 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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 for at least 7 days from the date of its posting and on the website of the Company at www.bamboos.com.hk.

31 August 2016

CHARACTERISTICS OF THE GEM

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.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
Grant of Buy-back Mandate, General Mandate and Extension Mandate	5
Re-election of Directors	6
Amendments to the Articles of Association and adoption of new Articles of Association	7
Closure of register of members	8
Actions to be taken	8
Recommendations	8
Responsibility Statement	9
General Information	9
Miscellaneous	9
Appendix I — Explanatory Statement for the Buy-back Mandate	10
Appendix II — Details of the Directors proposed to be re-elected at the Annual General Meeting	15
Notice of Annual General Meeting	19

DEFINITIONS

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

“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, 20 October 2016 at 9:30 a.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 19 to 28 of this circular
“Articles of Association”	the articles of association of the Company as altered from time to time
“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 the 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
“controlling shareholder(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time

DEFINITIONS

“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 the 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”	26 August 2016, 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
“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

DEFINITIONS

“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.



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

Dr Leung Yu Lung

Dr Luk Yim Fai

Registered office:

P.O. Box 309, Uglan 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

31 August 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(I) GENERAL MANDATES TO ISSUE AND BUY BACK SHARES;
(II) RE-ELECTION OF DIRECTORS;
(III) AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
(IV) ADOPTION OF NEW ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purposes of this circular are to provide you with information regarding certain ordinary and special 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.

LETTER FROM THE BOARD

The resolutions to be proposed at the Annual General Meeting, in addition to ordinary business, include ordinary resolutions relating to (i) 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, and special resolution relating to the proposed amendments to the existing Articles of Association and the adoption of the new Articles of Association.

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 allot, issue, 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

LETTER FROM THE BOARD

- (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 buy back up to a maximum of 40,000,000 Shares, representing 10% of the Shares in issue as at the Latest Practicable Date.

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:

Executive Directors	Date of appointment
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>
Non-executive Director	
Mr Wong Kam Pui	25 September 2014
Independent non-executive Director	
Mr Lam Cheung Wai	24 June 2014
Dr Luk Yim Fai	24 June 2014
Dr Leung Yu Lung	1 March 2016

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.

Further, according to Article 16.2 of the Articles of Association, any Director appointed by the Board in a general meeting either to fill a casual vacancy or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company. However, the Directors to retire at an annual general meeting of the company pursuant to Article 16.2 shall not be taken into account in determining who are to retire by rotation at such annual general meeting pursuant to Article 16.18 of the Articles of Association.

LETTER FROM THE BOARD

At the Annual General Meeting, by virtue of Article 16.18, Mr Wong Kam Pui and Mr Lam Cheung Wai will each retire and, being eligible, offer himself for re-election at the Annual General Meeting.

By virtue of Article 16.2, the office of Dr Leung Yu Lung will end at the Annual General Meeting, and, being eligible, Dr Leung Yu Lung will offer himself for re-election at the Annual General Meeting.

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

AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND ADOPTION OF NEW ARTICLES OF ASSOCIATION

In order to bring the constitution of the Company in line with the GEM Listing Rules currently in force so as to promote a higher level of corporate governance, better align it with the wordings in the Companies Law and/or the GEM Listing Rules and to make some minor housekeeping changes, the Directors proposed to seek, by way of special resolutions to be put forward to the Shareholders for consideration, the approval of the Shareholders to amend the existing Articles of Association and to adopt a new set of Articles of Association which incorporates all the said amendments at the Annual General Meeting.

The principal effects of the major proposed amendments to the existing Articles of Association are summarised as follows:

- (i) an annual general meeting shall be called by written notice of not less than 21 days and an extraordinary general meeting shall be called by written notice of not less than 14 days;
- (ii) physical board meeting shall be held rather than by way of passing written resolution to deal with matters in which a substantial Shareholder or a Director has a conflict of interest or potential conflict of interest which the Board determines to be material; and
- (iii) to allow the printing of the image of the securities seal of the Company onto certificates for Shares or any other securities to be issued by the Company, in addition to the existing practice of affixing securities seal by manual or mechanical means.

The Company's legal advisers as to Hong Kong laws and the Cayman Islands laws have respectively confirmed that the proposed amendments to the existing Articles of Association are in compliance with the requirements of the GEM Listing Rules and the Companies Law. The Company also confirms that there is nothing unusual about the proposed amendments to the existing Articles of Association for an issuer listed in Hong Kong.

LETTER FROM THE BOARD

Shareholders are advised that the proposed amendments to the existing Articles of Association are available only in English and that the Chinese translation of the amendments is for reference only. In case of any inconsistency between the English and Chinese versions of the Articles of Association, the English version shall prevail.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 18 October 2016 to Thursday, 20 October 2016 (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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Monday, 17 October 2016.

ACTIONS TO BE TAKEN

Set out on pages 19 to 28 of this circular is a notice convening the Annual General Meeting at which (i) special resolutions will be proposed to amend the existing Articles of Association and to adopt the new Articles of Association and (ii) 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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, the re-election of Directors, the amendments to the existing Articles of Association and the adoption of the new Articles of Association 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.

LETTER FROM THE BOARD

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.

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

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 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 accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised 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 2016, 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
August	0.98	0.55
September	0.81	0.71
October	0.92	0.71
November	1.09	0.89
December	1.05	0.93
2016		
January	1.03	0.87
February	1.06	0.93
March	1.01	0.93
April	1.05	0.98
May	1.03	0.93
June	1.01	0.93
July	1.27	0.93
August (up to the Latest Practicable Date)	1.25	1.10

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.

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 core 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:

Name	Capacity/ Nature of interest	Number of Shares held (L) <i>(Note 1)</i>	Approximate percentage of existing shareholding <i>(Note 5)</i>	Approximate percentage of shareholding if the Buy- back Mandate is exercised in full <i>(Note 6)</i>
Gold Empress	Beneficial owner	270,000,000 <i>(Note 2)</i>	75%	83.33%
	Deemed interest	30,000,000 <i>(Note 4)</i>		
Ms Hai	Interest of a controlled corporation	270,000,000 <i>(Note 2)</i>	75%	83.33%
	Deemed Interest	30,000,000 <i>(Note 4)</i>		
Gold Beyond	Beneficial owner	30,000,000 <i>(Note 3)</i>	75%	83.33%
	Deemed interest	270,000,000 <i>(Note 4)</i>		
Mr Kwan	Interest of a controlled corporation	30,000,000 <i>(Note 3)</i>	75%	83.33%
	Deemed interest	270,000,000 <i>(Note 4)</i>		

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.
- (6) The percentage of shareholding is calculated on the basis of 360,000,000 Shares (based on 400,000,000 Shares in issue as at the Latest Practicable Date and assuming the Buyback Mandate was exercised in full).

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.

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 WONG Kam Pui (黃錦沛) (“Mr Wong”), aged 61, is a non-executive Director and the chairman of the compliance committee of the Board. He was appointed as a non-executive Director on 25 September 2014. He is responsible for advising the Group on matters relating to business opportunities for investment, development and expansion.

Mr Wong holds a bachelor’s degree and a master’s degree in Business Administration from The Chinese University of Hong Kong in December 1996 and November 2013 respectively. He had extensive experience in human resources management and administration with renowned local and international organisations. He has been a council member of the Hong Kong Institute of Human Resources Management for the last two decades and had been its President during 2008 to 2010. Mr Wong is currently the Senior Head, Human Resources & Administration in the City Super Group, which is principally engaged in food and living products retail. Mr Wong is also the founder and a director of a company principally engaged in the provision of business and human resources solutions and consultancy services. In addition, Mr Wong has taken up various important responsibilities with certain governmental bodies of Hong Kong, and has been performing advisory role over various aspects concerning the local community including but not limited to education, labour and welfare, commerce and economic development issues.

Save as disclosed above, Mr Wong 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 Wong 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 Wong has entered into a service agreement with the Company for a term of three years commencing from 25 September 2014, which is renewable automatically for successive terms of one year each commencing from the day immediately after the expiry of the then current term of his appointment unless 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 Wong is entitled to a basic annual salary of HK\$96,000 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 Wong’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 2016, Mr Wong received by way of remuneration and/or other emoluments the amount of HK\$96,000 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 Wong's re-election at the Annual General Meeting.

Mr LAM Cheung Wai (林章偉) ("Mr Lam"), aged 59, is an independent non-executive Director, the chairman of the audit committee and the nomination committee and a member of the remuneration committee of the Board. He was appointed as an independent non-executive Director on 24 June 2014. Mr Lam is responsible for providing independent judgement on issues of strategy, performance, resources and standards of conduct of the Group. Mr Lam graduated from The Chinese University of Hong Kong with a bachelor's degree in Business Administration in December 1981. Mr Lam has been a member of the Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) since February 1998 and Mr Lam has been a certified internal auditor of the Institute of Internal Auditors since March 2009. He has been an Accounting Officer in The Treasury of Hong Kong Government since July 1986. Mr Lam is a co-founder of Hong Kong Rehabilitation Power, and he had served as the president of its council of management from April 1995 to December 2013. He is also a co-founder of Empowering Life Network Limited, a charitable organisation aiming to serve deprived youths. Mr Lam has been a member of the Rehabilitation Advisory Committee of the government of Hong Kong Special Administrative Region since January 2016. Mr Lam was awarded The Ten Outstanding Young Persons (十大傑出青年) in 1996.

Save as disclosed above, Mr Lam 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 Lam 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 Lam has entered into a letter of appointment with the Company confirming his appointment as an independent non-executive Director 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 letter of appointment. 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 letter of appointment, Mr Lam is not entitled to any director's fee or other emoluments during the term of his appointment, but this is subject to review each year 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. He may be entitled to any discretionary bonus as may be determined by, and at the discretion of, the Board from time to time. For the year ended 30 June 2016, Mr Lam did not receive any remuneration and/or other emoluments from the Group.

Based on the information contained in the annual confirmation on independence provided by Mr Lam to the Company pursuant to Rule 5.09 of the GEM Listing Rules, the Board has reviewed and evaluated the independence of Mr Lam and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the GEM Listing Rules. The Board is of the view that Mr Lam remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

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 Lam's re-election at the Annual General Meeting.

Dr LEUNG Yu Lung (梁裕龍) (“Dr Leung”), aged 44, is an independent non-executive Director and a member of the audit committee, the nomination committee, the remuneration committee and the compliance committee of the Board. He was appointed as an independent non-executive Director on 1 March 2016. Dr Leung is responsible for providing independent judgment on issues of strategy, performance, resources and standards of conduct of the Group.

Dr Leung graduated from The Chinese University of Hong Kong in December 1994 and holds the qualifications of BMedSc (First Class Hons, CUHK), MBChB (CUHK), FCOphth (Hong Kong), MRCS (Edinburgh) (Ophthalmology), GMC (UK), FHKAM (Ophthalmology), FRCOphth (London) and FRCS (Glasgow) (Ophthalmology). Dr Leung is an ophthalmologist with diverse experience in ophthalmic clinical service, research, teaching, and administrative exposure. He was previously appointed as an Associate Consultant of the Department of Ophthalmology of Hong Kong Eye Hospital (2006–2011). Dr Leung is currently appointed as the Honorary Clinical Professor of the Department of Ophthalmology of Shantou University Medical College, the Honorary Clinical Assistant Professor of the Department of Ophthalmology & Visual Sciences of The Chinese University of Hong Kong and the Honorary Consultant and Specialist in Ophthalmology of the Department of Ophthalmology of Hong Kong Sanatorium & Hospital.

Other than his directorship in the Company and save as disclosed above, Dr Leung did not hold any directorship in other listed public companies or any major appointments in the last three years before the Latest Practicable Date.

Save as disclosed above, Dr Leung 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.

As at the Latest Practicable Date, Dr Leung 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.

Dr Leung has entered into a letter of appointment with the Company confirming his appointment as an independent non-executive Director for an initial term of three years commencing from 1 March 2016, 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 letter of appointment. 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 letter of appointment, Dr Leung is entitled to a basic annual salary of HK\$96,000 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 Dr Leung'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 2016, Dr Leung received by way of remuneration and/or other emoluments the amount of HK\$32,000 from the Group.

Based on the information contained in the annual confirmation on independence provided by Dr Leung to the Company pursuant to Rule 5.09 of the GEM Listing Rules, the Board has reviewed and evaluated the independence of Dr Leung and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the GEM Listing Rules. The Board is of the view that Dr Leung remains to be independent, and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

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 Dr Leung's re-election at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING



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, 20 October 2016 at 9:30 a.m. to consider and, if thought fit, transact the following 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 2016.
2. To consider the re-election of the retiring Directors (namely Mr Wong Kam Pui, Mr Lam Cheung Wai and Dr Leung Yu Lung), 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 2017 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 securities which carry

NOTICE OF ANNUAL GENERAL MEETING

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.

NOTICE OF ANNUAL GENERAL MEETING

“**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

NOTICE OF ANNUAL GENERAL MEETING

- (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 the 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.

SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a Special Resolution of the Company:
- (A) “**THAT** the existing articles of association of the Company be and are hereby amended in the following manner:
- (i) by deleting the existing defined term of “**Associate**” in its entirety and substituting therefor the following new defined term of “**associate**” in the existing Article 2.2:
- “associate” shall have the meaning given to it in the Listing Rules”.
- (ii) by inserting the following new defined term of “**close associate**” immediately after the existing defined term of “**Chairman**” in the existing Article 2.2:
- “close associate” shall have the meaning given to it in the Listing Rules.
- (iii) by deleting the word “includes” from the defined term of “**electronic means**” in the existing Article 2.2 and substituting therefor the words “shall include”.

NOTICE OF ANNUAL GENERAL MEETING

- (iv) by deleting the defined term of “**Exchange**” in its entirety and substituting therefor the following new defined term of “**Exchange**” in the existing Article 2.2:

“Exchange” shall mean any stock exchange on which the shares of the Company are listed and permitted to be dealt in at the relevant time, including without limitation, The Stock Exchange of Hong Kong Limited.

- (v) by deleting the defined term of “**HK Code on Takeovers and Mergers**” in its entirety from the existing Article 2.2.
- (vi) by deleting the words “(Winding Up and Miscellaneous Provisions)” and “(Cap. 32 of the Laws of Hong Kong)” from the defined term of “**holding company**” in the existing Article 2.2.
- (vii) by deleting the reference to Article “13.11” from the defined term of “**ordinary resolution**” and substituting therefor the reference to Article “13.10” in the existing Article 2.2.
- (viii) by inserting the words “, and includes a special resolution passed pursuant to Article 13.10” immediately after the end of the existing defined term of “**special resolution**” in Article 2.2.
- (ix) by deleting the words “(Winding Up and Miscellaneous Provisions)” and “(Cap. 32 of the Laws of Hong Kong)” from the defined term of “**subsidiary**” in the existing Article 2.2.
- (x) by deleting the words “of Association of the Company” immediately after the words “Subject to the provisions of the Law and Memorandum” in the first line of the existing Article 3.9.
- (xi) by deleting the words “of Association of the Company” immediately after the words “Subject to the provisions of the Law of Memorandum” in the first line of existing Article 3.13.
- (xii) by inserting the number “4” immediately after the word “Article” in the first line of the existing Article 4.4.
- (xiii) by deleting the words “14 business days’ notice” in the first line of the existing Article 4.8 and substituting therefor the words “10 business days’ notice”.

NOTICE OF ANNUAL GENERAL MEETING

- (xiv) by deleting the first sentence of the existing Article 4.9 and substituting therefor the following sentence:

“Any register held in Hong Kong shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by a member without charge and any other person on payment of a fee of such amount not exceeding the maximum amount as may from time to time be permitted under the Listing Rules as the Board may determine for each inspection.”

- (xv) by deleting sub-paragraph (f) of the existing Article 7.6 in its entirety and substituting therefor the following:

“(f) a fee of such amount not exceeding the maximum amount as the Exchange may from time to time determine to be payable (or such lesser sum as the Board may from time to time required) is paid to the Company in respect thereof.”

- (xvi) by deleting the words “14 business days’ notice” in the first line of the existing Article 7.9 and substituting therefor the words “10 business days’ notice”.

- (xvii) by deleting the first two sentences of the existing Article 12.4 and substituting therefor the following:

“An annual general meeting shall be called by not less than 21 days’ notice in writing and any extraordinary general meeting shall be called by not less than 14 days’ notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolution and the general nature of the business to be considered at the meeting.”

- (xviii) by deleting the existing Article 13.1 in its entirety and re-numbering correspondingly the existing “Articles 13.2, 13.3, 13.4, 13.5, 13.6, 13.7, 13.8, 13.9, 13.10, 13.11” to “Articles 13.1, 13.2, 13.3, 13.4, 13.5, 13.6, 13.7, 13.8, 13.9 and 13.10” respectively;

- (xix) by deleting the first sentence of the existing Article 13.3 (re-numbered as Article 13.2) and substituting therefor the following:

“The chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such chairman or, if at any general meeting such chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair,

NOTICE OF ANNUAL GENERAL MEETING

or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.”.

(xx) by deleting the reference to “Article 13.8” from the first sentence of the existing Article 13.7 (re-numbered as Article 13.6) and substituting therefor the reference to “Article 13.7”.

(xxi) by deleting the second sentence in its entirety from the existing Article 16.1”.

(xxii) by deleting the existing Article 16.5 in its entirety and substituting therefor the following:

“The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies Law and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies Law.”

(xxiii) by deleting the word “Associates” from the first sentence of the existing Article 16.22 and substituting therefor the words “close associates (or, if required by the Listing Rules, his other associates)”

(xxiv) by replacing each occurrence of the word “Associates” with the words “close associates” in all the existing sub-paragraphs of the existing Article 16.22;

(xxv) by replacing the reference to “Article 16.22(a)” in the existing Article 16.23 with “Article 16.22”;

(xxvi) by deleting the existing Article 18.3 in its entirety and substituting therefor the following:

“Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies Law, the Company shall not directly or indirectly:

(a) make a loan to a Director or his close associates or a director of any holding company of the Company or a body corporate controlled by such a director or Director;

(b) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or a body corporate controlled by such a director or Director; or

NOTICE OF ANNUAL GENERAL MEETING

(c) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.”

(xxvii) by deleting the last sentence of the existing Article 20.13 in its entirety and substituting therefor the following:

“Notwithstanding the foregoing, a resolution which relates to any matter or business in which a substantial shareholder of the Company (as defined in the Listing Rules from time to time), or a Director, has an interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material, shall not be passed by a resolution in writing and shall only be passed at a meeting of the Directors held in accordance with these Articles.”

(xxviii) by inserting the word “Companies” immediately before the word “Law” in the existing Article 21.1;

(xxix) by deleting the last two sentences from the existing Article 22.1 in its entirety and substituting therefor the following:

“The Board may either generally or in any particular case resolve that the securities seal or any signatures or any of them may be affixed to or imprinted on certificates for shares, warrants, debentures or any other form of security by facsimile or other mechanical means specified in such authority or that any such certificates sealed with the securities seal need not be signed by any person. Every instrument to which the seal is affixed or on which the seal is imprinted as aforesaid shall, as regards all persons sealing in good faith with the Company, be deemed to have been affixed to or imprinted on that instrument with the authority of the Directors previously given.”

(xxx) by replacing the words “profit or loss account” with the words “profit and loss account” in the second last sentence of the existing Article 24.7(a)(iv)”.

(xxxi) by inserting the words “subject to the provisions of the Listing Rules,” immediately before the words “specify that the same shall be payable or made to the persons registered as the holders of such shares at the close of business on a particular date ,” in the existing Article 24.21”;

NOTICE OF ANNUAL GENERAL MEETING

(xxxii) by deleting the existing Article 35 in its entirety and substituting therefor the following:

“Subject to the Law, the Company may at any time and from time to time by special resolution alter or amend its Memorandum and these Articles in whole or in part.”

- (B) **THAT** the new articles of association of the Company, in the form of the printed document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Special Resolution no. 7(A) (as set out in the notice convening the Meeting) and/or all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect.”

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, 31 August 2016

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

NOTICE OF ANNUAL GENERAL MEETING

transfer office (the “**Branch Share Registrar**”) of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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).

4. The register of members of the Company will be closed from Tuesday, 18 October 2016 to Thursday, 20 October 2016 (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, 17 October 2016.
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 buy back 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 buy back 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 and on the HKExnews website of the Stock Exchange at 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, Dr Leung Yu Lung 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 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.