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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, 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 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.

“**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
 - (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**”.

- (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”.
- (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, 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
- (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)”.

(xxx) 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”;

(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, 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

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 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.