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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** (the “**Company**”), 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 other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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: 2293)**

**PROPOSALS FOR**

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS; AND  
(3) NOTICE OF THE ANNUAL GENERAL MEETING**
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A notice convening the Annual General Meeting (the “**Annual General Meeting**”) to be held at Camomile, LL2, Kowloon Shangri-la, Kowloon, Hong Kong at 12:30 p.m. on Monday, 29 November 2021 is set out on pages AGM-1 to AGM-6 of this circular.

A proxy form is enclosed with this circular. Such proxy form is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.bamboos.com.hk/>). Irrespective of whether you are able to attend and vote at the Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon 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 and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so desire.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please refer to page i of this circular for the measures to be implemented at the Annual General Meeting by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“**COVID-19**”), including without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

**Any person who does not comply with any of the precautionary measures may be denied entry into the meeting venue. Shareholders are encouraged to exercise their rights to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the Annual General Meeting in person.**

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the Annual General Meeting to protect the attending Shareholders, proxies and other attendees from the risk of infection, including without limitation:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.2 degrees Celsius may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue.
- (ii) Attendees are required to prepare his/her own surgical face masks and wear the same inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
- (iii) No corporate gifts will be distributed and no refreshments will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the meeting venue or require any person to leave the meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is enclosed to this circular. If you are not a registered Shareholder (i.e., if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

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## DEFINITIONS

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*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 Camomile, LL2, Kowloon Shangri-la, Kowloon, Hong Kong on Monday, 29 November 2021 at 12:30 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the articles of association of the Company as altered from time to time
“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 issued Shares as at the date of passing the relevant resolution, for such period until the conclusion of the next annual general meeting of the Company or such earlier period at the Annual General Meeting
“BVI”	the British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“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 Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 2293)
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company

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## DEFINITIONS

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“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
“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 issued Shares as at the date of passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company or such earlier period at the Annual General Meeting
“Gold Empress”	Gold Empress Limited, a company incorporated in the BVI with limited liability, which is solely and beneficially owned by Ms. Hai, an executive Director, the chief executive officer and a controlling shareholder of the Company as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	19 October 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms. Hai”	Ms. Hai Hiu Chu, the chairman of the Board, an executive Director, the chief executive officer and a controlling shareholder of the Company
“Nomination Committee”	the nomination committee established by the Board (comprising Ms. Hai Hiu Chu (Chairman of the Nomination Committee), Dr. Chan Kai Yue Jason and Mr. Lam Kwok Ming)

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## DEFINITIONS

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“Remuneration Committee”	the remuneration committee established by the Board (comprising Mr. Lam Kwok Ming (Chairman of the Remuneration Committee), Dr. Chan Kai Yue Jason and Mr. Wong Kon Man Jason)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme currently in force and conditionally approved and adopted by the Company pursuant to an ordinary resolution passed by its then shareholders on 24 June 2014 and became unconditional on 8 July 2014
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

*The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.*

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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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**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: 2293)**

*Executive Directors:*

Ms. Hai Hiu Chu

*(Chairman and Chief Executive Officer)*

Dr. Leung Wai Cheung

*Independent non-executive Directors:*

Dr. Chan Kai Yue Jason

Mr. Lam Kwok Ming

Mr. Wong Kon Man Jason

*Registered office:*

PO Box 309, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

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

Room 204, 2/F

Wing On Plaza

62 Mody Road

Tsim Sha Tsui

Kowloon, Hong Kong

22 October 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**

**(2) RE-ELECTION OF RETIRING DIRECTORS; AND**

**(3) NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the resolutions to be proposed at the Annual General Meeting relating to, *inter alia*, (i) the granting of the General Mandate, the Buy-back Mandate and the Extension Mandate; (ii) the re-election of the retiring Directors; (iii) the notice of the Annual General Meeting at which the above resolutions will be proposed to be considered and, if thought fit, approved.



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## LETTER FROM THE BOARD

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### GRANTING OF GENERAL MANDATE, BUY-BACK MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, the following ordinary resolutions, among other matters, will be proposed:

- (a) to grant to the Directors a general and unconditional mandate to allot, issue or otherwise 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. On the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or bought back prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 80,000,000;
- (b) to grant the Buy-back Mandate to the Directors to enable them to buy-back Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of Shares in issue on the date of passing of such resolution. 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; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares actually bought back under the Buy-back Mandate.

Each of the General Mandate, the Buy-back Mandate and the Extension Mandate will expire at the earliest of: (i) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (ii) the date by which the next annual general meeting is required by the Companies Act or the Articles of Association to be held; and (iii) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting.

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

Under the Listing Rules, the Company is required to provide the Shareholders with all information reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the ordinary resolution in respect of the Buy-back Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in **Appendix I** to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

#### Composition of the Board

As at the Latest Practicable Date, the Board consisted of five (5) Directors, namely:

<b>Executive Directors</b>	<b>Date of appointment</b>
Ms. Hai Hiu Chu <i>(Chairman and Chief Executive Officer)</i>	23 November 2012
Dr. Leung Wai Cheung	1 April 2021
<b>Independent non-executive Directors</b>	<b>Date of appointment</b>
Dr. Chan Kai Yue Jason	1 April 2019
Mr. Wong Kon Man Jason	9 January 2019
Mr. Lam Kwok Ming	17 August 2021

#### Directors proposed to be re-elected

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Further, according to Article 16.18 of the Articles of Association, at every 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. Any Director appointed pursuant to Article 16.2 or Article 16.3 shall not be taken into account in determining which Directors are to retire by rotation.

By virtue of Article 16.2 of the Articles of Association, Dr. Leung Wai Cheung and Mr. Lam Kwok Ming will retire and, being eligible, offer themselves for re-election at the Annual General Meeting. By virtue of Article 16.18 of the Articles of Association, Mr. Wong Kon Man Jason will retire and, being eligible, offer himself for re-election at the Annual General Meeting.

On 27 September 2021, the Nomination Committee, having reviewed the Board composition, nominated each of the retiring Directors to the Board for recommendation to the Shareholders for re-election at the Annual General Meeting.

Mr. Lam Kwok Ming, who is a member of the Nomination Committee, abstained from voting at the Nomination Committee meeting when his own nomination was being considered.

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## LETTER FROM THE BOARD

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The nominations were made in accordance with the nomination policy of the Company and the selection criteria (including without limitation, gender, age, cultural and educational background, skills, knowledge and, professional experience), with due regard to the benefits of diversity, as set out under the Company's board diversity policy, as well as the respective contributions of the retiring Directors to the Board. Accordingly, with the recommendation of the Nomination Committee, the Board proposed that all the retiring Directors stand for re-election at the Annual General Meeting. Each of the retiring Directors abstained from voting at the Board meeting regarding their respective propositions for re-election by the Shareholders at the Annual General Meeting.

The biographical information on each of the Directors who are proposed to be re-elected at the Annual General Meeting are set out in **Appendix II** to this circular.

### **ACTIONS TO BE TAKEN**

Set out on pages AGM-1 to AGM-6 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 granting of the General Mandate, the Buy-back Mandate and the Extension Mandate; and
- (b) the re-election of Directors.

A proxy form for use by the Shareholders at the Annual General Meeting is enclosed with this circular. Irrespective of whether you are able to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed proxy form 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 possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so desire and in such event, the proxy form shall deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### CLOSURE OF REGISTER OF MEMBERS

#### Entitlement to attend and vote at the Annual General Meeting

In order to determine the qualification to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Wednesday, 24 November 2021 to Monday, 29 November 2021 (both days inclusive) during which period no transfer of Shares will be registered. All completed transfer form(s) (accompanied by the relevant share certificate(s)) must be lodged for registration with the Branch Share Registrar at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Tuesday, 23 November 2021.

### VOTING BY POLL

The voting at the Annual General Meeting will be taken by poll. After the conclusion of the Annual General Meeting, the results of the poll will be released on the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.bamboos.com.hk](http://www.bamboos.com.hk)).

### RECOMMENDATIONS

The Board considers that the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate to the Directors and the proposed re-election of the retiring Directors as set out in **Appendix II** to this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### GENERAL INFORMATION

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

Yours faithfully  
By order of the Board  
**Bamboos Health Care Holdings Limited**  
**Hai Hiu Chu**  
*Chairman*

*This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide the 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. LISTING RULES RELATING TO THE BUY-BACK OF SHARES**

The 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 recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the 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 aggregate number of Shares in issue of the Company as at the Latest Practicable Date.

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

Although the Directors have no present intention of exercising the proposed Buy-back Mandate, the Directors believe that the flexibility afforded by the proposed Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate 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 Articles of Association and 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 2021, being the date of 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 have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
October	0.97	0.93
November	0.93	0.77
December	0.8	0.7
<b>2021</b>		
January	0.85	0.78
February	0.88	0.79
March	0.86	0.8
April	0.81	0.75
May	0.89	0.76
June	0.87	0.83
July	0.86	0.79
August	0.87	0.72
September	1.35	0.88
October (up to the Latest Practicable Date)	0.97	0.88

**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 under the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in 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.

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

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 person(s)/entity(ies) were directly or indirectly interested in 5% or more of the issued Shares:

Name	Capacity	Number of Shares held (L) <i>(Note 1)</i>	Approximate percentage of existing shareholding <i>(Note 4)</i>	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full <i>(Note 5)</i>
Gold Empress	Beneficial owner <i>(Note 2)</i>	270,000,000	67.5%	75.0%
Ms. Hai	Interest of controlled corporation <i>(Note 2)</i>	270,000,000	67.5%	75.0%
	Beneficial owner	3,866,000	0.97%	0.87%
HRnetGroup Limited <i>(Note 3)</i>	Beneficial owner	32,000,000	8.0%	8.9%

*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, the entire issued share capital of which is solely and beneficially owned by Ms. Hai. Ms. Hai is deemed to be interested in these 270,000,000 Shares held by Gold Empress by virtue of Part XV of the SFO.
- (3) HRnetGroup Limited is a corporation incorporated in Singapore whose issued shares are listed on the Main Board of the Singapore Exchange Securities Trading Limited.
- (4) The percentage of shareholding is calculated on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date.
- (5) The percentage of shareholding is calculated on the basis of 360,000,000 Shares (on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming the Buyback Mandate was exercised in full).

The Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public falling below 25% of the total number of the Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

### 10. SHARE BUY-BACKS MADE BY THE COMPANY

The Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise) within the six months immediately preceding the Latest Practicable Date.



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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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

### EXECUTIVE DIRECTOR

#### **Dr. Leung Wai Cheung (梁偉祥) (“Dr. Leung”)**

Dr. Leung, aged 57, is an executive Director of the Company. Dr. Leung was graduated with a Bachelor’s degree of Commerce from the Curtin University of Technology in 1995 and subsequently obtained a Postgraduate Diploma in Corporate Administration in 1998, a Master degree in Professional Accounting from The Hong Kong Polytechnic University in 1999, a Doctor degree of Philosophy in Management from the Empresarial University in 2004, a Doctor degree of Educational Management from the Bulacan State University in 2008, a Doctor degree of Business Administration from European University in 2015 and a Doctor degree of Philosophy in Forensic Accounting and Auditing from Charisma University in 2020, and a LLM International and commercial law from University of Greenwich in 2021.

Dr. Leung has more than 30 years of experience in financial reporting and financial management. He is an adjunct lecturer at the University of Hong Kong School of Professional and Continuing Education, and has been teaching diploma/bachelor/postgraduate/master courses and short courses of professional accounting examinations since 2003. He was the company secretary and financial controller from 2000 to 2011, and an executive director from 2000 to 2003 in FlexSystem Holdings Limited (currently known as Quantum Thinking Limited) (stock code: 8050). He was also the financial controller of Fortune Realty Company Limited from 1996 to 2000, the accounting manager of Wang On Group Limited (stock code: 1222) from 1993 to 1996 and the assistant accountant of Eton Management Limited from 1987 to 1992. He is currently an independent non-executive director of Mobicon Group Limited (stock code: 1213).

Dr. Leung has been an associate member of the Hong Kong Institute of Certified Public Accountants since 1993, CPA Australia since 1996, the Institute of Chartered Secretaries and Administrators since 1997, the Hong Kong Institute of Chartered Secretaries since 1997, the Taxation Institute of Hong Kong since 1998 and the Chartered Professional Accountants of British Columbia, Canada since 2017. He has also been a fellow member of the Association of Chartered Certified Accountants since 1998 and the Institute of Chartered Accountants in England and Wales since 2017.

As at the Latest Practicable Date, Dr. Leung did not have any interests or underlying interests in Shares within the meaning of Part XV of the SFO.

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## **APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Dr. Leung has entered into a service agreement with the Company for a term of one (1) year commencing from 1 April 2021 and renewable automatically for successive terms of one (1) year each thereafter, which may be terminated by either party by giving at least one (1) months' prior notice in writing. Dr. Leung will receive from the Company a fixed fee at the annual rate of HK\$960,000 payable by twelve (12) monthly instalments of HK\$80,000 (or a pro rata amount for an incomplete month) together with a year-end bonus at an amount of HK\$80,000 which is determined by the Board upon recommendation from the Remuneration Committee with reference to his qualifications, experience, duties and responsibilities as an executive Director of the Company and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Dr. Leung (i) did not hold any directorship in other listed public companies in the last three years; (ii) did not hold any other positions within the Group; and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Dr. Leung that need to be brought to the attention of the Shareholders nor there is other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

#### **Mr. Wong Kon Man Jason (王幹文) (“Mr. Wong”)**

Mr. Wong, aged 57, is an independent non-executive Director since January 2019 and the chairman of the audit committee and a member of the remuneration committee and compliance committee. Mr. Wong graduated from the University of Hawaii at Manoa in the United States with a bachelor's degree in business administration (majoring in accountancy) in 1988. He has over 25 years of experience in finance and investment. He was a financial consultant for Transpac Capital Ltd. from 1993 to 2000. He has been the managing director of Fortune Capital Group Limited since 2000. He is also one of the founding members and an investment committee member of Whiz Partners Asia Ltd.. He is a member of American Institute of Certified Public Accountants and Hong Kong Institute of Certified Public Accountants.

Mr. Wong was an independent non-executive director of Ascent International Holdings Limited (stock code: 264) from 2017 to 2018; an independent non-executive director of China Lending Corporation Ltd. (Nasdaq: CLDC) from 2016 to 2017; an independent non-executive director of DT Asia Investments Ltd. (Nasdaq: CADTU) from 2014 to 2016; an independent non-executive director of Group Sense (International) Limited (currently known as Rare Earth Magnesium Technology Group Holdings Limited) (stock code: 601) from 2004 to 2015; an independent non-executive director of Neo-Neon Holdings Limited (stock code: 1868) from 2011 to 2014 and an independent non-executive director of Polyard Petroleum International Group Limited (stock code: 8011) from 2010 to 2013.

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## APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) did not hold any directorship in other listed public companies in the last three years; (ii) did not hold any other positions within the Group; and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Wong that need to be brought to the attention of the Shareholders nor there is other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

### **Mr. Lam Kwok Ming (林國明) (“Mr. Lam”)**

Mr. Lam, aged 70, graduated with a Bachelor’s degree in Arts (Hons) from The University of Hong Kong in 1973 and subsequently obtained a Master degree in Business Administration from Oklahoma City University in 1990, a Bachelor of Laws (Hons) degree from The University of Hong Kong in 1994 and a Master of Laws degree in Information Technology Law from The University of Hong Kong in 2004.

Mr. Lam has more than 20 years of experience in legal practice and has extensive experience in providing legal service and advice to private and public listed companies in respect of corporate and commercial, regulatory and compliance matters in Hong Kong. He was admitted as a solicitor in Hong Kong in 1997 and is currently a partner of Guantao & Chow Solicitors and Notaries, a firm of solicitors and notaries in Hong Kong. Before that, he also worked as an assistant solicitor and subsequently a partner in various law firms in Hong Kong. Mr. Lam has also been delivering directors’ training with various listed companies in Hong Kong. The Board believes that with his extensive legal knowledge and corporate experience, Mr. Lam will provide valuable advice on the Company’s compliance matters and strengthen the corporate governance and internal control of the Company.

Mr. Lam has entered into a letter of appointment with the Company for a fixed term of two (2) years commencing from 17 August 2021 and renewable automatically for successive terms of one (1) year each thereafter, subject to retirement from office and re-election at the next general meeting of the Company in accordance with the articles of association of the Company. Mr. Lam will receive a director’s fee of HK\$15,000 per month, which is determined by the Board upon recommendation from the Remuneration Committee with reference to his qualifications, experiences, duties and responsibilities as an independent non-executive Director of the Company and prevailing market conditions.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam (i) did not hold any directorship in other listed public companies in the last three years; (ii) did not hold any other positions within the Group; and (iii) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

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**APPENDIX II      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Save as disclosed above, the Board is not aware of any other matters in relation to Mr. Lam's re-election that need to be brought to the attention of the Shareholders nor there is other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Based on the information contained in the annual confirmation on independence provided by Mr. Wong and Mr. Lam to the Company pursuant to Rule 3.13 of the Listing Rules, the Board has reviewed and evaluated the independence of Mr. Wong and Mr. Lam and is satisfied that each of them has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that each of Mr. Wong and Mr. Lam remains to be independent, and has the character, integrity, independence and experience required to fulfill 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.

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## NOTICE OF THE 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: 2293)**

### NOTICE OF ANNUAL GENERAL MEETING

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 pandemic and with a view to minimize the Shareholders' and attendees' risk of infection, the Company will implement the following precautionary measures at the Annual General Meeting:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

**Any person who does not comply with any of the precautionary measures may be denied entry into the meeting venue. Shareholders are encouraged to exercise their rights to vote at the Annual General Meeting by appointing the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the meeting as an alternative to attending the Annual General Meeting in person.**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Bamboos Health Care Holdings Limited (the “**Company**”) will be held at Camomile, LL2, Kowloon Shangri-la, Kowloon, Hong Kong on Monday, 29 November 2021 at 12:30 p.m. to consider and, if thought fit, transact the following:

#### ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”, each a “**Director**”) and of the independent auditor of the Company for the year ended 30 June 2021.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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2. Each as a separate resolution:
  - (a) to re-elect Dr. Leung Wai Cheung as an executive director of the Company;
  - (b) to re-elect Mr. Wong Kon Man Jason as an independent non-executive director of the Company;
  - (c) to re-elect Mr. Lam Kwok Ming as an independent non-executive director of the Company; and
  - (d) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint PricewaterhouseCoopers as the Company’s auditor for the year ending 30 June 2022 and to authorise the Board to fix its remuneration.
4. “**THAT:**
  - (a) subject to paragraphs (c) and (d) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and all other applicable laws, the exercise by the Directors during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares of HK\$0.01 each in the share capital of the Company (the “**Shares(s)**”) , 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 authorise 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 the Shares 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 of this resolution, otherwise than pursuant to:
    - (i) a Rights Issue (as hereinafter defined in paragraph (e) below);
    - (ii) the exercise of any options granted under the share option scheme or similar arrangements for the time being adopted by the Company from time to time in accordance with the Listing Rules;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with 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;

- (d) the Company may not issue securities convertible into new Shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined in paragraph (e) below) of the Shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new Shares; or (ii) any securities convertible into new Shares, for cash consideration pursuant to the approval in paragraph (a) above; and
- (e) for the purposes of this resolution,

“**Benchmarked Price**” means the higher of:

- (i) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and
- (ii) the average closing price in the 5 trading days immediately prior to the earlier of:
  - (1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities pursuant to the approval in paragraph (a) above;
  - (2) the date of the placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and
  - (3) the date on which the placing or subscription price is fixed.

“**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;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws 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 register 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 recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back the Shares in the share capital of the Company listed on the Stock Exchange or any other stock exchange on which Shares may be listed and which is recognised 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, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and 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;



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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable laws 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. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued Shares in the Company pursuant to resolution numbered 4 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors 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 resolution numbered 5 above.”

Yours faithfully  
By order of the Board  
**Bamboos Health Care Holdings Limited**  
**Hai Hiu Chu**  
*Chairman*

Hong Kong, 22 October 2021

*Registered office:*  
PO Box 309, Umland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*  
Room 204, 2/F  
Wing On Plaza  
62 Mody Road  
Tsim Sha Tsui  
Kowloon, 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 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 Shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 Union Registrars Limited, the Hong Kong branch share registrar and transfer office of the Company (the “**Branch Share Registrar**”), 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 notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting (or any adjournment thereof).
4. 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.
5. In relation to resolutions numbered 4 and 6 above, approval is being sought from the members of the Company for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued upon exercise of the subscription rights attached to the options granted under the share option scheme of the Company or any scrip dividend scheme which may be approved by the members of the Company.
6. In relation to resolution numbered 5 above, 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 members of the Company. An explanatory statement containing the information necessary to enable the members of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of which this notice forms part.
7. In order to determine the qualification to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 24 November 2021 to Monday, 29 November 2021 (both days inclusive) during which period no transfer of Shares will be registered. All completed transfer form(s) (accompanied by the relevant share certificate(s)) must be lodged for registration with the Branch Share Registrar at the above address by no later than 4:00 p.m. on Tuesday, 23 November 2021.
8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.bamboos.com.hk](http://www.bamboos.com.hk)) to notify its shareholders of the date, time and place of the re-scheduled meeting.

*As at the date of this notice, the executive Director is Ms. Hai Hiu Chu (Chairman and Chief Executive Officer) and Dr. Leung Wai Cheung; and the independent non-executive Directors are Dr. Chan Kai Yue Jason, Mr. Wong Kon Man Jason and Mr. Lam Kwok Ming.*