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

If you have sold or transferred all your shares in **Bamboos Health Care Holdings Limited**, you should at once hand or forward 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;**
- (3) RE-APPOINTMENT OF AUDITOR;**
- (4) DECLARATION OF A FINAL DIVIDEND;**
- (5) AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND**
- (6) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting (as defined below) of Bamboos Health Care Holdings Limited to be held at 8th Floor, Good Hope Building, Nos. 612–618 Nathan Road, Mongkok, Kowloon, Hong Kong on Thursday, 26 November 2026 at 12:30 p.m. is set out on pages AGM-1 to AGM-6 of this circular.

Whether you are able to attend the Annual General Meeting or not, you are requested to complete the enclosed proxy form in accordance with the instructions as indicated on it and return the completed proxy form to the Hong Kong branch share registrar and transfer office of the Company, 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.

23 October 2026

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DEFINITIONS

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

“AGM Notice”	the notice convening the Annual General Meeting set out on pages AGM-1 to AGM-6 of this circular
“Annual General Meeting”	the annual general meeting of the Company to be held at 8th Floor, Good Hope Building, Nos. 612–618 Nathan Road, Mongkok, Kowloon, Hong Kong on Thursday, 26 November 2026 at 12:30 p.m. or any adjournment thereof (as the case may be)
“Articles of Association”	the articles of association of the Company as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“Branch Share Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, 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
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“Companies Act”	Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“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 meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles of Association”	the second amended and restated memorandum of association and third amended and restated articles of association of the Company adopted by special resolution passed on 29 November 2022
“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 Issue Mandate
“Gold Empress”	Gold Empress Limited, a company incorporated in the BVI with limited liability, which is solely and beneficially owned by Ms. Hai as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue 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 (including but not limited to the resale of treasury shares) additional Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of 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
“Latest Practicable Date”	15 October 2026, 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 as at the Latest Practicable Date
“New Memorandum and Articles of Association”	the third amended and restated memorandum of association and fourth amended and restated articles of association of the Company, incorporating and consolidating all the Proposed Amendments, proposed to be adopted by a special resolution of the Shareholders at the Annual General Meeting
“Nomination Committee”	the nomination committee of the Company
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles of Association as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified 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

DEFINITIONS

“Share Option Scheme”	the share option scheme 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)”	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
“treasury shares”	has the meaning as ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



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 Director:

Ms. Hai Hiu Chu

(Chairman and Chief Executive Officer)

Registered office:

PO Box 309, Ugland House

Grand Cayman

KY1-1104 Cayman Islands

Independent non-executive Directors:

Dr. Chan Kai Yue Jason

Mr. Wong Kon Man Jason

Mr. Tang Yi Hoi

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

Unit 901, 9/F, Good Hope Building

No. 612-618 Nathan Road

Mong Kok

Kowloon, Hong Kong

23 October 2026

To the Shareholders,

Dear Sir/Madam,

PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) RE-APPOINTMENT OF AUDITOR;**
- (4) DECLARATION OF A FINAL DIVIDEND;**
- (5) AMENDMENTS TO THE EXISTING MEMORANDUM AND
ARTICLES OF ASSOCIATION AND
ADOPTION OF THE NEW MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND**
- (6) 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

LETTER FROM THE BOARD

of the Issue Mandate to issue shares, the Buy-back Mandate to repurchase shares and the Extension Mandate to extend the Issue Mandate to include Shares bought back under the Buy-back Mandate; (ii) the re-election of the retiring Directors; (iii) the re-appointment of auditor; (iv) the declaration of a final dividend; (v) amendments to the Existing Memorandum and Articles of Association and adoption of the New Memorandum and Articles of Association and (vi) the notice of the Annual General Meeting at which the above resolutions will be proposed to be considered and, if thought fit, approved.

ISSUE MANDATE, BUY-BACK MANDATE AND EXTENSION MANDATE

Pursuant to the ordinary resolutions passed by the then Shareholders at the annual general meeting of the Company held on 28 November 2025, the Directors were granted mandates to issue new Shares and to buy back existing Shares. As at the Latest Practicable Date, those mandates to issue new Shares and to buy back existing Shares had not been utilized. Unless otherwise renewed, such general mandates will lapse at the conclusion of the Annual General Meeting.

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

- (a) to grant to the Directors the Issue Mandate to allot, issue or otherwise deal with (including but not limited to the resale of treasury shares) additional Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of such resolution;
- (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 the issued Shares as at the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted, issued and dealt with under the Issue Mandate (referred to in (a) above) by an additional number representing such number of Shares actually bought back under the Buy-back Mandate (referred to in (b) above).

As at the Latest Practicable Date, the issued Shares comprised 402,460,000 Shares. Assuming that there is no variation to the issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate would be 80,492,000 Shares, not taking into account any additional new Shares which may be issued pursuant to the Extension Mandate. Such number of Shares referred to above shall, where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

LETTER FROM THE BOARD

Each of the Issue 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 of the Company.

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.

The Board notes that with effect from 11 June 2024, the Listing Rules was amended to introduce flexibility for listed companies to cancel shares bought back and/or to adopt a framework to (i) allow shares bought back to be held in treasury; and (ii) govern the resale of treasury shares. Following such changes to the Listing Rules, if the Company buys back Shares pursuant to the Buy-back Mandate, the Company may cancel the Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share buy-back. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 7 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

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.

RE-ELECTION OF RETIRING DIRECTORS

Composition of the Board

As at the Latest Practicable Date, the Board consisted of four (4) Directors, namely:

Executive Director	Date of appointment
Ms. Hai Hiu Chu (<i>Chairman and Chief Executive Officer</i>)	23 November 2012
Independent non-executive Directors	Date of appointment
Dr. Chan Kai Yue Jason	1 April 2019
Mr. Wong Kon Man Jason	9 January 2019
Mr. Tang Yi Hoi	1 August 2025

LETTER FROM THE BOARD

Directors proposed to be re-elected

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.

Further, according to Article 16.2 of the Articles of Association, any Director appointed to fill a casual vacancy on the Board should hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at that meeting.

By virtue of Articles 16.2 and 16.18 of the Articles of Association, Ms. Hai Hiu Chu and Dr. Chan Kai Yue Jason shall retire from office as Directors at the Annual General Meeting and will, being eligible, offer themselves for re-election.

On 23 September 2026, 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.

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 to 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.

RE-APPOINTMENT OF THE AUDITOR

The mandate of the current auditor of the Company, HLB Hodgson Impey Cheng Limited (“**HLB**”), will expire at the AGM. Based on the recommendation of the audit committee of the Company (the “**Audit Committee**”), the Board proposed an ordinary resolution for the re-appointment of HLB as the auditors of the Company for the year ending 30 June 2027 to hold office until the conclusion of the next annual general meeting of the Company and a resolution was proposed to authorise the Board to fix their remuneration for the ensuing year.

LETTER FROM THE BOARD

The proposed re-appointment of HLB and the authorisation for the Board to fix the auditors' remuneration will be subject to shareholders' approval at the AGM, in accordance with Rule 13.88 of the Listing Rules and Paragraph 17 of Appendix A1, which set out the core shareholder protection standards governing the appointment, removal, and remuneration of auditors.

In considering the re-appointment of HLB, the Audit Committee has conducted a comprehensive assessment of HLB's performance, independence and suitability, and has recommended its re-appointment to the Board. Such assessment, included, among others things:

- (i) **Audit Quality and Performance:** HLB's audit quality and performance in the preceding audit cycles, its responsiveness to the Audit Committee's enquiries and its industry knowledge, technical competence and extensive experience in handling audit work for companies listed on the Stock Exchange;
- (ii) **Audit Approach and Methodology:** HLB's audit approach and methodology, including its risk assessment procedures and proposed audit scope;
- (iii) **Independence and Objectivity:** HLB's compliance with applicable independence requirements and the absence of any circumstances that may impair its independence;
- (iv) **Team Qualifications and Experience:** HLB's qualifications, experience, stability of its audit team, as well as the adequacy of resources allocated to the audit tasks;
- (v) **Regulatory Compliance:** HLB's familiarity with the requirements under the Listing Rules, the HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants, the relevant guidelines issued by the Accounting and Financial Reporting Council, and the businesses of the Group;
- (vi) **Remuneration and Cost-Effectiveness:** HLB's proposed audit fee relative to the audit scope and the overall cost-effectiveness of the audit services, taking into account the prevailing market conditions; and
- (vii) **Reputation and Track Record:** HLB's reputation and track record in the market;

Having considered the above factors, the Audit Committee and the Board are satisfied that HLB maintains independence from the Company, conducts its duties with the requisite objectivity and exercises professional skepticism, possesses the requisite expertise and resources, and has demonstrated satisfactory audit quality and effectiveness. The Audit Committee therefore considers that the re-appointment of HLB is in the best interests of the Company and its Shareholders as a whole, and has recommended the same to the Board. The Board concurs with the Audit Committee's assessment.

LETTER FROM THE BOARD

The estimated audit fee payable to HLB for the audit of the consolidated financial statements of the Group for the year ending 30 June 2027 is in the range of HK\$950,000 to HK\$1,000,000 (exclusive of out-of-pocket expenses) (the “**Estimated Audit Fee**”). The Board and the Audit Committee consider that this fee range is fair, reasonable and sufficiently specific to enable shareholders to understand the expected level of audit remuneration, having regard to the Group’s audit requirements and prevailing market conditions.

The Estimated Audit Fee is based on the following key assumptions:

- (i) **Business Scale and Complexity:** Assuming there will be no material changes in the Group’s business, operations, accounting policies or regulatory environment;
- (ii) **Expected Audit Scope:** The scope of work covers the standard annual audit of the consolidated financial statements of the Group and its principal operating subsidiaries for the year ending 30 June 2027;
- (iii) **Audit Timetable and Preparation:** The audit will be conducted in accordance with the agreed reporting timetable, on the assumption that the Company will maintain proper financial records and provide timely and adequate assistance to HLB; and
- (iv) **Auditor Resources:** The Estimated Audit Fee reflects the estimated headcount and seniority reasonably required by HLB to complete the audit in compliance with Hong Kong Standards on Auditing and Hong Kong Financial Reporting Standards.

Subject to the absence of material changes to the assumptions above, the Board considers that the final audit fee for the year ending 30 June 2027 will not deviate materially from the Estimated Audit Fee. In the event of any material changes to the underlying assumptions, the Company will make further announcement(s) and disclosures as and when appropriate.

DECLARATION OF A FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK2.50 cents per ordinary Share for the year ended 30 June 2026, subject to the approval of the Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on Thursday, 17 December 2026 to Shareholders whose names appear on the register of members of the Company on Monday, 7 December 2026. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed “Closure of Register of Members” below.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 October 2026. The Board proposes to make the Proposed Amendments by way of adoption of the New Memorandum and Articles of Association to (i) reflect the uncertificated securities market regime according to the Information Paper on Rule Amendments to Implement an Uncertificated Securities Market and

LETTER FROM THE BOARD

“Issuer Platform” published by the Stock Exchange in May 2025; (ii) bring the Existing Memorandum and Articles of Association in line with the latest legal and regulatory requirements in relation to electronic dissemination of corporate communications; (iii) reflect the amendments to the Listing Rules relating to treasury shares which took effect in June 2024 to explicitly provide that the Company may hold repurchased, redeemed or surrendered shares of the Company as treasury shares and may dispose of, transfer or cancel such treasury shares, subject to the laws of its place of incorporation, constitutional documents and the Listing Rules; and (iv) incorporate other consequential and housekeeping amendments.

Details of the Proposed Amendments are set out in **Appendix III** to this circular.

The proposed adoption of the New Memorandum and Articles of Association is subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting, and will become effective immediately after the close of the Annual General Meeting.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate or contravene the laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

ANNUAL GENERAL MEETING

The AGM Notice at which ordinary resolutions will be proposed to approve, inter alia, (i) the grants of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; (ii) the re-election of Directors; (iii) the re-appointment of auditor of the Company; and (iv) the declaration of a final dividend are set out on pages AGM-1 to AGM-6 of this circular. At the same time, a special resolution will be proposed to consider and approve the adoption of the New Memorandum and Articles of Association of the Company.

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 be 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.

LETTER FROM THE BOARD

VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules and the Articles of Association, the voting at the Annual General Meeting will be taken by poll. The Articles of Association also provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every fully paid Share held by that Shareholder.

After the conclusion of the Annual General Meeting, an announcement on the poll results will be made available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.bamboos.com.hk).

CLOSURE OF REGISTER OF MEMBERS

Entitlement to attend and vote at the Annual General Meeting

In order to determine the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 19 November 2026 to Thursday, 26 November 2026 (both days inclusive) during which period no transfer of Shares will be registered. The record date of the Annual General Meeting will be Thursday, 26 November 2026. 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 Wednesday, 18 November 2026.

Entitlement to the recommended final dividend for the year ended 30 June 2026

The record date for determination of entitlement of Shareholders to the recommended final dividend for the year ended 30 June 2026 is Monday, 7 December 2026.

For the purpose of ascertaining Shareholders' entitlement to the recommended final dividend, the register of members of the Company will be closed from Friday, 4 December 2026 to Monday, 7 December 2026 (both days inclusive) during which period no transfer of Shares may be effected. In order to qualify for the final dividend, 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 Thursday, 3 December 2026.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board considers that (i) the proposed granting of the Issue Mandate, the Buy-back Mandate and the Extension Mandate; (ii) the proposed re-election of the retiring Directors as set out in **Appendix II** to this circular; (iii) the re-appointment of auditor; (iv) the declaration of a final dividend; and (v) the proposed adoption of the New Memorandum and Articles of Association of the Company as set out in **Appendix III** 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.

RESPONSIBILITY STATEMENT

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.

GENERAL

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

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

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

This appendix serves as an explanatory statement, as required under 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 MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed share buy-backs by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval of a particular transaction. Such authority may only continue in force during the period from the passing of the resolution until the earliest of: (i) the conclusion of the next annual general meeting of the company; (ii) the expiry of the period within which the next annual general meeting of the company is required by law to be held; and (iii) the passing of an ordinary resolution by shareholders in general meeting of the company revoking or varying such mandate.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 402,460,000 Shares in issue.

Subject to the passing of the relevant resolution granting to the Directors 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 Directors would be authorised under the Buy-back Mandate to buy back up to 40,246,000 Shares, representing a maximum of 10% of the aggregate number of Shares in issue of the Company as at the Latest Practicable Date.

3. STATUS OF SHARES BOUGHT BACK

As stated in the Letter from the Board in this circular, with effect from 11 June 2024, the Listing Rules was amended to introduce flexibility for listed companies to cancel shares bought back and/or to adopt a framework to (i) allow shares bought back to be held in treasury; and (ii) govern the resale of treasury shares.

Following such changes to the Listing Rules, if the Company buys back Shares pursuant to the Buy-back Mandate, the Company may cancel such Shares bought back and/or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the Share buy-back. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 7 of the AGM Notice and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

4. 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.

5. SOURCE OF FUNDS AND EFFECT OF BUY-BACKS

In making buy-backs, the Company may only apply funds legally available for such purpose in accordance with the Listing Rules, the Articles of Association, the Companies Act and all other applicable laws, rules and regulations, as the case may be.

Under the Listing Rules, a listed company may not buy back its own shares listed on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange as amended from time to time.

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. Under the laws of the Cayman Islands, Shares bought back by the Company will be treated as cancelled, and the issued share capital of the Company will be reduced by their nominal value, unless they are held as treasury shares.

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 2026, 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 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
October	0.580	0.500
November	0.580	0.520
December	0.530	0.490
2026		
January	0.520	0.480
February	0.500	0.480
March	0.510	0.425
April	0.425	0.390
May	0.400	0.365
June	0.450	0.360
July	0.490	0.360
August	0.385	0.360
September	0.410	0.350
October (up to the Latest Practicable Date)	0.440	0.355

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, presently intend to sell any Shares to the Company or its subsidiaries under the Buy-back Mandate in the event that the grant of the Buy-back Mandate is approved by the Shareholders at the Annual General Meeting.

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

8. 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, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name	Capacity	Number of Shares held (L) (Note 1)	Approximate % of the issued share capital of the Company (Note 4)	Approximate % of shareholding should the Buy-back Mandate be exercised in full
				(Note 5)
Gold Empress (Note 2)	Beneficial owner	270,864,000	67.30%	74.78%
Ms. Hai (Note 2)	Interest of controlled corporation	270,864,000	67.30%	74.78%
HRnetGroup Limited (Note 3)	Beneficial owner	32,000,000	7.95%	8.83%

Notes:

- (1) The letter "L" denotes a long position in the shareholder's interest in the issued share capital of the Company.
- (2) These 270,864,000 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 270,864,000 Shares held by Gold Empress by virtue of Part XV of the SFO. Both Gold Empress and Ms. Hai are regarded as controlling shareholders of the Company.
- (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 402,460,000 Shares in issue as at the Latest Practicable Date.
- (5) The percentage of shareholding is calculated on the basis of 362,214,000 Shares (on the basis of 402,460,000 Shares in issue as at the Latest Practicable Date and assuming the Buy-back Mandate was exercised in full).

Based on such interests, in the event that the Directors exercised in full the power to buy back Shares under the Buy-back Mandate which is proposed to be granted at the Annual General Meeting, the interests in the aggregate number of Shares in issue of the above controlling shareholders of the Company would be increased from approximately 67.30% to 74.78%. The Directors are not aware of any consequences which would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code as a result of any Share buy-back to be made under the Buy-Back Mandate.

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).

9. SHARES BOUGHT BACK 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.

10. GENERAL

The Directors will exercise the power of the Company to make buy-backs under the Buy-back Mandate (if so approved at the Annual General Meeting) in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Directors have confirmed that neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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**Ms. Hai Hiu Chu (奚曉珠) (“Ms. Hai”)**

Ms. Hai, aged 55, is an executive Director, the Chief Executive Officer and the controlling shareholder of the Company. Ms. Hai is appointed as the Chairman of the Board with effect from 18 August 2018. She also serves as the chairman of the Nomination Committee and one of the directors of the subsidiaries of the Company. Ms. Hai co-founded the Group in May 2009. She was appointed as a Director on 23 November 2012 and re-designated as an executive Director on 28 March 2014. Ms. Hai is responsible for the overall management, strategic development and major decision making for the Group. Ms. Hai obtained a bachelor’s degree in Chinese Medicine and a master’s degree of Chinese Medicines from The University of Hong Kong, respectively. She also completed a programme in EMBA and obtained a master’s degree in Business Administration from The Chinese University of Hong Kong. Ms. Hai obtained an EN qualification from the Nursing Council of Hong Kong, and has over 30 years of experience in the medical field and the pharmaceutical industry. Ms. Hai currently serves as the chairman of Hong Kong Health Care Federation; and a visiting professor of Guangdong Pharmaceutical University. Ms. Hai is not connected to and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Hai has entered into a service agreement with the Company in relation to her appointment as an executive Director, and is subject to retirement by rotation and re-election at the annual general meeting of the Company at least once every three years in accordance with the Articles of Association. The emoluments of Ms. Hai are determined by the Board based on the recommendation of the Remuneration Committee with reference to, among others, her experience and competence, involvement with the Group’s affairs and the prevailing market condition. The amount of emoluments paid to Ms. Hai for the year ended 30 June 2026 is set out in note 12 to the consolidated financial statements in the Company’s annual report for the year ended 30 June 2026.

As at the Latest Practicable Date, Ms. Hai was, by virtue of Part XV of the SFO, deemed to be interested in 270,864,000 Shares held by Gold Empress, a company wholly and beneficially owned by her, representing approximately 67.30% of the issued share capital of the Company. Also, Ms. Hai was interested in 3,850,000 underlying Shares, representing approximately 0.957% of the issued share capital of the Company, by virtue of share options granted to her under the share option scheme of the Company. Save as disclosed above, as at the Latest Practicable Date, Ms. Hai did not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as far as the Directors are aware, Ms. Hai (i) did not hold any other directorship in listed public companies in the last three years; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) did not hold any other major appointments or professional qualifications; and (iv) was not connected and had no other relationship with any Directors, senior management or substantial shareholders of the Company save for Ms. Hai's directorship in and ownership of Gold Empress Limited as at the Latest Practicable Date.

Save as disclosed above, 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Ms. Hai's re-election.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Dr. Chan Kai Yue Jason (陳繼宇) ("Dr. Chan")

Dr. Chan, MH, JP, aged 52, has been an independent non-executive Director since April 2019 and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee. Dr. Chan has extensive experience in education and information technology industries. Dr. Chan has been the Director of School of Professional Education and Executive Development (SPEED) since January 2024, the Associate Dean (Information and Development) of the College of Professional and Continuing Education (CPCE) since September 2022 at the Hong Kong Polytechnic University and concurrently the Head of Information Technology since July 2010. Dr. Chan graduated from City University of Hong Kong with a Bachelor of Arts in Public and Social Administration with First Class Honours in 1998. He further obtained a Master of Science degree in Computing at City University of Hong Kong in 2004 and a Master of Educational Technology degree at The University of British Columbia in 2005. He completed the Stanford Certified Project Manager certificate program in Stanford University in 2007 and his doctorate degree in Education at the University of Bristol in 2010. Dr. Chan has been appointed in several public services. He is currently serving as a member of the Telecommunications Users and Consumers Advisory Committee for the Office of the Communications Authority. Dr. Chan was appointed as Justice of the Peace of Hong Kong on 30 June 2017. Since October 2023, Dr. Chan has been appointed as an independent non-executive director of Primech Holdings Limited, the shares of which are listed on the Nasdaq (stock code: PMEC). From December 2021 to January 2025, Dr. Chan was serving as an independent non-executive director of SEMK Holdings International Limited (stock code: 2250) (currently known as B.Duck Semk Holdings International Limited), the issued shares of which are listed on the Hong Kong Stock Exchange. In December 2021, Dr. Chan was also appointed as an independent non-executive director of Sun Cheong Creative Development Holdings Limited, the issued shares of which were once listed on the Stock Exchange and was delisted from the Stock Exchange since May 2022. Dr. Chan is not connected to and has no other relationship with any Directors, senior management or substantial or controlling Shareholders of the Company.

Dr. Chan's appointment as an independent non-executive Director is for a fixed term of two years from 1 April 2019 which is renewable automatically for successive terms of one year upon expiry of the then current term of his appointment unless it is otherwise terminated earlier in accordance with his terms of appointment. His office as an independent non-executive Director is subject to retirement by rotation and re-election in accordance with the provisions of the Articles of Association. Dr. Chan is entitled to receive a director's fee of HK\$15,000 per month. The director's fee of Dr. Chan was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions. For the financial year ended 30 June 2026, Dr. Chan received by way of remuneration the amount of HK\$180,000 from the Company.

As at the Latest Practicable Date, Dr. Chan was interested in 300,000 underlying Shares, representing approximately 0.075% of the issued share capital of the Company, by virtue of share options granted to him under the share option scheme of the Company. Save as disclosed above, as at the Latest Practicable Date, Dr. Chan did not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

Based on the information contained in the annual confirmation on independence provided by Dr. Chan to the Company pursuant to Rule 3.13 of the Listing Rules, the Board has reviewed and evaluated the independence of Dr. Chan and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Dr. Chan remains independent, and has 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 as far as the Directors are aware, Dr. Chan (i) did not hold any other directorship in listed public companies in the last three years other than as disclosed above; (ii) did not hold any other positions with the Company or its subsidiaries; (iii) did not hold any other major appointments or professional qualifications; and (iv) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, 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 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Dr. Chan's re-election.

Details of the Proposed Amendments are as follows (as indicated by the marked-up amendments). If the serial numbering of the provisions of the Existing Memorandum and Articles of Association is changed due to the addition, deletion or re-arrangement of certain provisions made in the Proposed Amendments, the serial numbering of the provisions of the Existing Memorandum and Articles of Association as so amended shall be changed accordingly, including cross-references.

**THE COMPANIES ACT
(AS REVISED) OF THE
CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~SECOND~~ THIRD AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF
BAMBOOS HEALTH CARE HOLDINGS LIMITED
百本醫護控股有限公司**

(Adopted by special resolution passed on ~~29 November 2022~~ 26 November 2026)

**THE COMPANIES ACT
(AS REVISED) OF THE
CAYMAN ISLANDS
COMPANY LIMITED BY SHARES**

**~~THIRD~~ FOURTH AMENDED AND
RESTATED ARTICLES OF
ASSOCIATION OF
BAMBOOS HEALTH CARE HOLDINGS LIMITED
百本醫護控股有限公司**

(Adopted by special resolution passed on ~~29 November 2022~~ 26 November 2026)

Article No.	Proposed Amendments showing changes to the existing Articles	
2.2	<u>“ASR”</u>	<u>shall mean approved securities registrar having the same meaning as in the SFO.</u>
	<u>“ASR Code”</u>	<u>shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as from time to time in effect and includes any amendments thereof and any other codes or guidelines incorporated therewith, supplementary thereto or substituted therefor.</u>

Article No.	Proposed Amendments showing changes to the existing Articles
<u>“Authenticated Message”</u>	<u>shall have the meaning given under the USM Rules.</u>
<u>“Certificated Form”</u>	<u>a share is in a Certificated Form where, under the USM Rules, it is not recorded in the Hong Kong Register as being held in Uncertificated Form.</u>
<u>“Corporate Communication”</u>	<u>shall have the meaning given to it in the Listing Rules.</u>
<u>“Dematerialisation”</u>	<u>shall mean conversion from Certificated Form to Uncertificated Form (and “Dematerialise” shall be construed accordingly).</u>
<u>“Dematerialisation Request”</u>	<u>shall have the meaning given under the USM Rules.</u>
<u>“HKSCC”</u>	<u>shall mean Hong Kong Securities Clearing Company Limited.</u>
<u>“Hong Kong Register”</u>	<u>shall mean the branch register of members holding shares in the Company that is maintained in Hong Kong in accordance with the Companies Act and the USM Rules.</u>
<u>“In the Process of Delisting”</u>	<u>shall have the meaning given under the USM Rules.</u>
<u>“Operating Rules”</u>	<u>shall mean the operating rules of the Company’s ASR (by whatever name called) for using any facilities provided by it, including in particular any facilities for evidencing and transferring legal title to shares in the Company or for sending and receiving Authenticated Messages.</u>
<u>“Participating Securities”</u>	<u>shall have the meaning given under the USM Rules.</u>
<u>“Prescribed Securities”</u>	<u>shall have the meaning ascribed to it in the SFO.</u>

Article No.	Proposed Amendments showing changes to the existing Articles
“recognised clearing house”	shall have the meaning ascribed thereto in Part I of Schedule 1 of the ~~Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)~~ <u>SFO</u> and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.
<u>“Rematerialisation”</u>	<u>shall mean conversion from Uncertificated Form to Certificated Form (and “Rematerialise” shall be construed accordingly).</u>
<u>“SFC”</u>	<u>shall mean the Securities and Futures Commission of Hong Kong.</u>
<u>“SFO”</u>	<u>shall mean the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time and includes every other rule or subsidiary legislation incorporated therewith or substituted therefor.</u>
<u>“Specified Request”</u>	<u>shall have the meaning given under the USM Rules.</u>
<u>“System-member”</u>	<u>shall have the meaning given under the USM Rules.</u>
<u>“treasury shares”</u>	<u>shall mean a share held in the name of the Company as a treasury share in accordance with the Companies Act.</u>
<u>“Uncertificated Form”</u>	<u>a share is in Uncertificated Form if it is recorded in the Hong Kong Register as being held in uncertificated form in accordance with the USM Rules.</u>
<u>“UNSRT System”</u>	<u>shall mean uncertificated securities registration and transfer system having its meaning given under the SFO.</u>

Article No.	Proposed Amendments showing changes to the existing Articles
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“USM Rules”

shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as in force from time to time and any amendments thereto or re-enactments thereof for the time being in force and includes every other rule or subsidiary legislation incorporated therewith or substituted therefor.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
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How class rights may be modified

3.4

**App. A13
Para 15**

If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the Act, be varied or abrogated with the consent in writing of the holders of not less than three-fourths of voting rights of the holders of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third of the issued shares of that class. For the avoidance of doubt, shares in the Company do not constitute a separate class solely by virtue of being in Certificated Form or Uncertificated Form.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Company may purchase and finance the purchase of own shares and warrants	3.6	Subject to the Act, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the ~~Securities and Futures Commission of Hong Kong~~ <u>SFC</u> from time to time in force.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
<u>3A Treasury Shares</u>		
<u>Company may hold treasury shares</u>	<u>3A.1</u>	<u>Subject to the Companies Act, the Listing Rules and any other rules and regulations of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares.</u>
<u>Treasury shares not entitled to dividend and distribution</u>	<u>3A.2</u>	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a treasury share. Nothing in this Article 3A.2 prevents an allotment of shares as fully paid bonus shares in respect of a treasury share and shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as treasury shares.</u>
<u>Company shall not exercise any right in respect of treasury shares</u>	<u>3A.3</u>	<u>The Company shall be entered in the register as the holder of the treasury shares provided that:</u> <u>(a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and</u> <u>(b) a treasury share shall not be voted, directly or indirectly, at any general meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Act</u>
<u>Treasury shares at the disposal of the Directors</u>	<u>3A.4</u>	<u>Subject to the Companies Act, the Listing Rules and any other rules and regulations of any competent regulatory authority, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Directors.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
<u>Board may cancel or transfer treasury shares</u>	3A.5	<u>Subject to the Companies Act, these Articles, the Listing Rules, and any other rules and regulations of any competent regulatory authority, the Board may by a resolution of the Directors at any time: (a) cancel any one or more treasury shares; or (b) transfer any one or more treasury shares to any person, whether or not for valuable consideration (including at a discount to the nominal or par value of such shares).</u>
	4.2	If the Board considers it necessary or appropriate, the Company may establish and maintain a branch register or registers of members at such location or locations within or outside the Cayman Islands as the Board thinks fit <u>in accordance with the Companies Act and, for so long as, in respect of the Hong Kong Register, any class of shares are Prescribed Securities, in accordance with the USM Rules, and shall include in it such matters as are required by the Act and the USM Rules to be included in the Hong Kong Register.</u> The principal register and the branch register(s) shall together be treated as the register for the purposes of these Articles.
	4.5	For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules, <u>the SFO and the USM Rules</u> that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
App. A1 3 Para 20	4.6	<u>Subject to the USM Rules, except when a register is closed and, if applicable, subject to the additional provisions of Article 4.8, the principal register and any branch register shall during business hours be kept open to the inspection of any member without charge. For the avoidance of doubt, any holder of Prescribed Securities is entitled, on request and without charge, to inspect any entry made in relation to that person in the register and to make a copy of any such entries during the course of inspection in accordance with this Article and the USM Rules.</u>
	4.8	<u>For so long as any class of shares are Prescribed Securities, and to the extent not inconsistent with the Companies Act, the following provisions shall apply in respect of the Hong Kong Register relating to such shares that are Prescribed Securities:</u> (a) <u>where any share is in issue in Uncertificated Form, or is Dematerialised, the share will be recorded in the Hong Kong Register as being in Uncertificated Form and such record will not be amended or removed except in accordance with the USM Rules;</u> (b) <u>entries in the Hong Kong Register will have such evidential value and other effect as provided in the Act and the USM Rules;</u> (c) <u>changes to any entry in the Hong Kong Register relating to the holder of a share will be notified to the holder in accordance with the USM Rules and the ASR Code; and</u> (d) <u>a person may, in accordance with the USM Rules, inspect, make copies of, and request to be provided with copies of, entries in the Hong Kong Register.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
App. A13 Para 20	4.9	The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, <u>in each case subject to and in compliance with the USM Rules (in respect of the Hong Kong Register) and other rules and regulations relevant to the Company (including any waiver or exemption granted thereunder);</u> provided that, <u>subject to the foregoing,</u> the register shall not be closed for more than 30 days <u>in aggregate</u> in any year (or such longer period in any year as the members may by ordinary resolution determine in that year provided that such period shall not be extended beyond 60 days <u>in aggregate</u> in any year). <u>For so long as any shares in the Company are Participating Securities, the Hong Kong Register may not be closed for more than two consecutive business days at a time, or any longer period during which trading of the shares on the Exchange is suspended, except as otherwise permitted under the USM Rules.</u> The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article, <u>the Listing Rules and the USM Rules (to the extent applicable).</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Share certificates	<u>4.12</u>	<u>Every person whose name is entered as a member in the register of members shall be entitled to hold their shares in Uncertificated Form in accordance with the USM Rules and in compliance with the Listing Rules and other relevant regulations applicable to the Company. Subject to Article 4.13 and 4.22, a member shall only be entitled to a share certificate if the Directors resolve that share certificates shall be issued. Share certificates representing shares, if any, shall be in such form as the Directors may determine. The Company shall not be bound to issue more than one certificate for shares held jointly by more than one person and delivery of a certificate to one joint holder shall be a sufficient delivery to all of them.</u> ~~Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the Act or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgment of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.~~

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
	<u>4.13</u>	<u>Notwithstanding Article 4.12, Articles 4.12 to 4.18 apply to the shares in the Company for so long as they are Participating Securities and not In the Process of Delisting and save as otherwise permitted or required under the USM Rules. With effect from (and including) the day on which any class of shares in the Company become Participating Securities (the “Participation Date”), no certificate will be issued in respect of any such Participating Securities. For the avoidance of doubt, the preceding sentence applies (without limitation) in the following circumstances: (a) following any issue, allotment, transfer, transmission, consolidation or subdivision of shares is registered in the register on or after the Participation Date; or (b) where, for whatever reason, the holder of a share requests to replace an existing certificate for the share, and the replacement certificate is not issued before the Participation Date. Nothing in this Article affects the validity of any certificate issued by the Company in respect of a share prior to the Participation Date and not cancelled.</u>
Share certificates to be sealed	<u>4.14</u>	<u>Subject to Article 4.13, every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company, which shall only be affixed or imprinted to a share certificate with the authority of the Board.</u>
Every certificate to specify number and class of shares	<u>4.15</u>	Every share certificate, <u>if issued</u> , shall specify the number and class of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Replacement of share certificates	<u>4.17</u>	<u>Subject to Article 4.18, if a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding such amount as may from time to time be permitted under the Listing Rules or the ASR Code (as the case may be) (or such lesser sum as the Board may from time to time require) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation.</u>
	<u>4.18</u>	<u>This Article applies to shares in the Company for so long as they are Participating Securities and not In the Process of Delisting and save as otherwise permitted or required under the USM Rules. If a certificate issued in respect of a member's shares is defaced, damaged, lost or destroyed, and no replacement certificate is issued prior to the Participation Date: (a) the member is not entitled to be issued with a replacement certificate in respect of the same shares; and (b) subject to the below, the shares may instead be Dematerialised in accordance with the USM Rules. Shares of a member that are covered by a certificate that is defaced, damaged, lost or destroyed may not be Dematerialised unless the member has complied with the conditions as to evidence, indemnity and the payment of a reasonable fee that the Directors decide.</u>
	<u>4.19</u>	<u>Articles 4.20 and 4.21 apply (a) to shares in the Company for so long as they are Participating Securities and not In the Process of Delisting; and (b) save as otherwise permitted or required under the USM Rules.</u>
	<u>4.20</u>	<u>Any share issued on or after the Participation Date will be issued in Uncertificated Form and no certificate will be issued in respect of any share in accordance with the USM Rules.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
	4.21	<u>With effect from (and including) the Participation Date, shares which are in Certificated Form may be Dematerialised in accordance with the USM Rules. A reasonable Dematerialisation fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR to the holder and/or transferee of a share in connection with the Dematerialisation of the share. Such fee may be charged irrespective of whether the Dematerialisation is initiated by the Company or requested by the holder or transferee.</u>
	4.22	<u>This Article applies to shares in the Company if they are Participating Securities. Shares in the Company which are in Uncertificated Form may be Rematerialised in accordance with the USM Rules. As soon as reasonably practicable after any Rematerialisation, the Company must issue, free of charge, to each member whose shares are Rematerialised, such number of certificates in respect of those shares as is required under the USM Rules. If more than one person holds a share, only one certificate may be issued in respect of it.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Application of proceeds of such sale	5.4	The net proceeds of such sale by the Company after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale and upon surrender, if required by the Company, ~~for cancellation of the certificate for the share sold~~) be paid to the holder immediately before such sale of the share, <u>provided that any certificate issued in respect of the shares sold has been surrendered to the Company for cancellation or a suitable indemnity has been given for any lost certificates. To give effect to any such sale the Directors may authorise any person to execute an instrument of transfer or send a Specified Request in respect of the shares sold to, or in accordance with the directions of, the purchaser. The purchaser or their nominee shall be registered as the holder of the shares comprised in any such transfer. For giving effect to any such sale, the Board may authorise any person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser they shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</u>
Calls, how made	6.1	The Board may from time to time make such calls as it may think fit upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal amount of the shares or by way of premium or otherwise) and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments. A call may be revoked or postponed, <u>in whole or in part, as the Board may determine but no member shall be entitled to any such revocation or postponement except as a matter of grace and favour.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Notice of call	6.2	At least 14 days' notice of any call shall be given to each member specifying the time and place of payment and to whom <u>and the manner in which</u> such payment shall be made.
Copy of notice to be sent	6.3	A copy of the notice referred to in Article 6.2 shall be sent in the manner in which notices may be sent to members by the Company as ~~herein~~ provided <u>in Article 30.1</u> .
~~Notice of call may be published in newspapers or given by electronic means~~	6.5	~~In addition to the giving of notice in accordance with Article 6.3, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members affected by notice published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers.~~
Form of transfer	7.1	<u>Subject to Article 7.3, a t</u> Transfers of shares may be effected by an instrument of transfer in the usual common form or in such other form as the Board may approve, which is consistent with the standard form of transfer as prescribed by the Exchange and approved by the Board. All instruments of transfer must be left at the registered office of the Company or at such other place as the Board may appoint and all such instruments of transfer shall be retained by the Company.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Execution	7.2	<u>Subject to Article 7.3, the</u> The instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any share shall be in writing and shall be executed with a manual signature or facsimile signature (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by facsimile signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such facsimile signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
	7.3	<u>This Article applies to shares in the Company for so long as they are Prescribed Securities and not In the Process of Delisting and save as otherwise permitted or required under the USM Rules. With effect from (and including) the Participation Date, (a) if the shares to be transferred are held by the transferor in Certificated Form, they may be transferred by means of an instrument of transfer that complies with Articles 7.1 and 7.2 and the USM Rules; and (b) if the shares are held by the transferor in Uncertificated Form, shares may be transferred by means of a Specified Request from the transferor and the transferee that complies with the USM Rules provided that shares held by the transferor in Uncertificated Form may be transferred by means of an instrument of transfer if the Directors are satisfied that it is not reasonably practicable to transfer them by means of a Specified Request. A reasonable fee (not exceeding any applicable limits prescribed under the ASR Code) may be charged by the Company's ASR for registering any instrument of transfer, Specified Request or other document relating to or affecting the title to any share.</u> ~~Notwithstanding Articles 7.1 and 7.2, transfers of shares which are listed on the Exchange may be effected by any method of transferring or dealing in securities permitted by the Listing Rules and which has been approved by the Board for such purpose.~~
Notice of refusal	7.5	<u>Subject to Article 7.10, if the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company (or, in the case of a Participating Security, within such period as is indicated in the ASR Code), send to each of the transferor and the transferee notice of such refusal.</u> ~~If the Board shall refuse to register a transfer of any share, it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.~~

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Requirements As to transfer	7.6	The Board may also decline to register any transfer of any shares unless: (a) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled), <u>if any such certificate has been issued</u>, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; (b) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is in respect of only one class of shares; (c) <u>where the transfer is effected by an instrument of transfer</u>, the instrument of transfer is properly stamped (in circumstances where stamping is required); (...)
Certificate to be given up on transfer	7.8	Upon every transfer of shares, the certificate <u>(if any)</u> held by the transferor shall be given up to be cancelled and shall forthwith be cancelled accordingly <u>and subject to the Articles (including but not limited to Articles 4.12 to 4.18) no new certificate shall be issued until the former certificate representing a like number of relevant shares shall have been surrendered and cancelled.</u> ~~and a new certificate shall be issued, on payment by the transferee of such fee 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 require, to the transferee in respect of the shares transferred to him and, if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him, on payment by the transferor of such fee 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 require. The Company shall also retain the instrument(s) of transfer.~~

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
	<u>7.10</u>	<u>Without prejudice to Articles 7.4, 7.5, 7.6 and 7.9, the Directors may refuse to register the transfer or transmission of a share if: (a) the share is in Certificated Form and a Dematerialisation Request in respect of that share and any other share covered by the same certificate as that share is not received or is refused under the USM Rules; (b) the share is in Uncertificated Form as a result of the Company having initiated its Dematerialisation, and the Dematerialisation fee payable in respect of the Dematerialisation remains unpaid; or (c) the transferor, transferee or transmittee (as applicable) of the share is not a System-member of the UNSRT System operated by the Company's ASR. This Article applies to shares in the Company for so long as they are Participating Securities and not In the Process of Delisting and save as otherwise permitted or required under the USM Rules.</u>
	<u>7.11</u>	<u>Without prejudice to Articles 7.4, 7.5, 7.6 and 7.9, the Directors may refuse to register the transfer of a share if:</u> <u>(a) the share is in Certificated Form, and a Specified Request is sent;</u> <u>(b) the share is in Uncertificated Form, and (i) the Specified Request is not sent in accordance with the Operating Rules; or (ii) subject to Article 7.3(b), an instrument of transfer is lodged, or (iii) if the Directors are entitled to do so by virtue of Article 7.10; or (iv) on any other ground provided under the USM Rules.</u>
	<u>7.12</u>	<u>Where Article 7.34~~0~~ applies, and the Directors refuse to register the transfer of a share, a notice of refusal must be sent to the transferor and the transferee within such period as indicated in the ASR Code.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Notice of election to be registered/ Registration of nominee	8.3	If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have his nominee registered he shall testify his election by executing in favour of his nominee a transfer of such share. <u>Where for the purposes of its disposal a forfeited share is to be transferred to any person the Directors may authorise some person to execute an instrument of transfer or send a Specified Request in respect of the share in favour of that person. All the limitations, restrictions and other provisions of these Articles relating to the right to transfer and the registration of transfer of shares apply to any such transfer, as if the transmission had not occurred and the transfer were a transfer made by the holder of the share before the transmission.</u>~~All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy or winding-up of the member had not occurred and the notice or transfer were a transfer executed by such member.~~
Forfeited shares to be deemed property of Company	9.4	Any share so forfeited shall be deemed to be the property of the Company, and may be re-allotted sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a re-allotment, sale or disposition the forfeiture may be cancelled by the Board on such terms as it thinks fit. <u>Where for the purposes of its disposal a forfeited share is to be transferred to any person the Directors may authorise some person to execute an instrument of transfer or send a Specified Request in respect of the share in favour of that person.</u>
App. A13 Para 14(1)	12.1	Other than the year of the Company's adoption of these Articles, the Company must hold a general meeting as its annual general meeting in each financial year within six months after the end of a financial year in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Extraordinary General meeting	12.2	All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>The Board may make electronic facilities available for a specific general meeting or all general meetings of the Company so that members and other participants may attend and participate at such general meetings by means of such electronic facilities.</u> All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 12.4, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Convening of extraordinary general meeting App. A13 Para 14(5)	12.3	The Board may, whenever it thinks fit, convene an extraordinary general meeting. ~~General meetings shall also be convened on the written requisition of a~~<u>Any two one</u> or more members of the Company ~~(including a recognised clearing house (or its nominees))~~ <u>(including a recognised clearing house (or its nominees))</u> holding ~~deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition~~ <u>shares carrying not higherless than 10%one-tenth</u> of the voting rights <u>at general meetings of the Company</u>, on a one vote per share basis, in the share capital of the Company <u>(excluding treasury shares)</u> shall at all times have <u>the right, by, at general meetings of the Company. General meetings may also be convened on the written requisition of any one member to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition and/or add resolutions to the agenda of a meeting. Such written requisition shall be which</u> ~~is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and (where applicable) the resolution(s) to be added to the meeting agenda and signed by the requisitionist(s), provided that such requisitionist held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting, on a one vote per share basis at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days 2 months after the deposit of such requisition, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.~~

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Notice of meetings App. <u>A13</u> Para 14(2)	12.4	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 resolutions and the general nature of the business to be considered at the meeting. If there is more than one Meeting Location as determined by the Board pursuant to Article 13.4A(1), the principal place of the meeting (the "Principal Meeting Place") and if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.
App. <u>A13</u> Para 14(2)	12.5	Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in Article 12.4, it shall be deemed to have been duly called if it is so agreed: (a) in the case of a meeting called as an annual general meeting, by all the members of the Company entitled to attend and vote thereat or their proxies; and (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the shares giving that right.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
	13.4B	The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any ~~M~~member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.
Poll	13.6	A poll shall (subject as provided in Article 13.7) be taken in such manner (including the use of ballot or voting papers or tickets <u>or by electronic voting</u>) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.
App. A13 Para. 14(3)	14.1(2)	Members must have the right to: (a) speak at general meetings of the Company; (b) vote at general meetings except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
App. A13 Para. 14(3)	14.2	Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Proxies App. A13 Para 18	14.8	Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. And every member being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). <u>The number of proxies appointed by a member who is an individual may not in any event exceed two.</u>
Instrument appointing proxy to be in writing	14.9	The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same, <u>or (subject to any limitations imposed by the Company's ASR) may be an Authenticated Message that is attributable and addressed as described in the USM Rules. An instrument under an instrument of proxy may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy was given. Subject to any limitations imposed by the Company's ASR, such notice may be sent by means of an Authenticated Message that is attributable and addressed as described in the USM Rules.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Delivery of authority for appointment of proxy	14.10(2)	The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall <u>be deemed to have been duly deposited upon receipt of facsimile confirmation (or, subject to any limitations imposed by the Company's ASR, an Authenticated Message) from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company</u>~~be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company.~~ No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
When vote by proxy/ representative valid though authority revoked	14.13	A vote given in accordance with the terms of an instrument of proxy or resolution of a member shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy or resolution of a member was executed or revocation of the relevant resolution or the transfer of the share in respect of which the proxy was given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its registered office, or at such other place <u>or in such other manner</u> as is referred to in Article 14.10, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.
Corporations or clearing houses acting by representatives at meetings	14.14	Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.

**App. A13
Para 18**

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
App. A13 Para 19	14.15	If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its proxies or representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company (including but not limited to any general meeting and creditors meeting) provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including the right to speak and vote, and where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.
Constitution Board may fill vacancies or appoint additional Directors App. A13 Para 4(2)	16.2	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 appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at that meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Power to remove Director by ordinary resolution App. <u>A13</u> Para 4(3)	16.6	The Company may by ordinary resolution at any time in a general meeting remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~ <u>term</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and without prejudice to any claim for damages the Company and/or the Director may have under such agreements. The Company may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Custody and use of seal	22.1	The Board shall provide for the safe custody of the seal which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which such seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. <u>Subject to Articles 4.13 and 4.14, The</u>the securities seal which shall be a facsimile of the common seal with the word “Securities” engraved thereon shall be used exclusively for sealing securities issued by the Company and for sealing documents creating or evidencing securities so issued. 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 dealing 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.
	23.3	~~The Board may, in relation to any capitalisation sanctioned under Article 23.2 in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, the unissued shares, debentures or other securities to which that member is entitled shall be allotted and distributed credited as fully paid up to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.~~

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Payment by <u>wire transfer or by post</u>	24.23	Unless otherwise directed by the Board, any dividend, interest or other sum payable in cash to a holder of shares may be paid by <u>wire transfer to the holder or by</u> cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the person whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares and shall be sent at his or their risk, and the payment of any such cheque or warrant by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
	24.24	The Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending <u>wire transfers or</u> cheques for dividend entitlements or dividend warrants after the first occasion on which such a <u>wire transfer</u> , cheque or warrant is returned undelivered.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Appointment and remuneration of Auditors App. ~~A13~~ Para 17	29.2	The Company shall at any annual general meeting or at a subsequent extraordinary general meeting in each year by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting and determine such auditor or auditors' remuneration. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The appointment, removal and remuneration of an auditor or auditors must be approved by a majority of the members in general meeting or by other body that is independent of the Board. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Services of notices	30.1	<u>Except as otherwise provided in the Articles, any notice or document, including any Corporate Communication, may be served by the Company on any member in any of the following manner to the extent permitted by, and in compliance with the requirements of, the Listing Rules:</u> ~~Except as otherwise provided in these Articles, any notice or document may be served by the Company and any notices may be served by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company or by placing it on the Company's Website provided that the Company has obtained either (a) the member's prior express positive confirmation in writing or (b) the member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given to that holder for the time being whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.~~ (a) <u>personally by leaving it at the registered address of such member as appearing in the register of members;</u> (b) <u>by sending it through the post in a prepaid letter addressed to such member at their registered address as appearing in the register of members (which shall be sent by airmail where the notice or document is posted from one country to another);</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
		(c) <u>by electronic means by transmitting it to any electronic number or address or website supplied by the member to the Company;</u>
		(d) <u>by placing it on the Company's Website and the Exchange's website;</u>
		(e) <u>(in the case of notice) by advertisement published in the manner prescribed in the Listing Rules; or</u>
		(f) <u>subject to any limitations imposed by the Company's ASR, by means of an Authenticated Message.</u>
		<u>The provisions of the USM Rules relating to the effect of an Authenticated Message apply if, in accordance with the USM Rules: (a) the message is attributable to the person sending or supplying it; and (b) the person receiving the message is the addressee of the message.</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
When notice deemed to be served	<u>30.4</u>	Any notice or document, <u>including any Corporate Communication:</u> (a) <u>delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left;</u> (b) <u>sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;</u> (c) <u>given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations, and it shall not be necessary for the receipt of the electronic transmission to be acknowledged by the recipient;</u> (d) <u>served by being placed on the Company's Website and the Exchange's website shall be deemed to be served at the time the notice or document first appears on the Company's Website and the Exchange's website, or at such later time as may be prescribed by the Listing Rules; and</u> (e) <u>served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).</u>

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
Members out of Hong Kong	30.4	~~A member shall be entitled to have notice served on him at any address within Hong Kong. Any member who has not given an express positive confirmation in writing to the Company in the manner specified in the Listing Rules to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address. A member who has no registered address in Hong Kong shall be deemed to have received any notice which shall have been displayed at the transfer office and shall have remained there for a period of 24 hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed, provided that, without prejudice to the other provisions of these Articles, nothing in this Article shall be construed as prohibiting the Company from sending, or entitling the Company not to send, notices or other documents of the Company to any member whose registered address is outside Hong Kong.~~
	30.6	~~Any notice or other document delivered or left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so delivered or left.~~
	30.7	~~Any notice served by advertisement shall be deemed to have been served on the day of issue of the official publication and/or newspaper(s) in which the advertisement is published (or on the last day of issue if the publication and/or newspaper(s) are published on different dates).~~
	30.8	~~Any notice given by electronic means as provided herein shall be deemed to have been served and delivered on the day following that on which it is successfully transmitted or at such later time as may be prescribed by the Listing Rules or any applicable laws or regulations.~~

Margin Notes	Article No.	Proposed Amendments showing changes to the existing Articles
App. <u>A13</u> Para 21	32.1	(1) A voluntary winding up of the Company shall be approved by special resolution of the members in a general meeting.
Amendment of Memorandum and Articles	35	Subject to the Act, 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.
App. <u>A13</u> Para 16		

NOTICE OF THE 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: 2293)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Bamboos Health Care Holdings Limited (the “**Company**”) will be held at 8th Floor, Good Hope Building, Nos. 612–618 Nathan Road, Mongkok, Kowloon, Hong Kong on Thursday, 26 November 2026 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 auditor of the Company for the year ended 30 June 2026.
2. To re-elect Ms. Hai Hiu Chu as an executive Director.
3. To re-elect Dr. Chan Kai Yue Jason as an independent non-executive Director.
4. To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
5. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company for the year ending 30 June 2027 and to authorise the Board to fix its remuneration.
6. To approve payment of a final dividend for the year ended 30 June 2026.
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution

“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 Directors be and are hereby granted an unconditional general mandate to allot, issue and deal with additional shares in the capital of the Company (the

NOTICE OF THE ANNUAL GENERAL MEETING

“Share(s)”), including but not limited to the resale of treasury shares, and to allot, issue or grant securities convertible into Shares, options, warrants and other rights to subscribe for any Shares in the share capital of the Company or such convertible securities and to make or grant offers, agreements and options in respect thereof;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined below) 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 defined 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;
 - (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 defined 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

NOTICE OF THE ANNUAL GENERAL MEETING

(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;
- (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).”

NOTICE OF THE ANNUAL GENERAL MEETING

8. “**THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back the Shares in the share capital of the Company 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 all applicable laws and the requirements of Listing Rules and the rules and regulations of the SFC 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;
 - (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.”

9. “**THAT** conditional upon resolutions numbered 7 and 8 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 7 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 8 above.”

NOTICE OF THE ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

10. To consider, as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT:**

- (a) the proposed amendments to the second amended and restated memorandum of association and third amended and restated articles of association of the Company (collectively, the “**Existing Memorandum and Articles of Association**”, and such proposed amendments, the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular dated 23 October 2026 be and are hereby approved;
- (b) the third amended and restated memorandum of association and fourth amended and restated articles of association of the Company (incorporating the Proposed Amendments) (the “**New Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification, be and is hereby approved and adopted in substitution for, and to the exclusion of, the Existing Memorandum and Articles of Association of the Company with immediate effect after the conclusion of the meeting; and
- (c) (i) any one director of the Company or the company secretary to the Company be and is hereby authorised to do all such acts as he/she deems fit to effect the adoption of the New Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in Hong Kong; and (ii) the Company’s registered office provider be and is hereby authorised and instructed to make such filing with the Registrar of Companies in the Cayman Islands as is necessary in connection with this resolution.”

Yours faithfully

By order of the Board

Bamboos Health Care Holdings Limited

Hai Hiu Chu

Chairman and executive Director

Hong Kong, 23 October 2026

Registered office:

PO Box 309, Ugland House
Grand Cayman KY1-1104
Cayman Islands

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

Unit 901, 9/F, Good Hope Building
No. 612–618 Nathan Road
Mong Kok
Kowloon, Hong Kong

NOTICE OF THE ANNUAL GENERAL MEETING

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.
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 7 and 9 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 8 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 Thursday, 19 November 2026 to Thursday, 26 November 2026 (both days inclusive) during which period no transfer of Shares will be registered. The record date of the Meeting will be Thursday, 26 November 2026. 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 Wednesday, 18 November 2026.
8. The record date for determination of the entitlement of members of the Company to the recommended final dividend for the year ended 30 June 2026 is Monday, 7 December 2026. In order to determine the entitlement to the recommended final dividend, if approved by the Shareholders at the Meeting, the register of members of the Company will be closed from Friday, 4 December 2026 to Monday, 7 December 2026 (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 Thursday, 3 December 2026.

NOTICE OF THE ANNUAL GENERAL MEETING

9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” as 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 website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (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 the independent non-executive Directors are Dr. Chan Kai Yue Jason, Mr. Wong Kon Man Jason and Mr. Tang Yi Hoi.