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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in **Bamboos Health Care Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or 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 GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Kowloon Room II, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong at 12:30 p.m. on Wednesday, 13 November 2019 is set out on pages N-1 to N-5 of this circular.

A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with this circular for despatch to the Shareholders. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

14 October 2019

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Kowloon Room II, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 13 November 2019 at 12:30 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages N-1 to N-5 of this circular
“Articles of Association”	the articles of association of the Company as altered from time to time
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Branch Share Registrar”	Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Business Day”	any day on which the Stock Exchange is open for business of dealing in securities
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to buy-back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“BVI”	the British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Bamboos Health Care Holdings Limited (百本醫護控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed and traded on the Main Board of the Stock Exchange
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate

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## DEFINITIONS

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“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Gold Empress”	Gold Empress Limited, a company incorporated in the BVI with limited liability, which is solely and beneficially owned by Ms Hai, an executive Director, the chief executive officer and a controlling shareholder of the Company as at the Latest Practicable Date
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	9 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ms Hai”	Ms Hai Hiu Chu, the chairman of the Board, an executive Director, the chief executive officer and a controlling shareholder of the Company
“Nomination Committee”	the nomination committee established by the Board (comprising Ms Hai Hiu Chu (Chairman of the Nomination Committee), Dr Ko Wing Man and Ms Chhoa Peck Lim Bella)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Option Scheme”	the share option scheme currently in force and conditionally approved and adopted by the Company pursuant to an ordinary resolution passed by its then shareholders on 24 June 2014 and became unconditional on 8 July 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers and Share Buy-backs
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## **RESPONSIBILITY STATEMENT**

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This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### **BAMBOOS HEALTH CARE HOLDINGS LIMITED**

### **百本醫護控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2293)**

*Executive Director:*

Ms Hai Hiu Chu

*(Chairman and Chief Executive Officer)*

*Independent non-executive Directors:*

Dr Chan Kai Yue Jason

Ms Chhoa Peck Lim Bella

Dr Ko Wing Man

Mr Wong Kon Man Jason

*Registered office:*

PO Box 309, Uglan House

Grand Cayman

KY1-1104

Cayman Islands

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

4/F, Star House

3 Salisbury Road

Tsim Sha Tsui

Kowloon, Hong Kong

14 October 2019

*To the Shareholders*

Dear Sir or Madam

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

#### **INTRODUCTION**

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

Resolutions to be proposed at the Annual General Meeting, in addition to ordinary businesses, include ordinary resolutions relating to (a) the proposed grant of the General Mandate, the Buy-back Mandate and the Extension Mandate; and (b) the proposed re-election of the Directors who have offered themselves for re-election at the Annual General Meeting.

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## LETTER FROM THE BOARD

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

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

- (a) to grant to the Directors a general and unconditional mandate to allot, issue or otherwise deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. On the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming that no Shares will be issued or bought back prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 80,000,000;
- (b) to grant the Buy-back Mandate to the Directors to enable them to buy-back Shares on the Stock Exchange up to a maximum of 10% of the aggregate number of Shares in issue on the date of passing of such resolution. Subject to the passing of the proposed resolution granting the Buy-back Mandate to the Directors, the Company will be allowed under the Buy-back Mandate to buy-back up to a maximum of 40,000,000 Shares; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares actually bought back under the Buy-back Mandate.

Subject to the approval of the above proposals by Shareholders at the Annual General Meeting, the General Mandate and the Buy-back Mandate will lapse on the earliest of (i) the date of the next annual general meeting, or (ii) the date by which the next annual general meeting of the Company is required to be held by law and/or the Articles of Association, or (iii) the date on which such authority given to the Directors thereunder is revoked or varied by ordinary resolution of the Company in general meeting.

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

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

### RE-ELECTION OF DIRECTORS

#### Composition of the Board

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

#### Executive Director

Ms Hai Hiu Chu  
(Chairman and Chief Executive Officer)

#### Date of appointment

23 November 2012

#### Independent non-executive Directors

Dr Chan Kai Yue Jason  
Dr Ko Wing Man  
Ms Chhoa Peck Lim Bella  
Mr Wong Kon Man Jason

#### Date of appointment

1 April 2019  
18 August 2018  
28 March 2019  
9 January 2019

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## LETTER FROM THE BOARD

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### **Directors proposed to be re-elected**

According to Article 16.18 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three (3)), then the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years.

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

At the Annual General Meeting:

- (a) by virtue of Article 16.18, Ms Hai Hiu Chu will retire and, being eligible, offer herself for re-election at the Annual General Meeting; and
- (b) by virtue of Article 16.2, the office of Dr Chan Kai Yue Jason, Ms Chhoa Peck Lim Bella and Mr Wong Kon Man Jason will each end at the Annual General Meeting and, being eligible, offer himself/herself for re-election 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.

### **Nomination policy**

To ensure a balance of skills, experience and diversity of perspectives appropriate to the requirements of the business of the Group among members of the Board, the nomination of Directors for re-appointment at the Annual General Meeting were made by the Nomination Committee in accordance with the nomination policy and procedures adopted by the Company and the selection criteria (including but not limited to skills, regional and industry experience, professional experience, background, education, race, gender, age, culture and other qualities) as set out in the diversity policy of the Company.

### **Recommendation of the Nomination Committee**

The Nomination Committee established by the Board had (with the relevant member of the Nomination Committee abstained from voting at the meeting of the Nomination Committee when his or her own nomination was being considered) nominated the Directors proposed to be re-elected at the Annual General Meeting to the Board for the Board to make recommendation to the Shareholders for re-election at the Annual General Meeting, having reviewed the composition of the Board and having regard to such Directors' professional experience, skills, knowledge and/or length of service, their commitment to their respective roles and functions, and their respective contributions brought and to be brought to the Group. Further, the



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## LETTER FROM THE BOARD

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Nomination Committee (with the relevant member precluded from participating in the deliberation of his or her independence and proposed re-election for appointment) was also satisfied with the independence of each of the independent non-executive Directors proposed to be re-elected, having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Having considered the recommendation of the Nomination Committee and with due regard for the benefits of diversity as set out in the diversity policy of the Company, the Board (with the relevant member precluded from participating in the deliberation of the recommendation of his or her proposed re-appointment) is satisfied that each of the Directors who have offered themselves for re-election at the Annual General Meeting is a person of integrity and stature and believes that the re-election and continued appointment or re-appointment of such Directors will allow the Board as well as the Company to continuously benefit from the sharing of their invaluable experience, contribution and participation.

### **ACTIONS TO BE TAKEN**

Set out on pages N-1 to N-5 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

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

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Branch Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable and in any event not later than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **CLOSURE OF REGISTER OF MEMBERS**

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

In order to determine the qualification to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 8 November 2019 to Wednesday, 13 November 2019 (both days inclusive) during which period no transfer of Shares will be registered. All completed transfer form(s) (accompanied by the relevant share certificate(s)) must be lodged for registration with the Branch Share Registrar at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Thursday, 7 November 2019.

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## LETTER FROM THE BOARD

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### Entitlement to the recommended final dividend for the year ended 30 June 2019

The record date for determination of entitlement of Shareholders to the recommended final dividend for the year ended 30 June 2019 is Friday, 22 November 2019.

For the purpose of ascertaining Shareholders' entitlement to the recommended final dividend, the register of members of the Company will be closed on Thursday, 21 November 2019 and Friday, 22 November 2019 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 Wednesday, 20 November 2019.

### VOTING BY POLL

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

### RECOMMENDATIONS

The Directors consider that the proposals regarding (a) the grant of the General Mandate, the Buy-back Mandate and the Extension Mandate; and (b) the re-election of the Directors as set out in **Appendix II** to this circular are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions at the Annual General Meeting.

### GENERAL INFORMATION

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

### MISCELLANEOUS

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

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

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Buy-back Mandate to the Directors.

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

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

## **2. SHARE CAPITAL**

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

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

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

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy-back Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

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

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on buy-back may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are bought back. In accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

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

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 30 June 2019, being the date of on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the twelve calendar months immediately preceding (and including) the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
October	1.69	1.46
November	1.63	1.45
December	1.61	1.41
<b>2019</b>		
January	1.51	1.17
February	1.43	1.28
March	1.29	1.11
April	1.59	1.24
May	1.50	1.37
June	1.41	1.19
July	1.41	1.21
August	1.30	0.97
September	1.29	1.12
October (up to the Latest Practicable Date)	1.30	1.29

**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make buy-backs under the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the regulations set out in the Articles of Association.

**8. CORE CONNECTED PERSON**

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

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

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

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

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

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

*Notes:*

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

On the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming there was no further issue or buy-back of Shares during the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the percentage shareholding of Gold Empress (as well as Ms Hai) would increase from 67.5% to 75.0% of the issued Shares if the Buy-back Mandate was exercised in full.

Such increase would not result in the aggregate amount of the issued share capital of the Company in the public hands being reduced to less than 25% and would not give rise to an obligation on the part of Gold Empress and parties acting in concert (as defined in the Takeovers Code) with it (including Ms Hai) to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any buy-back pursuant to the Buy-back Mandate.

The Directors have no intention to exercise the Buy-back Mandate to such an extent as would result in (i) any obligation of Gold Empress and parties acting in concert (as defined in the Takeovers Code) with it (including Ms Hai) to make a mandatory offer under the Takeovers Code or (ii) the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

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

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

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.

**Ms Hai Hiu Chu (奚曉珠) (“Ms Hai”)**

Ms Hai, aged 48, is an executive Director, the chairman of the Board and the chief executive officer of the Company. She also serves as the chairman of the nomination committee of the Board 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 our 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 in November 2008 and November 2012 respectively. She also completed a programme in EMBA and obtained a master’s degree in Business Administration from The Chinese University of Hong Kong in December 2010. Ms Hai obtained an EN qualification from the Nursing Council of Hong Kong in February 1993, and has over 20 years of experience in the medical field and the pharmaceutical industry.

Ms Hai currently serves as the director of Agency for Volunteer Service and Hong Kong Rehabilitation Power; the chairman of Hong Kong Health Care Federation; and the honorary president of Junior Police Call Honorary Presidents’ Association (Tseung Kwan O) and Senior Police Call Honorary Presidents’ Association (Sau Mau Ping). Ms Hai is also a member of Registration Committee of Chiropractors Council and assistant liaison officer II of Emergency response task force of Auxiliary Medical Service. Ms Hai had been an independent non-executive director of Hans Energy Company Limited (stock code: 554) from October 2017 to June 2019.

As at the Latest Practicable Date, Ms Hai was deemed to be interested in 270,000,000 Shares held by Gold Empress (the entire issued share capital of which is solely and beneficially owned by Ms Hai) by virtue of the SFO, and is currently a controlling shareholder of the Company. Ms Hai also had a personal interest in 1,850,000 underlying shares in the Company by virtue of options granted to her by the Company under the Share Option Scheme. Save as disclosed, Ms Hai did not have any interests or underlying interests in Shares within the meaning of Part XV of the SFO.

Ms Hai has entered into a director’s service agreement with the Company for a term of one year commencing from 8 July 2014, which is renewable automatically for successive terms of one year thereafter, unless terminated by not less than three months’ notice in writing served by either party on the other in accordance with the terms of the service agreement. She is also subject to retirement by rotation and re-election at annual general meeting in accordance with the Articles of Association. Ms Hai was entitled to receive a director’s fee of HK\$150,000 per month during the period from 1 July 2018 to 30 September 2019 and a management bonus of

HK\$300,000 per annum. With effect from 1 October 2019, the director's fee of Ms Hai has been adjusted to HK\$100,000 per month and she is also entitled to receive a rental allowance of HK\$40,000 per month, a travelling allowance of HK\$20,000 per month and a management bonus of HK\$320,000 per annum, together with such other emolument(s) and/or benefit(s) as may be determined by, and at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Ms Hai's emolument (which is subject to annual review) was and will be determined by the Board with reference to her experience, qualifications, duties and responsibilities involved in the Group, as well as the performance of the Company and the prevailing market conditions. For the year ended 30 June 2019, Ms Hai received by way of remuneration and/or other emoluments the amount of HK\$2,100,000 from the Group.

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 and (iii) 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 Ms Hai's re-election.

**Dr Chan Kai Yue Jason (陳繼宇) (“Dr Chan”)**

Dr Chan, *JP*, aged 45, has been an independent non-executive Director since 1 April 2019. He also serves as a member of each of the audit committee, the remuneration committee and the compliance committee of the Board.

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 in Doctor of Education at The University of Bristol in 2010.

Dr Chan has extensive experience in education and information technology industries. He has been the Head of Information Technology of the College of Professional and Continuing Education (CPCE) at the Hong Kong Polytechnic University since July 2010.

Dr Chan has been appointed in several public services. He is currently serving as a member in the Education Bureau as an Advisory Committee Member (Tertiary Education Representative) of the Education Development Fund and Dissemination and Promotion Sub-committee Member of the Quality Education Fund. He also serves as a member in various public service such as the Property Management Services Authority, a lay member of the Solicitors Disciplinary Tribunal of Judiciary Hong Kong, a Panel member of the Transports Tribunals Panel for Transport and



Housing Bureau, an Advisory Committee member of the Innovation and Technology Venture Fund (ITVF) for Innovation and Technology Bureau and a member of the Steering Committee of Child Development Fund for Labour and Welfare Bureau. Dr Chan was appointed as Justice of the Peace of Hong Kong on 30 June 2017.

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

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 was entitled to receive a director's fee of HK\$10,000 per month during the period from 1 April 2019 to 30 September 2019 and such director's fee has been adjusted to HK\$15,000 per month with effect from 1 October 2019, and such other emolument(s) or benefit(s) as may be determined by and, at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Dr Chan's director's fee (which is subject to annual review) was and will be determined with reference to his qualifications, experience, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions. For the financial year ended 30 June 2019, Dr Chan received by way of remuneration the amount of HK\$30,000 from the Company.

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 had 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 to be 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; (ii) did not hold any other positions with the Company or its subsidiaries and (iii) 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.

**Ms Chhoa Peck Lim Bella (蔡碧林) ( “Ms Chhoa”)**

Ms Chhoa, aged 49, has been an independent non-executive Director since 28 March 2019. She also serves as the chairman of the compliance committee and a member of each of the audit committee and the nomination committee of the Board.

Ms Chhoa is a solicitor qualified to practice in Hong Kong. She graduated from the University of Hong Kong with a Bachelor degree in Law in 1992. Ms Chhoa also obtained an Executive Master of Business Administration degree from the Chinese University of Hong Kong in 2004.

Ms Chhoa is currently the director of leasing & management of Hang Lung Properties Limited overseeing its Hong Kong leasing portfolio since July 2017 and served as a director of corporate affairs, general counsel and company secretary of Hang Lung Group Limited (stock code: 10) and Hang Lung Properties Limited (stock code: 101) from August 2011 to July 2017 overseeing their legal, company secretarial and human resources matters. Prior to joining Hang Lung Group Limited and Hang Lung Properties Limited, she served as the senior vice president of group legal and compliance and company secretary of Esprit Holdings Limited (stock code: 330) from July 2008 to August 2011. Ms Chhoa has extensive experience in general management, legal, company secretarial and human resources matters gained in blue-chip listed companies.

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

Ms Chhoa's appointment as an independent non-executive Director is for a fixed term of two years from 28 March 2019, which is renewable automatically for successive terms of one year upon expiry of the then current term of her appointment unless it is otherwise terminated earlier in accordance with her terms of appointment. Her 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. Ms Chhoa was entitled to receive a director's fee of HK\$10,000 per month during the period from 28 March 2019 to 30 September 2019 and such director's fee has been adjusted to HK\$15,000 per month with effect from 1 October 2019, and such other emolument(s) or benefit(s) as may be determined by and, at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Ms Chhoa's director's fee (which is subject to annual review) was and will be determined with reference to her qualifications, experience, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions. For the financial year ended 30 June 2019, Ms Chhoa received by way of remuneration the amount of approximately HK\$31,000 from the Company.

Based on the information contained in the annual confirmation on independence provided by Ms Chhoa to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Ms Chhoa and is satisfied that she has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Ms Chhoa remains to be 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 she is re-elected at the Annual General Meeting.

Save as disclosed above and as far as the Directors are aware, Ms Chhoa (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 and (iii) 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 Ms Chhoa's re-election.

**Mr Wong Kon Man Jason (王幹文) ("Mr Wong")**

Mr Wong, aged 55, has been an independent non-executive Director since 9 January 2019. He also serves as the chairman of the audit committee and a member of each of the remuneration committee and the compliance committee of the Board.

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

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

As at the Latest Practicable Date, Mr Wong had a personal interest in 250,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed, Mr Wong did not have any interests or underlying interests in Shares within the meaning of Part XV of the SFO.

Mr Wong's appointment as an independent non-executive Director is for a fixed term of two years from 9 January 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. Mr Wong was entitled to receive a director's fee of HK\$10,000 per month during the period from 9 January 2019 to 30 September 2019 and such director's fee has been adjusted to HK\$15,000 per month with effect from 1 October 2019, and such other emolument(s) or benefit(s) as may be determined by and, at the discretion of, the Board (upon the recommendation of the remuneration committee of the Board) from time to time. The level of Mr Wong's director's fee (which is subject to annual review) was and will be determined with reference to his qualifications, experience, duties and responsibilities within the Group, the performance of the Group and the prevailing market conditions. For the financial year ended 30 June 2019, Mr Wong received by way of remuneration the amount of approximately HK\$57,000 from the Company.

Based on the information contained in the annual confirmation on independence provided by Mr Wong to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr Wong 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 Mr Wong remains to be 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, Mr Wong (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 and (iii) 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 Mr Wong's re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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### BAMBOOS HEALTH CARE HOLDINGS LIMITED

### 百本醫護控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 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 Kowloon Room II, Mezzanine Floor, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Wednesday, 13 November 2019 at 12:30 p.m. to consider and, if thought fit, transact the following businesses:

#### **As Ordinary Business**

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditors (the “**Auditors**”) of the Company for the year ended 30 June 2019.
2. To consider the re-election of the following Directors, each as a separate resolution:
  - (a) Ms Hai Hiu Chu;
  - (b) Dr Chan Kai Yue Jason;
  - (c) Ms Chhoa Peck Lim Bella;
  - (d) Mr Wong Kon Man Jason; and
  - (e) to authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To consider the re-appointment of PricewaterhouseCoopers as the Auditors for the year ending 30 June 2020 and to authorise the Board to fix the remuneration of the Auditors.
4. To approve payment of final dividend for the year ended 30 June 2019.

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## NOTICE OF ANNUAL GENERAL MEETING

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### As Special Business

To consider and, if thought fit, pass with or without modifications, each of the following resolutions as an ordinary resolution of the Company:

#### ORDINARY RESOLUTIONS

5. “**THAT:**

- (a) subject to paragraphs (c) and (d) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (the “**Directors**”) of the Company during the Relevant Period (as defined in paragraph (e) below) of all the powers of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined in paragraph (e) below);
  - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

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

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

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## NOTICE OF ANNUAL GENERAL MEETING

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**“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).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back the shares (the **“Shares”**) of HK\$0.01 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange for such purpose, and subject to and in



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## NOTICE OF ANNUAL GENERAL MEETING

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accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association 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.”
7. “**THAT** conditional upon resolutions numbered 5 and 6 above being passed, the unconditional general mandate granted to the directors (the “**Directors**”) of the Company to allot, issue and deal with the unissued shares (the “**Shares**”) of HK\$0.01 each in the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of the 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 6 above.”

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

Hong Kong, 14 October 2019

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

*Head office and principal place  
of business in Hong Kong:*  
4/F, Star House  
3 Salisbury Road  
Tsim Sha Tsui  
Kowloon, Hong Kong



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such 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 5 and 7 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 6 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 Friday, 8 November 2019 to Wednesday, 13 November 2019 (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, 7 November 2019.
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 2019 is Friday, 22 November 2019. 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 on Thursday, 21 November 2019 and Friday, 22 November 2019 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 Wednesday, 20 November 2019.
9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.bamboos.com.hk](http://www.bamboos.com.hk)) to notify its shareholders of the date, time and place of the re-scheduled meeting.

*As at the date of this notice, the executive Director is Ms Hai Hiu Chu (Chairman and Chief Executive Officer) and the independent non-executive Directors are Dr Chan Kai Yue Jason, Ms Chhoa Peck Lim Bella, Dr Ko Wing Man and Mr Wong Kon Man Jason.*