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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

A notice convening the Annual General Meeting to be held at Kowloon Room I, M/F, Kowloon Shangri-la, Kowloon, Hong Kong at 12:30 p.m. on Friday, 6 November 2020 is set out on pages AGM-1 to AGM-6 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page i of this circular for the measures to be implemented at the Annual General Meeting by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus ("COVID-19"), including:

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

**Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the meeting as your proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.**

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the Annual General Meeting to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

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

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

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

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

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be convened and held at Kowloon Room I, M/F, Kowloon Shangri-la, Kowloon, Hong Kong on Friday, 6 November 2020 at 12:30 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages AGM-1 to AGM-6 of this circular
“Articles of Association”	the articles of association of the Company as altered from time to time
“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

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## DEFINITIONS

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“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
“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”	25 September 2020, 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)

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme currently in force and conditionally approved and adopted by the Company pursuant to an ordinary resolution passed by its then shareholders on 24 June 2014 and became unconditional on 8 July 2014
“Shareholder(s)”	holder(s) of Share(s)
“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.



**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, Ugland House

Grand Cayman

KY1-1104

Cayman Islands

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

Room 204, 2/F

Wing On Plaza

62 Mody Road

Tsim Sha Tsui

Kowloon, Hong Kong

30 September 2020

*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.



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## LETTER FROM THE BOARD

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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.

### **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.

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## LETTER FROM THE BOARD

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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:

<b>Executive Director</b>	<b>Date of appointment</b>
Ms Hai Hiu Chu <i>(Chairman and Chief Executive Officer)</i>	23 November 2012
<b>Independent non-executive Directors</b>	<b>Date of appointment</b>
Dr Chan Kai Yue Jason	1 April 2019
Dr Ko Wing Man	18 August 2018
Ms Chhoa Peck Lim Bella	28 March 2019
Mr Wong Kon Man Jason	9 January 2019

#### 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.

By virtue of Article 16.18 of the Articles of Association, Ms Hai Hiu Chu and Dr Ko Wing Man will retire and, being eligible, offer themselves 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,

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## LETTER FROM THE BOARD

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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 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 AGM-1 to AGM-6 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the 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

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## LETTER FROM THE BOARD

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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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### **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 Tuesday, 3 November 2020 to Friday, 6 November 2020 (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 Monday, 2 November 2020.

#### **Entitlement to the recommended final dividend for the year ended 30 June 2020**

The record date for determination of entitlement of Shareholders to the recommended final dividend for the year ended 30 June 2020 is Monday, 16 November 2020.

For the purpose of ascertaining Shareholders' entitlement to the recommended final dividend, the register of members of the Company will be closed from Friday, 13 November 2020 to Monday, 16 November 2020 (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, 12 November 2020.

### **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.

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## LETTER FROM THE BOARD

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### 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 2020, 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>2019</b>		
September	1.29	1.12
October	1.30	1.10
November	1.14	0.89
December	1.44	0.89
<b>2020</b>		
January	1.12	0.92
February	1.23	1.00
March	1.12	0.90
April	1.20	0.98
May	1.07	0.98
June	1.12	0.98
July	1.02	0.82
August	1.00	0.90
September (up to the Latest Practicable Date)	0.95	0.91

## **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:

Name	Capacity	Number of Shares held (L) (Note 1)	Approximate percentage of existing shareholding (Note 4)	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full
				(Note 5)
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 Hiu Chu, aged 49, 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 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 redesignated 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 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 22 years of experience in the medical field and the pharmaceutical industry.

Ms Hai currently serves as the chairman of Hong Kong Health Care Federation; a member of Registration Committee of Chiropractors Council; and a visiting professor of Guangdong Pharmaceutical University. Also, Ms Hai is the winner of the Most Promising Entrepreneurship Award in Asia Pacific Entrepreneurship Awards 2012. She has previously served as an independent non-executive director of Hans Energy Company (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 3,850,0000 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 from 1 July 2019 to 30 September 2019 and HK\$100,000 per month from 1 October 2019 onwards. From 1 October 2019 onwards, 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 2020, Ms Hai received by way of remuneration and/or other emoluments the amount of HK\$2,180,000 from the Group (including Ms Hai's management bonus calculated at a pro rata basis for the Year).

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 Ko Wing Man, GBS, BBS, JP (高永文) (“Dr Ko”)**

Dr Ko, aged 63, is an independent non-executive Director, the chairman of the remuneration committee and a member of the nomination committee of the Board. He was appointed as an independent non-executive Director on 18 August 2018. Dr Ko is responsible for providing independent judgement on issues of strategy, performance, resources and standards of conduct of the Group.

Dr Ko holds the degrees of Bachelor of Medicine and Bachelor of Surgery from the University of Hong Kong in 1981. He received a Fellowship from the Royal College of Surgeons of Edinburgh, the United Kingdom in 1986 and was awarded a degree of Master of Health Administration from The University of New South Wales, Australia in 1993. He became a Fellow of the Hong Kong Academy of Medicine in the specialty of Orthopaedic Surgery and Hong Kong College of Community Medicine in Administrative Medicine in 1993 and 2000, respectively. In 2002, he became a Fellow of the Faculty of Public Health Medicine of the Royal Colleges of Physicians of the United Kingdom.

Dr Ko is currently an orthopaedic surgeon at Dr Ko Wing Man Clinic (高永文醫生診所). He was previously the Secretary for Food and Health of the Government of Hong Kong Special Administrative Region from July 2012 to June 2017. He is a member of the 13th National Committee of the Chinese People's Political Consultative Conference. He was appointed as Justice of the Peace in 2001 and was awarded the Bronze Bauhinia Star and Gold Bauhinia Star by the Government of Hong Kong in 2008 and 2017, respectively.

Dr Ko is an independent non-executive director of The People's Insurance Company (Group) of China Limited (stock code 1339). Other than as an independent non-executive

director of the Company, Dr Ko does not hold any other position with the Company or other members of the Group as at the Latest Practicable Date. Save as disclosed above, Dr Ko did not hold any directorship in other listed public companies in Hong Kong or overseas in the three years immediately preceding the Latest Practicable Date. As at the Latest Practicable Date, he has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Dr Ko's appointment as an independent non-executive director of the Company is for a fixed term of three years 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 his terms of appointment. His office as an independent non-executive director of the Company is subject to retirement by rotation and re-election in accordance with the provisions of the Company's articles of association. Dr Ko was entitled to receive a director's fee of HK\$10,000 per month from 1 July 2019 to 30 September 2019 and HK\$15,000 per month from 1 October 2019 onwards. His director's fee 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.

Based on the information contained in the annual confirmation on independence provided by Dr Ko to the Company pursuant to Rule 3.13 of the Listing Rules, the Board has reviewed and evaluated the independence of Dr Ko 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 Ko remains to be independent, and have the character, integrity, independence and experience required to fulfill and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above and as far as the Directors are aware, Dr Ko (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 Ko'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

### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

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

**Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the meeting as your proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Bamboos Health Care Holdings Limited (the “**Company**”) will be held at Kowloon Room I, M/F, Kowloon Shangri-la, Kowloon, Hong Kong on Friday, 6 November 2020 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 2020.
2. To consider the re-election of the following Directors, each as a separate resolution:
  - (a) Ms Hai Hiu Chu as an executive director of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) Dr Ko Wing Man as an independent non-executive director of the Company; and
  - (c) 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 2021 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 2020.

### 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);

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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,

“**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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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 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



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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, 30 September 2020

*Registered office:*

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

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

Room 204, 2/F  
Wing On Plaza  
62 Mody Road  
Tsim Sha Tsui  
Kowloon, Hong Kong

*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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Tuesday, 3 November 2020 to Friday, 6 November 2020 (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 Monday, 2 November 2020.
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 2020 is Monday, 16 November 2020. 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, 13 November 2020 to Monday, 16 November 2020 (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, 12 November 2020.
9. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the HKEXnews website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on the website of the Company ([www.bamboos.com.hk](http://www.bamboos.com.hk)) to notify its shareholders of the date, time and place of the re-scheduled meeting.

*As at the date of this notice, the executive Director is Ms Hai Hiu Chu (Chairman and Chief Executive Officer) and 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.*