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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Bamboos Health Care Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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## BAMBOOS HEALTH CARE HOLDINGS LIMITED

百本醫護控股有限公司

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

**(Stock Code: 2293)**

### PROPOSALS FOR

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) DECLARATION OF A FINAL DIVIDEND;**
- (4) RE-APPOINTMENT OF AUDITORS;**
- (5) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES;**
- AND**
- (6) NOTICE OF THE ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting (the “Annual General Meeting”) to be held at 8/F, Good Hope Building, 618 Nathan Road, Mongkok, Kowloon, Hong Kong on Tuesday, 29 November 2022 at 02:00 p.m. is set out on pages AGM-1 to AGM-7 of this circular.

A proxy form is enclosed with this circular. Such proxy form is also published on the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<https://www.bamboos.com.hk/>). Irrespective of whether you are able to attend and vote at the Annual General Meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so desire.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

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

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

24 October 2022

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

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

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

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

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

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Responsibility Statement</b> .....	5
<b>Letter from the Board</b>	
<b>Introduction</b> .....	6
<b>Granting of General Mandate, Buy-back Mandate and Extension Mandate</b> ..	7
<b>Re-election of retiring Directors</b> .....	8
<b>Declaration of a Final Dividend</b> .....	9
<b>Re-appointment of Auditors</b> .....	9
<b>Proposed Amendments to the Existing Memorandum and Articles and     Adoption of the Amended Memorandum and Articles</b> .....	9
<b>Actions to be taken</b> .....	10
<b>Closure of register of members</b> .....	10
<b>Voting by poll</b> .....	11
<b>Recommendations</b> .....	11
<b>General information</b> .....	11
<b>Appendix I</b> — <b>Explanatory Statement for the Buy-back Mandate</b> .....	I-1
<b>Appendix II</b> — <b>Details of the retiring Directors proposed to be re-elected at the Annual General Meeting</b> .....	II-1
<b>Appendix III</b> — <b>Proposed Amendments to the Existing Memorandum and Articles</b> .....	III-1
<b>Notice of the Annual General Meeting</b> .....	AGM-1

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## DEFINITIONS

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

“Amended Memorandum and Articles”	the second amended and restated memorandum of association and the third amended and restated articles of association of the Company incorporating the changes set out in Appendix III to this circular proposed to be approved and adopted by the Shareholders at the Annual General Meeting
“Annual General Meeting”	the annual general meeting of the Company to be convened and held at 8/F, Good Hope Building, 618 Nathan Road, Mongkok, Kowloon, Hong Kong on Tuesday, 29 November 2022 at 02:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages AGM-1 to AGM-7 of this circular
“Articles of Association”	the articles of association of the Company as altered from time to time
“Audit Committee”	the audit committee established by the Board (comprising Mr. Wong Kon Man Jason (chairman of the Audit Committee), Dr. Chan Kai Yue Jason and Mr. Lam Kwok Ming)
“Board”	the board of Directors
“Branch Share Registrar”	Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong
“Buy-back Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to buy-back Shares, the aggregate number of which shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the relevant resolution, for such period until the conclusion of the next annual general meeting of the Company or such earlier period at the Annual General Meeting
“BVI”	the British Virgin Islands
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules

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## DEFINITIONS

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“Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Company”	Bamboos Health Care Holdings Limited (百本醫護控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 2293)
“controlling shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Memorandum and Articles”	the memorandum of association of the Company as amended and supplemented from time to time; and the articles of association of the Company as altered from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares bought back under the Buy-back Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of the issued Shares as at the date of passing of such resolution, for such period until the conclusion of the next annual general meeting of the Company or such earlier period at the Annual General Meeting
“Gold Empress”	Gold Empress Limited, a company incorporated in the BVI with limited liability, which is solely and beneficially owned by Ms. Hai, the chairman of the Board, an executive Director, the chief executive officer and a controlling shareholder of the Company as at the Latest Practicable Date
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 October 2022, 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 (chairman of the Nomination Committee), Dr. Chan Kai Yue Jason and Mr. Lam Kwok Ming)
“Proposed Amendments”	the proposed amendments to the Existing Memorandum and Articles as set out in Appendix III to this circular
“Remuneration Committee”	the remuneration committee established by the Board (comprising Mr. Lam Kwok Ming (chairman of the Remuneration Committee), Dr. Chan Kai Yue Jason and Mr. Wong Kon Man Jason)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme currently in force and conditionally approved and adopted by the Company pursuant to an ordinary resolution passed by its then shareholders on 24 June 2014 and became unconditional on 8 July 2014
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission of Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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

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## **RESPONSIBILITY STATEMENT**

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

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LETTER FROM THE BOARD

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**BAMBOOS HEALTH CARE HOLDINGS LIMITED**

**百本醫護控股有限公司**

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

**(Stock Code: 2293)**

*Executive Director:*

Ms. Hai Hiu Chu

*(Chairman and Chief Executive Officer)*

*Independent non-executive Directors:*

Dr. Chan Kai Yue Jason

Mr. Lam Kwok Ming

Mr. Wong Kon Man Jason

*Registered office:*

PO Box 309, Uglund 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

24 October 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**

- (1) GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES;**
- (2) RE-ELECTION OF RETIRING DIRECTORS;**
- (3) DECLARATION OF A FINAL DIVIDEND;**
- (4) RE-APPOINTMENT OF AUDITORS;**
- (5) PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND  
ARTICLES AND ADOPTION OF THE AMENDED  
MEMORANDUM AND ARTICLES;**
- AND**
- (6) NOTICE OF THE ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the resolutions to be proposed at the Annual General Meeting relating to, *inter alia*, (i) the granting of the General Mandate, the Buy-back Mandate and the Extension Mandate; (ii) the re-election

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## LETTER FROM THE BOARD

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of the retiring Directors; (iii) the declaration of a final dividend; (iv) the re-appointment of auditors; (v) the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles; and (vi) the notice of the Annual General Meeting at which the above resolutions will be proposed to be considered and, if thought fit, approved.

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

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

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

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

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

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

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

#### Composition of the Board

As at the Latest Practicable Date, the Board consisted of four (4) 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
Mr. Wong Kon Man Jason	9 January 2019
Mr. Lam Kwok Ming	17 August 2021

#### Directors proposed to be re-elected

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

By virtue of Article 16.18 of the Articles of Association, Ms. Hai and Dr. Chan Kai Yue Jason will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

On 27 September 2022, the Nomination Committee, having reviewed the Board composition, nominated each of the retiring Directors to the Board for recommendation to the Shareholders for re-election at the Annual General Meeting.

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

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

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## LETTER FROM THE BOARD

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### DECLARATION OF A FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK5.00 cents per ordinary share for the year ended 30 June 2022. The final dividend is subject to the approval of the Shareholders at the Annual General Meeting. The final dividend, if approved by the Shareholders at the Annual General Meeting, will be payable on Friday, 9 December 2022 to Shareholders whose names appeared on the register of members of the Company on Thursday, 8 December 2022. For details on closure of the register of members of the Company for entitlement to the final dividend, please refer to the paragraph headed “Closure of Register of Members” below.

### RE-APPOINTMENT OF AUDITORS

PricewaterhouseCoopers will retire as the independent auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. Upon the recommendation of the Audit Committee, the Board proposes to re-appoint PricewaterhouseCoopers as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES AND ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES

Reference is made to the announcement of the Company dated 28 September 2022 in relation to the Proposed Amendments and proposed adoption of the Amended Memorandum and Articles.

The Board proposes to amend the Existing Memorandum and Articles for the purposes of (i) bringing the Existing Memorandum and Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules which took effect from 1 January 2022; (ii) allowing the Company to hold hybrid and electronic meetings of the Shareholders; and (iii) reflecting certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules and make other housekeeping amendments.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments.

The Proposed Amendments are prepared in English and the Chinese translation is for reference only. In case there are any inconsistencies between the English version and the Chinese version of the Proposed Amendments, the English version shall prevail.

The proposed adoption of the Amended Memorandum and Articles are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. The full text of the Proposed Amendments are set out in **Appendix III** to this circular.

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## LETTER FROM THE BOARD

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### ACTIONS TO BE TAKEN

Set out on pages AGM-1 to AGM-7 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions and a special resolution will be proposed to approve, among other matters, the following:

#### Ordinary resolutions

- (a) the granting of the General Mandate, the Buy-back Mandate and the Extension Mandate;
- (b) the re-election of Directors;
- (c) the declaration of a final dividend;
- (d) the re-appointment of auditors; and

#### Special resolution

- (e) the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles.

A proxy form for use by the Shareholders at the Annual General Meeting is enclosed with this circular. Irrespective of whether you are able to attend and vote at the Annual General Meeting in person, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be) should you so desire and in such event, the proxy form shall be deemed to be revoked.

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

### 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 Thursday, 24 November 2022 to Tuesday, 29 November 2022 (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

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## LETTER FROM THE BOARD

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Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong by no later than 4:00 p.m. on Wednesday, 23 November 2022.

### **Entitlement to the recommended final dividend for the year ended 30 June 2022**

The record date for determination of entitlement of Shareholders to the recommended final dividend for the year ended 30 June 2022 is Thursday, 8 December 2022.

For the purpose of ascertaining Shareholders' entitlement to the recommended final dividend, the register of members of the Company will be closed from Tuesday, 6 December 2022 to Thursday, 8 December 2022 (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 Monday, 5 December 2022.

### **VOTING BY POLL**

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

### **RECOMMENDATIONS**

The Board considers that (i) the proposed granting of the General Mandate, the Buy-back Mandate and the Extension Mandate to the Directors; (ii) the proposed re-election of the retiring Directors as set out in **Appendix II** to this circular; (iii) the declaration of a final dividend; (iv) the re-appointment of auditors; and (v) the Proposed Amendments and the proposed adoption of the Amended Memorandum and Articles as set out in **Appendix III** to this circular are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### **GENERAL INFORMATION**

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

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

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

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

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

## **2. SHARE CAPITAL**

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

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

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

Although the Directors have no present intention of exercising the proposed Buy-back Mandate, the Directors believe that the flexibility afforded by the proposed Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

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

In making buy-backs, the Company may only apply funds legally available for such purposes in accordance with the Articles of Association and the laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The premium payable on buy-back may only be

paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the Company's share premium before the Shares are bought back. In accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

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

Taking into account the current working capital position of the Group, the Directors consider that, if the Buy-back Mandate were to be carried out in full at any time during the proposed buy-back period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 30 June 2022, being the date on which its latest published audited consolidated financial statements were made up. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### **6. SHARE PRICES**

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

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
October	1.09	0.87
November	0.88	0.72
December	0.80	0.70
<b>2022</b>		
January	1.05	0.69
February	1.06	0.78
March	0.88	0.75
April	0.86	0.68
May	0.87	0.72
June	0.88	0.78
July	0.86	0.80
August	0.85	0.73
September	0.87	0.64
October (up to the Latest Practicable Date)	0.78	0.71

**7.    UNDERTAKING**

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

**8.    CORE CONNECTED PERSON**

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

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

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

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

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

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

Name	Capacity	Number of Shares held (L) <i>(Note 1)</i>	Approximate percentage of existing shareholding <i>(Note 4)</i>	Approximate percentage of shareholding if the Buy-back Mandate is exercised in full <i>(Note 5)</i>
Gold Empress	Beneficial owner <i>(Note 2)</i>	270,200,000	67.55%	75.06%
Ms. Hai	Interest of controlled corporation <i>(Note 2)</i>	270,200,000	67.55%	75.06%
HRnetGroup Limited <i>(Note 3)</i>	Beneficial owner	32,000,000	8.0%	8.9%

*Notes:*

- (1) The letter “L” denotes a long position in the shareholder’s interest in the issued share capital of the Company.
- (2) These 270,200,000 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 270,200,000 Shares held by Gold Empress by virtue of Part XV of the SFO.
- (3) HRnetGroup Limited is a corporation incorporated in Singapore whose issued shares are listed on the Main Board of the Singapore Exchange Securities Trading Limited.
- (4) The percentage of shareholding is calculated on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date.
- (5) The percentage of shareholding is calculated on the basis of 360,000,000 Shares (on the basis of 400,000,000 Shares in issue as at the Latest Practicable Date and assuming the Buyback Mandate was exercised in full).

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

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

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

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

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

### EXECUTIVE DIRECTOR

#### **Ms. Hai Hiu Chu (奚曉珠) (“Ms. Hai”)**

Ms. Hai, aged 51, 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 Medicine from The University of Hong Kong, respectively. She also completed a programme in EMBA and obtained a master’s degree in Business Administration from The Chinese University of Hong Kong. Ms. Hai obtained an EN qualification from the Nursing Council of Hong Kong, and has over 30 years of experience in the medical field and the pharmaceutical industry.

Ms. Hai currently serves as the chairman of Hong Kong Health Care Federation; and a visiting professor of Guangdong Pharmaceutical University. She has previously served as an independent non-executive director of Hans Energy Company (stock code: 554), the issued shares of which are listed on the Stock Exchange, from October 2017 to June 2019.

As at the Latest Practicable Date, Ms. Hai was deemed to be interested in 270,200,000 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 3,850,000 underlying shares in the Company by virtue of options granted to her by the Company under the Share Option Scheme. Save as disclosed above, 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

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

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the Articles of Association. Ms. Hai was entitled to receive a director's fee of HK\$100,000 per month from 1 July 2021 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, a performance bonus of HK\$15,000,000 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 2022, Ms. Hai received by way of remuneration and/or other emoluments the amount of HK\$17,432,000 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; (iii) did not hold any other major appointments or professional qualifications; and (iv) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Ms. Hai's re-election.

### **INDEPENDENT NON-EXECUTIVE DIRECTOR**

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

Dr. Chan, JP, aged 47, has been an independent non-executive Director since 1 April 2019. He also serves as a member of each of the Audit Committee, the Nomination Committee and the Remuneration 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.

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

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Dr. Chan has been appointed in several public services. He is currently serving as a member of the Dissemination and Promotion Sub-committee of the Quality Education Fund for Education Bureau, a member of Property Management Services Authority, a member of Advisory Committee of the Innovation and Technology Venture Fund (ITVF) for Innovation and Technology Bureau, a member of the Steering Committee of Child Development Fund for Labour and Welfare Bureau, a co-opted member of Consumer Council and a member of the Entrepreneurship Committee Advisory Group for Hong Kong Cyberport. Dr. Chan was appointed as Justice of the Peace of Hong Kong on 30 June 2017. Since December 2021, Dr. Chan has been serving as an independent non-executive director of SEMK Holdings International Limited (德盈控股國際有限公司) (stock code: 2250), the issued shares of which are listed on the Stock Exchange. In December 2021, Dr. Chan was also appointed as an independent non-executive director of Sun Cheong Creative Development Holdings Limited (新昌創展控股有限公司), the issued shares of which was once listed on the Stock Exchange and has been delisted from the Stock Exchange since May 2022.

As at the Latest Practicable Date, Dr. Chan had a personal interest in 300,000 underlying shares in the Company by virtue of options granted to him by the Company under the Share Option Scheme. Save as disclosed above, 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\$15,000 per month from 1 July 2021 onwards, 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 2022, Dr. Chan received by way of remuneration the amount of HK\$180,000 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 has reviewed and evaluated the independence of Dr. Chan and is satisfied that he has met the criteria of independence expected of an independent non-executive director under the Listing Rules. The Board is of the view that Dr. Chan remains independent, and has the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

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

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Save as disclosed above 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; (iii) did not hold any other major appointments or professional qualifications; and (iv) was not connected and had no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to Dr. Chan's re-election.

Details of the Proposed Amendments to the Existing Memorandum and Articles are set out as follows:

**Memorandum of Association**

Cover Page      Proposed Amendments

**THE COMPANIES LAW (2013 Revision) ACT (AS REVISED)**  
**OF THE CAYMAN ISLANDS**  
**COMPANY LIMITED BY SHARES**

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

(~~conditionally a~~Adopted by a special resolution passed on 24 June 2014  
and effective on 8 July 2014~~passed on 29 November 2022~~)

Title              Proposed Amendments

**THE COMPANIES LAW (2013 Revision) ACT (AS REVISED)**  
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(~~conditionally a~~Adopted by a special resolution passed on 24 June 2014  
and effective on 8 July 2014~~passed on 29 November 2022~~)

Clause No.	Proposed Amendments
4	<p>Except as prohibited or limited by the Companies <del>Law (2013 Revision)</del><u>Act (As Revised)</u>, the Company shall have full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Companies <del>Law (2013 Revision)</del><u>Act (As Revised)</u> and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate, irrespective of any question of corporate benefit, in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to make any alterations or amendments to this Memorandum of Association and the Articles of Association of the Company considered necessary or convenient in the manner set out in the Articles of Association of the Company, and the power to do any of the following acts or things, viz: to pay all expenses of and incidental to the promotion, formation and incorporation of the Company; to register the Company to do business in any other jurisdiction; to sell, lease or dispose of any property of the Company; to draw, make, accept, endorse, discount, execute and issue promissory notes, debentures, debenture stock, loans, loan stock, loan notes, bonds, convertible bonds, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments; to lend money or other assets and to act as guarantors; to borrow or raise money on the security of the undertaking or on all or any of the assets of the Company including uncalled capital or without security; to invest monies of the Company in such manner as the Directors determine; to promote other companies; to sell the undertaking of the Company for cash or any other consideration; to distribute assets in specie to members of the Company; to contract with persons for the provision of advice, the management and custody of the Company's assets, the listing of the Company's shares and its administration; to make charitable or benevolent donations; to pay pensions or gratuities or provide other benefits in cash or kind to Directors, officers, employees, past or present and their families; to purchase Directors and officers liability insurance; to carry on any trade or business and generally to do all acts and things which, in the opinion of the Company or the Directors, may be conveniently or profitably or usefully acquired and dealt with, carried on, executed or done by the Company in connection with the business aforesaid PROVIDED THAT the Company shall only carry on the businesses for which a licence is required under the laws of the Cayman Islands when so licensed under the terms of such laws.</p>

- | Clause No. | Proposed Amendments   |
|------------|---|
| 6          | The share capital of the Company is HK\$20,000,000 divided into 2,000,000,000 shares of a nominal or par value of HK\$0.01 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies <del>Law (2013 Revision) Act (As Revised)</del> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained. |
| 7          | If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 174 of the Companies <del>Law (2013 Revision) Act (As Revised)</del> and, subject to the provisions of the Companies <del>Law (2013 Revision) Act (As Revised)</del> and the Articles of Association, it shall have the power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.   |

#### Articles of Association

Cover page      Proposed Amendments

**THE COMPANIES ~~LAW (2016 REVISION) ACT (AS REVISED)~~**  
**OF THE CAYMAN ISLANDS**  
**COMPANY LIMITED BY SHARES**

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

(~~Adopted~~ by special resolution passed on ~~20 October 2016~~29 November  
2022)

Title Proposed Amendments

**THE COMPANIES ~~LAW (2016 REVISION) ACT~~ (AS REVISED)  
OF THE CAYMAN ISLANDS  
COMPANY LIMITED BY SHARES**

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(~~Adopted~~ by special resolution passed on ~~20 October 2016~~ 29 November 2022)

Article No. Proposed Amendments

**1 Exclusion of Table A**

The regulations contained in Table A in the First Schedule to the Companies ~~Law~~Act shall not apply to the Company.

2.2 **“Companies ~~Law~~Act”** shall mean the Companies ~~Law (2016 Revision)~~Act or **“~~Law~~Act”** (As Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

**“dividend”** shall include bonus dividends and distributions permitted by the Companies ~~Law~~Act to be categorised as dividends.

**“electronic communication”** shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other electron magnetic means in any form through any medium.

**“electronic facilities”** shall include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (i.e. telephone, video, web or otherwise).

Article No.	Proposed Amendments
	<p><b><u>“electronic meeting”</u></b> shall mean a <u>general meeting held and conducted wholly and exclusively by virtual attendance and participation by members, proxies and/or Directors by means of electronic facilities.</u></p>
	<p><b><u>“hybrid meeting”</u></b> shall mean a meeting convened for the (i) <u>physical attendance and participation by members, proxies, and/or Directors at the Principal Meeting Place and where applicable, one or more Meeting Locations</u> and (ii) <u>virtual attendance and participation by members, proxies and/or Directors by means of electronic facilities.</u></p>
	<p><b><u>“Meeting Location”</u></b> shall have the meaning given to it in <u>Article 13.4A(1).</u></p>
	<p><b><u>“physical meeting”</u></b> shall mean a <u>general meeting held and conducted by physical attendance and participation by members, proxies and/or Directors at the Principal Meeting Place and/or where applicable, one or more Meeting Locations.</u></p>
	<p><b><u>“Principal Meeting Place”</u></b> shall have the meaning given to it in <u>Article 12.4.</u></p>
	<p><b><u>“special resolution”</u></b> shall have the same meaning as ascribed thereto in the <u>LawAct</u> and shall include a unanimous written resolution of all members: for this purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, where proxies are allowed, by proxy or, in the case of corporations, by their duly authorised representatives, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, and includes a special resolution passed pursuant to Article 13.10.</p>

2.3 Subject as aforesaid, any words defined in the LawAct shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles.

Article No.	Proposed Amendments
3.2	<p>Subject to the provisions of these Articles and to any direction that may be given by the Company in general meeting and without prejudice to any special rights conferred on the holders of any existing shares or attaching to any class of shares, any share may be issued with or have attached thereto such preferred, deferred, qualified or other special rights or restrictions, whether in regard to dividend, voting, return of capital or otherwise, and to such persons at such times and for such consideration as the Board may determine. Subject to the <del>Law</del>Act and to any special rights conferred on any members or attaching to any class of shares, any share may, with the sanction of a special resolution, be issued on terms that it is, or at the option of the Company or the holder thereof is, liable to be redeemed. No shares shall be issued to bearer.</p>
3.4	<p>If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class of shares for the time being issued (unless otherwise provided for in the terms of issue of the shares of that class) may, subject to the provisions of the <del>Law</del>Act, be varied or abrogated with the consent in writing of the holders of not less than <u>three-fourths of voting rights of the holders of the issued shares of that class</u> or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class. To every such separate meeting all the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the quorum for the purposes of any such separate meeting and of any adjournment thereof shall be a person or persons together holding (or representing by proxy or duly authorised representative) at the date of the relevant meeting not less than one-third <del>in nominal value</del> of the issued shares of that class.</p>

Article No.	Proposed Amendments
3.6	<p>Subject to the <del>Law</del><u>Act</u>, or any other law or so far as not prohibited by any law or the Listing Rules and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the members, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital, or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.</p>
3.9	<p>Subject to the provisions of the <del>Law</del><u>Act</u> and the Memorandum, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as determined by a special resolution.</p>
3.13	<p>Subject to the provisions of the <del>Law</del><u>Act</u>, of the Memorandum and of these Articles relating to new shares, the unissued shares in the Company (whether forming part of its original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration, and upon such terms, as the Board shall determine.</p>

Article No.	Proposed Amendments
3.14	The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the <u>LawAct</u> shall be observed and complied with, and in each case the commission shall not exceed 10% of the price at which the shares are issued.
4.1	The Board shall cause to be kept at such place within or outside the Cayman Islands as it deems fit a principal register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the <u>LawAct</u> .
4.4	Notwithstanding anything contained in this Article 4, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register in such manner as to show at all times the members for the time being and the shares respectively held by them, in all respects in accordance with the Companies <u>LawAct</u> .
4.5	For so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the <u>LawAct</u> in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares.

Article No.	Proposed Amendments
4.8	<p>The register may, on 10 business days' notice (or on 6 business days' notice in the case of a rights issue) being given by advertisement published on the Exchange's website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided or by advertisement published in the newspapers, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period <u>in any year</u> as the members may by ordinary resolution determine provided <u>in that year</u> that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of these Articles with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed. In the event that there is an alteration of book closure dates, the Company shall give at least 5 business days' notice in accordance with the procedures set out in this Article.</p>
4.11	<p>Every person whose name is entered as a member in the register shall be entitled to receive, within any relevant time limit as prescribed in the <del>Law</del><u>Act</u> or as the Exchange may from time to time determine, whichever is shorter, and subject to payment of any fees which may be payable pursuant to Article 7.8, after allotment or lodgment of transfer, or within such other period as the conditions of issue shall provide, one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. All certificates for shares shall be delivered personally or sent through the post addressed to the member entitled thereto at his registered address as appearing in the register.</p>

Article No.	Proposed Amendments
10.1	<p>(b) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled subject to the provisions of the <u>LawAct</u>; and</p> <p>(c) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association of the Company, subject nevertheless to the provisions of the <u>LawAct</u>, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares.</p>
10.2	<p>The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by the <u>LawAct</u>.</p>
11.5	<p>The Board shall cause a proper register to be kept, in accordance with the provisions of the <u>LawAct</u>, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the <u>LawAct</u> in regard to the registration of mortgages and charges therein specified and otherwise.</p>
12.1	<p><del>The Company shall in each</del><u>Other than the year of the Company's adoption of these Articles, the Company must hold a general meeting as its annual general meeting in each financial year within six months after the end of a financial year</u> in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; <del>and not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one annual general meeting of the Company and that of the next. So long as the first annual general meeting of the Company is held within 18 months of its incorporation, it need not be held in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.</del></p>

Article No.	Proposed Amendments
12.2	<p>All general meetings other than annual general meetings shall be called extraordinary general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 12.4, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u></p>
12.3	<p>The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition <del>not less than one-tenth of the paid-up capital of the Company which carries the right of voting</del><u>higher than 10% of the voting right, on a one vote per share basis, in the share capital of the Company,</u> at general meetings of the Company. General meetings may also be convened on the written requisition of any one member of the Company which is a recognised clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the requisitionist, provided that such requisitionist held as at the date of deposit of the requisition <del>not less than one-tenth of the paid up capital of the Company which carries the right of voting,</del><u>on a one vote per share basis</u> at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.</p>

Article No.	Proposed Amendments
12.4	<p>An annual general meeting shall be called by not less than 21 days' notice in writing and any extraordinary general meeting shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions and the general nature of the business to be considered at the meeting. <u>If there is more than one Meeting Location as determined by the Board pursuant to Article 13.4A(1), the principal place of the meeting (the “Principal Meeting Place”) and if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting.</u> The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.</p>
13.1	<p>For all purposes the quorum for a general meeting shall be two members present (<u>including attendance by electronic means</u>) in person (or in the case of a corporation, by its duly authorised representative) or by proxy provided always that if the Company has only one member of record the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.</p>
13.3	<p>(1) The <u>e</u>Chairman of the board of Directors shall take the chair at every general meeting, or, if there be no such <u>e</u>Chairman or, if at any general meeting such <u>e</u>Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present (whether in person or represented by proxy or duly authorised representative) shall choose one of their own number to be Chairman.</p>

- | Article No. | Proposed Amendments   |
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|             | <p>(2) <u>If the Chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with 13.3(1) above) shall preside as a Chairman of the meeting unless and until the original Chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u></p>   |
| 13.4        | <p><del>The</del>Subject to Article 13.4C, the Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine. <del>Whenever a meeting is adjourned for 14 days or more, at least seven clear</del>Whenever a meeting is adjourned for 14 days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting details as provided in Article 12.4 shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p> |
| 13.4A       | <p>(1) <u>The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s))" determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u></p> <p>(2) <u>All general meetings are subject to the following and, where appropriate, all references to a "member" or "members" in this sub-paragraph (2) shall include a duly authorised representative or duly authorised representatives or a proxy or proxies respectively:</u></p> <p>(a) <u>where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced as if it has commenced at the Principal Meeting Place;</u></p>  |

Article No.            Proposed Amendments

- (b) members present in person or by proxy at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
- (d) if any of the Meeting Location is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

Article No.	Proposed Amendments
13.4B	<p><u>The Board and, at any general meeting, the Chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any Member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u></p>
13.4C	<p><u>If it appears to the Chairman of the general meeting that:</u></p> <ul style="list-style-type: none"><li data-bbox="411 963 1418 1176">(a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 13.4A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or</u></li><li data-bbox="411 1219 1418 1325">(b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u></li><li data-bbox="411 1368 1418 1474">(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></li><li data-bbox="411 1517 1418 1623">(d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting</u></li></ul> <p><u>then, without prejudice to any other power which the Chairman of the meeting may have under these Articles or at common law, the Chairman may, at his absolute discretion without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u></p>

Article No.	Proposed Amendments
13.4D	<p><u>The Board and, at any general meeting, the Chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the Chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u></p>
13.4E	<p><u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:</u></p> <p><u>(a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable provided that failure to post such a notice shall not affect the automatic postponement of a meeting;</u></p>

Article No.	Proposed Amendments
	<p>(b) <u>when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner the Board may determine;</u></p> <p>(c) <u>when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 13.4, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and</u></p> <p>(d) <u>notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.</u></p>
13.4F	<p><u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 13.4C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u></p>
13.4G	<p><u>Without prejudice to other provisions in Article 13.4, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u></p>

Article No.	Proposed Amendments
14.1	<p>(1) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting where a show of hands is allowed, every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) shall have one vote, and on a poll every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in his name in the register. On a poll a member entitled to more than one vote is under no obligation to cast all his votes in the same way. For the avoidance of doubt, where more than one proxy is appointed by a recognised clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands and is under no obligation to cast all his votes in the same way on a poll.</p> <p>(2) <u>Members must have the right to: (a) speak at general meetings of the Company; (b) vote at general meetings except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>
14.8	<p>Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. <u>And every member being a corporation shall be entitled to appoint a representative to attend and vote at any general meeting of the Company and, where a corporation is so represented, it shall be treated as being present at any meeting in person. A corporation may execute a form of proxy under the hand of a duly authorised officer. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).</u></p>

Article No.	Proposed Amendments
14.10	<p>(1) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p>

Article No.	Proposed Amendments
	<p>(2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified,</u> not less than 48 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of telex or cable or facsimile confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</p>
14.15	<p>If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its <u>proxies or representative(s)</u> at any general meeting of the Company or at any general meeting of any class of members of the Company <u>(including but not limited to any general meeting and creditors meeting)</u> provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. The person so authorised will be deemed to have been duly authorised without the need of producing any documents of title, notarised authorisation and/or further evidence to substantiate that it is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognised clearing house (or its nominee(s)) which he represents as that recognised clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorisation, including, <u>the right to speak and vote, and</u> where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in these Articles.</p>

Article No.	Proposed Amendments
16.2	<p>The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director <del>so appointed by the Board to fill a casual vacancy on the Board shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at that meeting</del> and any Director appointed by the Board as an addition to the existing Board shall hold office only until the <del>next following</del><u>first</u> annual general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at that meeting.</p>
16.3	<p>The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Articles and the <del>Law Act</del>, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.</p>
16.5	<p>The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Companies <del>Law Act</del> and shall send to the Registrar of Companies of the Cayman Islands a copy of such register and shall from time to time notify to the Registrar of Companies of the Cayman Islands any change that takes place in relation to such Directors as required by the Companies <del>Law Act</del>.</p>
16.6	<p>The Company may by ordinary resolution at any time <u>in a general meeting</u> remove any Director (including a Managing Director or other executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director <u>and without prejudice to any claim for damages the Company and/or the Director may have under such agreements. The Company and</u> may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed. Nothing in this Article should be taken as depriving a Director removed under any provisions of this Article of compensation or damages payable to him in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director or as derogatory from any power to remove a Director which may exist apart from the provision of this Article.</p>

Article No.	Proposed Amendments
18.1	Subject to any exercise by the Board of the powers conferred by Articles 19.1 to 19.3, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the <del>Law</del> <u>Act</u> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the <del>Law</del> <u>Act</u> and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
18.3	Except as would be permitted by the Companies Ordinance if the Company were a company incorporated in Hong Kong, and except as permitted under the Companies <del>Law</del> <u>Act</u> , the Company shall not directly or indirectly:
20.10	Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the <del>e</del> <u>Chairman</u> of the meeting or by the <del>e</del> <u>Chairman</u> of the succeeding meeting.
21.1	The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Companies <del>Law</del> <u>Act</u> or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.
21.2	A provision of the <del>Law</del> <u>Act</u> or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

Article No.	Proposed Amendments
23.1	<p>The Company in general meeting may upon the recommendation of the Board by ordinary resolution resolve that it is desirable to capitalise all or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or funds or to the credit of the profit and loss account or otherwise available for distribution (and not required for the payment or provision of dividend on any shares with a preferential right to dividend) and accordingly that such sums be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportion on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares, debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in proportion aforesaid or partly in one way and partly in the other, and the Board shall give effect to such resolution, provided that a share premium account and a capital redemption reserve and any reserve or fund representing unrealised profits may, for the purposes of this Article, only be applied in paying up unissued shares to be issued to members of the Company as fully paid up shares or paying up calls or instalments due or payable on partly paid securities of the Company subject always to the provisions of the <u>LawAct</u>.</p>
24.1	<p>Subject to the <u>LawAct</u> and these Articles, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.</p>
24.12	<p>The Board shall establish an account to be called the share premium account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any share in the Company. The Company may apply the share premium account in any manner permitted by the Companies <u>LawAct</u>. The Company shall at all times comply with the provisions of the Companies <u>LawAct</u> in relation to the share premium account.</p>

Article No.	Proposed Amendments
24.19	The Board, with the sanction of the members in general meeting, may direct that any dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where required, a contract shall be filed in accordance with the provisions of the <u>LawAct</u> and the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
27	The Board shall make the requisite annual returns and any other requisite filings in accordance with the <u>LawAct</u> .
28.1	The Board shall cause to be kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions and otherwise in accordance with the <u>LawAct</u> .
28.2	The books of account shall be kept at the Company's principal place of business in Hong Kong or, subject to the provisions of the <u>LawAct</u> , at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.
28.3	The Board shall from time to time determine whether, to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members (other than officers of the Company) and no member shall have any right of inspecting any accounts or books or documents of the Company except as conferred by the <u>LawAct</u> or any other relevant law or regulation or as authorised by the Board or by the Company in general meeting.

Article No.	Proposed Amendments
28.6	<p>To the extent permitted by and subject to due compliance with these Articles, the <del>LawAct</del> and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 28.5 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the <del>LawAct</del>, a summary financial statement derived from the Company's annual accounts, together with the Directors' report and the Auditors' report on such accounts, which shall be in the form and containing the information required by these Articles, the <del>LawAct</del> and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Director's report and the Auditor's report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company's annual accounts, together with the Directors' report and the Auditor's report thereon.</p>
29.2	<p>The Company shall at any annual general meeting <u>or at a subsequent extraordinary general meeting in each year by ordinary resolution</u> appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting <u>and determine such auditor or auditors' remuneration</u>. The removal of an Auditor before the expiration of his period of office shall require the approval of an ordinary resolution of the members in general meeting. <del>The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent of the Company. The Board may before the first annual general meeting appoint an auditor or auditors of the Company who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The appointment, removal and remuneration of an auditor or auditors must be approved by a majority of the members in general meeting or by other body that is independent of the Board.</del> The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.</p>

Article No.	Proposed Amendments
32.1	<p>(1) <u>A voluntary winding up of the Company shall be approved by special resolution of the members in a general meeting.</u></p> <p>(2) If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution of the Company and any other sanction required by the <del>Law</del><u>Act</u> divide among the members in specie or kind the whole or any part of the assets of the Company (whether the assets shall consist of property of one kind or shall consist of properties of different kinds) and may for such purpose set such value as he deems fair upon any property to be divided and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority or sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members as the liquidator, with the like authority or sanction and subject to the <del>Law</del><u>Act</u>, shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no member shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.</p>
32.3	<p>In the event of a winding-up of the Company in Hong Kong, every member of the Company who is not for the time being in Hong Kong shall be bound, within 14 days after the passing of an effective <u>special</u> resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in Hong Kong and stating that person's full name, address and occupation upon whom all summonses, notices, process, orders and judgments in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as appearing in the register, and such notice shall be deemed to be service on the day following that on which the advertisement first appears or the letter is posted.</p>

Article No.	Proposed Amendments
33.2	Subject to the Companies <del>Law</del> Act, if any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Board may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.
34	The financial year <u>end</u> of the Company shall be <u>30 June in each year, unless otherwise</u> prescribed by the Board and may, from time to time, be changed by it.
35	Subject to the <del>Law</del> Act, the Company may at any time and from time to time by special resolution alter or amend its Memorandum and these Articles in whole or in part.
36	The Company shall, subject to the provisions of the Companies <del>Law</del> Act and with the approval of a special resolution, have the power to register by way of continuation as a body corporate under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands.
37	The Company shall, with the approval of a special resolution, have the power to merge or consolidate with one or more constituent companies (as defined in the Companies <del>Law</del> Act), upon such terms as the Directors may determine.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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### BAMBOOS HEALTH CARE HOLDINGS LIMITED

### 百本醫護控股有限公司

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

**(Stock Code: 2293)**

#### NOTICE OF ANNUAL GENERAL MEETING

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

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

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

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

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of Bamboos Health Care Holdings Limited (the “**Company**”) will be held at 8/F, Good Hope Building, 618 Nathan Road, Mongkok, Kowloon, Hong Kong on Tuesday, 29 November 2022 at 02:00 p.m. to consider and, if thought fit, transact the following:

##### ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”, each a “**Director**”) and of the independent auditor of the Company for the year ended 30 June 2022.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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2. Each as a separate resolution:
  - (a) to re-elect Ms. Hai Hiu Chu as an executive Director of the Company;
  - (b) to re-elect Dr. Chan Kai Yue Jason 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 re-appoint PricewaterhouseCoopers as the Company’s auditor for the year ending 30 June 2023 and to authorise the Board to fix its remuneration.
4. To approve payment of a final dividend for the year ended 30 June 2022.

### As Special Business

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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company and other relevant regulations in force from time to time; or
- (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

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

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

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

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

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF THE ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

**“Rights Issue”** means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back the Shares in the share capital of the Company listed on the Stock Exchange or any other stock exchange on which Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (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

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## NOTICE OF THE ANNUAL GENERAL MEETING

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(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 to allot, issue and deal with the unissued Shares in the Company pursuant to resolution numbered 5 above be and is hereby extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate number of Shares bought back by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 above.”

### SPECIAL RESOLUTION

8. To, as special business, consider and, if thought fit, passing the following resolution as a special resolution:

“**THAT** the proposed amendments to the existing memorandum and articles of association of the Company (the “**Articles**”) as set out in Appendix III to the circular of the Company dated 24 October 2022 be and are hereby approved; and the amended memorandum and articles of association (the “**Amended Memorandum and Articles**”) of the Company in the form produced to the meeting, a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the Meeting, be and is hereby approved in substitution for and to the exclusion of the Articles with immediate effect after the close of the Meeting and that any Director be and is hereby authorised to do all things necessary to implement the adoption of the Amended Memorandum and Articles of the Company.”

Yours faithfully

By order of the Board

**Bamboos Health Care Holdings Limited**

**Hai Hiu Chu**

*Chairman*

Hong Kong, 24 October 2022

*Registered office:*

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

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

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

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## NOTICE OF THE 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 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 Thursday, 24 November 2022 to Tuesday, 29 November 2022 (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 Wednesday, 23 November 2022.
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 2022 is Thursday, 8 December 2022. 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 Tuesday, 6 December 2022 to Thursday, 8 December 2022 (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, 5 December 2022.
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.

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## NOTICE OF THE ANNUAL GENERAL MEETING

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