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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 stockbroker, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in My Heart Bodibra Group Limited, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

My Heart Bodibra Group Limited

心心芭迪貝伊集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at 10:30 a.m. on Friday, 14 August 2020 at Unit 2801-03, 28/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong is set out on pages AGM-1 to AGM-4 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.bodibra.com.

26 June 2020

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — EXPLANATORY STATEMENT	I-1
APPENDIX II — BIOGRAPHICAL DETAILS OF DIRECTORS TO BE RE-ELECTED AT THE AGM	II-1
NOTICE OF AGM	AGM-1

DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be held at Unit 2801–03, 28/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 14 August 2020 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	My Heart Bodibra Group Limited (心心芭迪貝伊集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“controlling shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	23 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time
“%”	per cent.

LETTER FROM THE BOARD

My Heart Bodibra Group Limited
心心芭迪貝伊集團有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8297)

Executive Directors:

Mr. Tam Chak Chi
Mr. Xu Xue

Independent Non-executive Directors:

Mr. Cai Chun Fai
Mr. Deng Guo Hong
Mr. Ong King Keung

Registered office:

Clifton House
75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

Unit 2801-03, 28/F
Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon
Hong Kong

26 June 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE NEW SHARES
AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the AGM and provide you with information in respect of the resolutions to be proposed at the AGM, relating to, among other matters, (i) the granting of general mandates to the Directors for the issue and repurchase of Shares and (ii) the re-election of Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 14 August 2019, ordinary resolutions were passed by the Shareholders to grant general mandates to the Directors to issue Shares and extend the general mandate to allot, issue and deal with Shares by the number of Shares repurchased by the Company. Such mandates will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed that the Directors be granted a general and unconditional mandate to allot, issue and deal with Shares up to a maximum of 20% of the total number of Shares in issue at the date of passing the resolution.

As at the Latest Practicable Date, the total number of Shares in issued is 480,000,000. Subject to the passing of the relevant resolution, assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued under the Issue Mandate will be 96,000,000 Shares.

In addition, a separate resolution will be proposed at the AGM to authorise the Directors to allot, issue and deal with Shares up to an amount equal to the total number of the Shares repurchased under the Repurchase Mandate (if so granted to the Directors at the AGM).

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 14 August 2019, ordinary resolutions were passed by the Shareholders to grant general mandates to repurchase Shares. Such mandate will lapse at the conclusion of the AGM.

An ordinary resolution will be proposed at the AGM that the Directors be granted the Repurchase Mandate to exercise power of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total number of Shares in issued is 480,000,000 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of shares which may be repurchased pursuant to the Repurchase Mandate will be 48,000,000 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing information relating to the Repurchase Mandate, as required by Rule 13.08 of the GEM Listing Rules, is set out in Appendix I to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 108(a) of the Articles of Association, at each annual general meeting 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. A retiring Director shall be eligible for re-election. As such, Mr. Cai Chun Fai, shall retire from office at the AGM and, being eligible, offer himself for re-election.

In accordance with Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy of the Board or as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. As such, Mr. Xu Xue and Mr. Deng Guo Hong shall retire from office and being eligible, offer themselves for re-election at the AGM.

The biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

For the proposal for re-election of each of Mr. Cai Chun Fai and Mr. Deng Guo Hong as an independent non-executive Director, the Board and the nomination committee of the Board (the “**Nomination Committee**”) have reviewed and assessed the annual confirmation of independence of each of them based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and formed the view that both of them remain independent. The Board and the Nomination Committee are of the view that each of Mr. Cai Chun Fai and Mr. Deng Guo Hong has demonstrated their ability in providing professional and independent views to the affairs of the Company.

The Nomination Committee has also considered the skills, knowledge and professional experience of the independent non-executive Directors as described in their biographies set out in Appendix II to this circular, with reference to the board diversity policy of the Company and is of the view that Mr. Cai Chun Fai and Mr. Deng Guo Hong possess experience in accounting and audit and management and consultancy aspects respectively which have enabled them to contribute to the diversity of the Board.

AGM

A notice convening the AGM is set out on pages AGM-1 to AGM-4 of this circular.

The resolutions for the Issue Mandate, the Repurchase Mandate and the re-election of Directors will be proposed at the AGM for your consideration and approval. All resolutions proposed at the AGM will be voted on by poll. A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars

LETTER FROM THE BOARD

(HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the AGM or any adjourned meeting thereof should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate and the re-election of Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

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 AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

Yours faithfully,
On behalf of the Board
My Heart Bodibra Group Limited
Tam Chak Chi
Executive Director

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules in connection with the proposed Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue is 480,000,000.

Subject to the passing of the ordinary resolution on granting the Repurchase Mandate at the AGM and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 48,000,000 Shares during the course of the period up to (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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and its shareholders.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on the GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the most recent published audited financial statement) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate to the Company.

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their respective close associates has notified the Company of any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
June 2019	0.094	0.090
July 2019	0.090	0.068
August 2019	0.079	0.071
September 2019	0.232	0.079
October 2019	0.104	0.058
November 2019	0.090	0.063
December 2019	0.085	0.074
January 2020	0.079	0.065
February 2020	0.106	0.062
March 2020	0.130	0.080
April 2020	0.176	0.128
May 2020	0.188	0.150
1 June 2020 up to the Latest Practicable Date	0.233	0.180

7. SHARES PURCHASE MADE BY THE COMPANY

No purchases of Shares have been made by the Company (whether on the GEM or otherwise) during the six months preceding the Latest Practicable Date.

8. THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the

Shareholder's interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register required to be kept by the Company under Section 336 of the SFO, Global Succeed Group Limited ("**Global Succeed**") is beneficially interested in 250,000,000 Shares, representing approximately 52.1% of the total number of issued Shares. Global Succeed is owned as to 50% by Mr. Chan Lin So Alan ("**Mr. Chan**"), the consultant of the Company, and as to 50% by Mr. Yiu Koon Pong ("**Mr. Yiu**") respectively.

As such, each of Mr. Chan and Mr. Yiu is deemed to be interested in the 250,000,000 Shares under the SFO. For the purpose of the Takeovers Code, Global Succeed, Mr. Chan and Mr. Yiu are parties presumed to be acting in concert.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted at the AGM, then (assuming such shareholdings as at the Latest Practicable Date otherwise remain the same) the interests in the Company of each of Global Succeed, Mr. Chan and Mr. Yiu would be increased to approximately 57.9% of the total number of Shares in issue. Such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any repurchase of Shares under the Repurchase Mandate.

Assuming that there is no change in the number of Shares in issue between the Latest Practicable Date and the date of a repurchase, an exercise of the Repurchase Mandate in whole or in part will result in the aggregate amount of the issued Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the GEM Listing Rules.

The Directors confirm that they currently have no intention to exercise the powers of the Company to make any repurchases of the Shares. In any event, the Directors do not intend to exercise the Repurchase Mandate to an extent which will trigger off the mandatory offer requirement pursuant to the rules of the Takeovers Code or which will result in the amount of Shares held by the public being reduced to less than 25%, the minimum prescribed percentage for the Shares to be held by the public after listing of the Shares on the GEM.

9. CORE CONNECTED PERSON

No core connected person has notified the Company that it has a present intention to sell Shares to the Company or its subsidiaries, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Deng Guo Hong

Mr. Deng Guo Hong (“**Mr. Deng**”), aged 62, was appointed as an independent non-executive Director in May 2020. Mr. Deng is the chairman of each of the remuneration committee and nomination committee and a member of the audit committee of the Board.

Mr. Deng graduated with a bachelor’s degree in Medicine from China Three Gorges University (三峽大學) in Hubei Province, the People’s Republic of China in February 1982. Mr. Deng has more than 38 years of management and consultancy experience in manufacturing, insurance, selling, leasing and government sectors and has served various senior positions at various private companies. He was previously an executive director of Nine Express Limited (currently known as Keyne Limited) (stock code: 0009) from 3 June 2016 to 18 August 2016, its shares are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr. Deng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or any other position with the Company or other members of the Group or other major appointments and professional qualifications.

Mr. Deng does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Deng does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Deng has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 14 May 2020 unless terminated by at least one month’s notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Deng is entitled to a monthly fee of HK\$10,000, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to her background, qualification, experience, duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Deng that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Mr. Cai Chun Fai

Mr. Cai Chun Fai (“**Mr. Cai**”), aged 38, was appointed as an independent non-executive Director in February 2018. Mr. Cai is the chairman of the audit committee and a member of each of the nomination committee and remuneration committee of the Board.

Mr. Cai is an executive director and the company secretary of Zhaobangji Properties Holdings Limited (stock code: 1660), the shares of which are listed on the main board of the Stock Exchange, since March 2019. Mr. Cai holds the degree of Bachelor of Arts in Accountancy from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Cai has over ten years’ experience in auditing, accounting and financial management. Mr. Cai is an independent non-executive director of Royal Catering Group Holdings Company Limited (stock code: 8300) and was an independent non-executive director of Inno-Tech Holdings Limited (stock code: 8202) in February 2018, both the shares of which are listed on the GEM of the Stock Exchange.

Save as disclosed above, Mr. Cai does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or any other position with the Company or other members of the Group or other major appointments and professional qualifications.

Mr. Cai does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Cai does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Cai has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 6 February 2018 and thereafter shall continue year to year unless terminated by at least one month’s notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Cai is entitled to a monthly fee of HK\$10,000, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to his background, qualification, experience, duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Cai that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

Mr. Xu Xue

Mr. Xu Xue (“**Mr. Xu**”), aged 48, was appointed as an executive Director in May 2020. Mr. Xu is a member of each of the remuneration committee and nomination committee of the Board.

Mr. Xu graduated from Shaanxi Institute of Education* (陝西教育學院) (now known as Shaanxi Xueqian Normal University) in the People’s Republic of China in 1996, majoring in history education. Mr. Xu has more than 20 years of management experience in manufacturing and electronics sectors and has been the founder of and served various senior positions in various private companies. He was previously an executive director of Republic Healthcare Limited (stock code: 8357) from 21 November 2018 to 15 August 2019, its shares are listed on the GEM.

Save as disclosed above, Mr. Xu does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years preceding the Latest Practicable Date or any other position with the Company or other members of the Group or other major appointments and professional qualifications.

Mr. Xu does not have any relationship with any other Directors, senior management or any substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Xu does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Xu has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 14 May 2020 unless terminated by at least one month’s notice in writing served by either party on the other and is subject to retirement and re-election in accordance with the Articles of Association. Pursuant to the letter of appointment, Mr. Xu is entitled to a director’s fee of HK\$50,000 per month, which is determined by the Board, under the recommendation from the Remuneration Committee, with reference to his job complexity, workload, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters concerning Mr. Xu that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

* *For identification purposes only*

NOTICE OF AGM

My Heart Bodibra Group Limited

心心芭迪貝伊集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**AGM**”) of My Heart Bodibra Group Limited (the “**Company**”) will be held at 10:30 a.m. on Friday, 14 August 2020 at Unit 2801-03, 28/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries, the report of the directors and independent auditor of the Company for the year ended 31 March 2020;
2. (A) To re-elect Mr. Deng Guo Hong as a director of the Company (the “**Director**”);

(B) To re-elect Mr. Cai Chun Fai as a Director;

(C) To re-elect Mr. Xu Xue as a Director;

(D) To authorise the board of directors of the Company to fix the remuneration of the Directors;
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF AGM

(c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of warrants to subscribe for shares of the Company or the exercise of options granted under any ordinary share option scheme adopted by the Company; or (iii) an issue of shares of the Company in lieu of whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company (the “**Articles of Association**”), shall not exceed 20% of the total number of shares of the Company in issue as at the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purpose of this resolution:

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

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; and
- (3) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Company or the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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, any recognized regulatory body or any stock exchange in any territory outside Hong Kong);

5. “**THAT:**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on GEM (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, subject to and in connection with all applicable laws and/or the requirements of the Rules

NOTICE OF AGM

Governing the Listing of Securities on GEM or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of the 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, or any other applicable law of the Cayman Islands, to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution”;
6. “**THAT** conditional upon resolutions nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution.”

By order of the Board
My Heart Bodibra Group Limited
Tam Chak Chi
Executive Director

Hong Kong, 26 June 2020

NOTICE OF AGM

Registered Office:

Clifton House, 75 Fort Street
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

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

Unit 2801-03, 28/F
Paul Y. Centre
51 Hung To Road
Kwun Tong, Kowloon, Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. For the purposes of determining the Shareholders' eligibility to attend and vote at the forthcoming Meeting to be held 14 August 2020 (Friday), the transfer books and register of members of the Company will be closed from 11 August 2020 (Tuesday) to 14 August 2020 (Friday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on 10 August 2020 (Monday).
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 48 hours before the time appointed for the AGM (or any adjournment thereof).
4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the AGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares of the Company, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the AGM whether in person or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the AGM is attached herewith.
7. Any voting at the AGM shall be taken by poll.
8. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

As at the date of this notice, the executive Directors are Mr. Tam Chak Chi and Mr. Xu Xue; and the independent non-executive Directors are Mr. Cai Chun Fai, Mr. Deng Guo Hong and Mr. Ong King Keung.