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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)

PROPOSAL 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 Tuesday, 14 August 2018 at Unit 2808-12, 28/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong is set out on pages AGM-1 to AGM-5 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 Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time scheduled 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.

29 June 2018

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.

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DEFINITIONS

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

| | |
|----------------------------|--|
| “2018 Annual Report” | the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31 March 2018 |
| “AGM” | an annual general meeting of the Company to be held at Unit 2808–12, 28/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Tuesday, 14 August 2018 at 10:30 a.m. |
| “Articles of Association” | the articles of association of the Company adopted on 16 January 2017 |
| “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 |
| “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 |
| “Latest Practicable Date” | 25 June 2018, being the latest practicable date before the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Date” | 13 July 2017, the date on which the issued Shares were initially listed on GEM |
| “New Issue Mandate” | the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of aggregate number of Shares in issue as at the date of passing of the relevant resolution granting such mandate |

DEFINITIONS

| | |
|---------------------------|---|
| “Repurchase Mandate” | the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate 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 issued 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. Fok Wai Hung
Mr. Lam Ka Yuen
Mr. Yeung Man Sun
Ms. Luk Mo Yan

Registered office:

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

Independent Non-executive Directors:

Mr. Lam Tat Fung
Mr. Ong King Keung
Mr. Cai Chun Fai

*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

29 June 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSAL 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 provide you with information regarding (i) the proposed New Issue Mandate to issue and allot Shares; (ii) the proposed Repurchase Mandate to repurchase Shares; and (iii) re-election of Directors, details of which are provided herewith as follows, and to give you notice of the AGM and seek your approval of the resolutions relating to these matters at the AGM.

GENERAL MANDATE TO ISSUE NEW SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 19 June 2017. Such mandate will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional

LETTER FROM THE BOARD

mandate to allot, issue and otherwise deal with further Shares representing up to 20% of the aggregate number of Shares in issue at the date of passing the resolution. In addition, if the resolution for the granting of the Repurchase Mandate is passed, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate number of the Shares repurchased under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 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 New Issue Mandate, the maximum number of shares which may be issued pursuant to the New Issue Mandate will be 96,000,000 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 19 June 2017. Such mandate will lapse at the conclusion of the AGM. A separate ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing the resolution approving the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 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.

RE-ELECTION OF DIRECTORS

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.

The existing board members, namely Mr. Fok Wai Hung, Mr. Lam Ka Yuen, Mr. Yeung Man Sun, Ms. Luk Mo Yan, Mr. Lam Tat Fung, Mr. Ong King Keung and Mr. Cai Chun Fai were appointed as Directors by the Board either to fill a vacancy or as an additional to the Board during the year. According to the said article, they shall retire from office and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

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

AGM

A notice convening the AGM is set out on pages AGM-1 to AGM-5 of this circular.

The resolutions for the New 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 advised to complete the form of proxy and return it to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not less than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the meeting in person.

RECOMMENDATION

The Directors consider that the granting of the New 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
Fok Wai Hung
Executive Director

The following is the explanatory statement required to be sent to the Shareholders pursuant to Rule 13.08 of the GEM Listing Rules in connection with the proposed Repurchase Mandate which, if approved, would authorize the Directors to repurchase the Shares.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 480,000,000 Shares.

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 of the Company 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 2018 Annual Report) 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 since the Listing Date and up to the Latest Practicable Date were as follows:

| | Shares | |
|--|-----------------|----------------|
| | Highest HK\$ | Lowest HK\$ |
| 2017 | | |
| July (from 13 July 2017) | 0.51 | 0.27 |
| August | 0.42 | 0.305 |
| September | 0.35 | 0.285 |
| October | 0.25 | 0.285 |
| November | — | — |
| December | — | — |
| 2018 | | |
| January | — | — |
| February | — | — |
| March | — | — |
| April | 0.345 | 0.172 |
| May | 0.229 | 0.161 |
| June (up to the Latest Practicable Date) | 0.217 | 0.163 |

Remark: Trading of the Shares had been suspended from 3 October 2017 to 22 April 2018 and has been resumed on 23 April 2018.

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 360,000,000 Shares, representing 75% 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 360,000,000 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 83.3% 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 of the Company. 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. Fok Wai Hung

Mr. Fok Wai Hung (“**Mr. Fok**”), aged 42, was appointed as an executive Director in December 2017 and is a member of each of the remuneration committee (the “**Remuneration Committee**”) and nomination committee (the “**Nomination Committee**”) of the Board. Mr. Fok acted as company secretary of the Company from May 2016 to June 2018. Mr. Fok is currently the financial controller of the Group and director of certain subsidiaries of the Company. Mr. Fok is responsible for the overall financial management and reporting and is responsible for the corporate governance matters of the Group. He joined the Group in December 2014 as finance manager of My Heart Lingerie Limited, an indirect wholly-owned subsidiary of the Company.

Mr. Fok has over 10 years of experience in auditing, accounting and financial management. Prior to joining the Group, Mr. Fok worked in various accounting firms and has served as finance manager of China Renji Medical Group Limited (currently known as China Wah Yan Healthcare Limited) (stock code: 648, the shares of which are listed on the main board of the Stock Exchange) from June 2011 to June 2013. Mr. Fok obtained a bachelor’s degree of commerce from the Hong Kong Shue Yan University in October 2009. He was admitted as a member of the Association of Chartered Certified Accountants in January 2016 and qualified as a certified public accountant of Hong Kong Institute of Certified Public Accountants in May 2017.

Save as disclosed above, Mr. Fok 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. Fok 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. Fok does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Fok has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 29 December 2017 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. Fok 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. Fok 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. Lam Ka Yuen

Mr. Lam Ka Yuen (“**Mr. Lam**”), aged 36, was appointed as an executive Director in December 2017 and he is also the executive director and general manager of a subsidiary of the Company. Mr. Lam is also the head of plant of the Group.

Mr. Lam joined the Group in October 2006 and was promoted to operation supervisor of warehouse and production of My Heart Factory Limited, an indirect wholly-owned subsidiary of the Company, since March 2012. Mr. Lam has about 10 years of experience in the lingerie production management and is responsible for overseeing and managing the operation of the production plants of the Group in the People’s Republic of China and Hong Kong.

Save as disclosed above, Mr. Lam 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 positions with the Company or other members of the Group or other major appointments and professional qualifications.

Mr. Lam 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. Lam does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Lam has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 29 December 2017 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. Lam is entitled to a director’s fee of HK\$45,000 per month, which is determined by the Board, with 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. Lam 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. Yeung Man Sun

Mr. Yeung Man Sun (“**Mr. Yeung**”), aged 38, was appointed as an independent non-executive Director in December 2017 and re-designated as an executive Director in February 2018.

After the re-designation of his position from independent non-executive Director to executive Director, Mr. Yeung focus on matters relating to the overall internal control and corporate governance of the Group. Mr. Yeung obtained a bachelor degree in accountancy from the City University of Hong Kong and a master degree in corporate governance from the Hong Kong Polytechnic University. He is a member of the Hong Kong Institute of Certified Public Accountants, associate member of both the Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. Mr. Yeung has over 12 years of experience in accounting, auditing and finance industry.

Save as disclosed above, Mr. Yeung 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 positions with the Company or other members of the Group or other major appointments and professional qualifications.

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

Mr. Yeung has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 6 February 2018 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. Yeung 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. Yeung 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.

Ms. Luk Mo Yan

Ms. Luk Mo Yan ("**Ms. Luk**"), aged 48, was appointed as an executive Director in February 2018. Ms. Luk is also the head of human resources, administration and operation of the Group. Ms. Luk joined the Group in May 2008 as a personal assistant in My Heart Lingerie Limited and was promoted to senior officer of human resources and administration in 2010. Ms. Luk is responsible for the human resources and administrative management of the Group. Ms. Luk has over 20 years of experience in retail and general business administration.

Save as disclosed above, Ms. Luk 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 positions with the Company or other members of the Group or other major appointments and professional qualifications.

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

Ms. Luk has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 6 February 2018 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, Ms. Luk 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 her job complexity, workload, duties and responsibilities within the Company.

Save as disclosed above, there are no other matters concerning Ms. Luk 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. Lam Tat Fung

Mr. Lam Tat Fung (“**Mr. TF Lam**”), aged 37, was appointed as an independent non-executive Director in December 2017 and is the chairman of each of the audit committee of the Board (the “**Audit Committee**”), Remuneration Committee and Nomination Committee. Mr. TF Lam obtained a master of business administration from the University of Wales. He is a certified management accountant of the Institute of Certified Management Accountants of Australia, a fellow of the Institute of Public Accountants of Australia and a fellow of Institute of Financial Accountants of the United Kingdom. Mr. TF Lam has over 10 years of experience in marketing business and is currently a director of finance and administration of a company based in the United States of America that has a business of direct selling and distributing of natural products and cosmetics.

Save as disclosed above, Mr. TF Lam 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 positions with the Company or other members of the Group or other major appointments and professional qualifications.

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

Mr. TF Lam has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 29 December 2017 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. TF Lam 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. TF Lam 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. Ong King Keung

Mr. Ong King Keung (“**Mr. Ong**”), aged 42, was appointed as an independent non-executive Director in December 2017 and is a member of the Audit Committee. Mr. Ong obtained a bachelor degree in accountancy from the Hong Kong Polytechnic University and a master degree in corporate finance from the City University of Hong Kong. He is a member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He is currently a director of a professional audit firm in Hong Kong. He has over 15 years of experience in auditing and accounting industry.

Mr. Ong is an independent non-executive director of China Water Affairs Group Limited (stock code: 855), Tech Pro Technology Development Limited (stock code: 3823) and Risecomm Group Holdings Limited (stock code: 1679) respectively, their respective shares of which are listed on the main board of the Stock Exchange. Mr. Ong is also an independent non-executive director of Bingo Group Holdings Limited (stock code: 8220), the shares of which are listed on the GEM. Mr. Ong had also been an independent non-executive director of Deson Construction International Holdings Limited (stock code: 8268), the shares of which are listed on the GEM, since December 2014 and has been subsequently re-designated as a non-executive director since December 2015. Mr. Ong was an independent non-executive director of Koala Financial Group Limited (formerly Sunrise (China) Technology Group Limited) (stock code: 8226) for the period from February 2017 to September 2017 and China Candy Holdings Limited (stock code: 8182) for the period from February 2016 to September 2017 respectively, the shares of which are listed on the GEM.

Save as disclosed above, Mr. Ong 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. Ong 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. Ong does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

Mr. Ong has entered into a letter of appointment with the Company for an initial fixed term of one year commencing from 29 December 2017 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. Ong 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. Ong 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 36, was appointed as an independent non-executive Director in February 2018 and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Cai is the chief operation officer of Well Link Securities Limited a licensed corporation under the SFO to carry on the regulated activities of dealing in securities and dealing in futures contracts. Mr. Cai is also the company secretary and chief operation officer of Enriched Goldenroad Financial Holdings Limited (formerly known as Hui’s Finance Group Holdings Limited), a company principally carries on the business of money lending through its subsidiary. Mr. Cai was the company secretary of China Fortune Financial Group Limited, a company listed on the main board of the Stock Exchange (stock code: 290) from February 2012 to April 2014. 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 10 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.

Mr. Cai was a director of Acton Idea Marketing Services Limited, a company incorporated under the laws of Hong Kong and engaged in the business of provisions of marketing services. Acton Idea Marketing Services Limited was dissolved by striking off on 13 February 2009 after it ceased its operation in 2004. Mr. Cai confirms that Acton Idea Marketing Services Limited had no external creditor when it was struck off and that there was no wrongful act on his part leading to the above dissolution. Mr. Cai is not aware of any actual or potential claim that has been or will be made against him as a result of such dissolution by way of striking off.

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 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 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.

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 IS HEREBY GIVEN that an annual general meeting of My Heart Bodibra Group Limited (the “**Company**”) will be held at 10:30 a.m. on Tuesday, 14 August 2018 at Unit 2808–12, 28/F, Paul Y. Centre, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong for the purpose of considering and, if thought fit, 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 the auditor of the Company for the year ended 31 March 2018;
2. (A) To re-elect Mr. Fok Wai Hung as a director of the Company;
(B) To re-elect Mr. Lam Ka Yuen as a director of the Company;
(C) To re-elect Mr. Yeung Man Sun as a director of the Company;
(D) To re-elect Ms. Luk Mo Yan as a director of the Company;
(E) To re-elect Mr. Lam Tat Fung as a director of the Company;
(F) To re-elect Mr. Ong King Keung as a director of the Company;
(G) To re-elect Mr. Cai Chun Fai as a director of the Company;
(H) To authorize the board of directors of the Company to fix the remuneration of the directors of the Company;
3. To re-appoint World Link CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration;

NOTICE OF AGM

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, and pursuant to the Rules Governing the Listing of Securities on the GEM (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot and issue 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 authorize the directors of the Company 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;
- (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 of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (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 aggregate number of Shares 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

NOTICE OF AGM

“Rights Issue” means an offer of shares open for a period fixed by the Company or the directors of the Company 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 of the Company 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 of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase its shares on GEM 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 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 shall not exceed 10% of the aggregate 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 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 of the Company by this resolution”;

NOTICE OF AGM

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 of the Company 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 aggregate 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 aggregate 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 aggregate 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
Fok Wai Hung
Executive Director

Hong Kong, 29 June 2018

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 entitled to attend and vote at the annual general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder 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. 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 Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for the annual general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the annual general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, 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 annual general 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.

NOTICE OF AGM

5. A form of proxy for use at the annual general meeting is attached herewith.
6. Any voting at the annual general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. Fok Wai Hung, Mr. Lam Ka Yuen, Mr. Yeung Man Sun and Ms. Luk Mo Yan; and three independent non-executive directors, namely Mr. Lam Tat Fung, Mr. Ong King Keung and Mr. Cai Chun Fai.