

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited 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 howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Healthoo International Technology Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Healthoo International Technology Holdings Limited

(海滙國際科技控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

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

A notice convening the annual general meeting of Healthoo International Technology Holdings Limited to be held at hmv kafé, 4/F., Pearl City, 22–36 Paterson Street, Causeway Bay, Hong Kong on Monday, 7 May 2018 at 11:00 a.m. (the “AGM”) is set out on pages 17 to 20 of this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of Healthoo International Technology Holdings Limited at 22/F., New World Tower II, 18 Queen’s Road Central, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Information” page for at least 7 days from the date of its posting and the website of the Company at www.8088inc.com.

* *For identification purpose only*

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 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 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 | |
| Introduction | 3 |
| General Mandates | 4 |
| Explanatory Statement | 4 |
| Re-election of Directors | 5 |
| Responsibility Statement | 12 |
| General Information | 12 |
| Recommendation | 12 |
| APPENDIX — EXPLANATORY STATEMENT | 13 |
| NOTICE OF ANNUAL GENERAL MEETING | 17 |

DEFINITIONS

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

| | |
|----------------------------|--|
| “2002 Share Option Scheme” | the share option scheme of the Company adopted by the Shareholders at the extraordinary general meeting of the Company held on 27 March 2002 |
| “2014 Share Option Scheme” | the share option scheme of the Company adopted by the Shareholders at the extraordinary general meeting of the Company held on 15 April 2014 |
| “AGM” | the annual general meeting of the Company to be held at hmv kafé, 4/F., Pearl City, 22–36 Paterson Street, Causeway Bay, Hong Kong on Monday, 7 May 2018 at 11:00 a.m. |
| “Articles of Association” | the articles of association of the Company |
| “Board” | the Company’s Board of Directors |
| “Close Associate” | has the meaning as defined under the GEM Listing Rules |
| “Company” | Healthoo International Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM |
| “Core Connected Person” | has the meaning as defined under the GEM Listing Rules |
| “Director(s)” | the director(s) of the Company |
| “GEM” | the GEM of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM |
| “Group” | the Company and its subsidiaries |
| “HK\$” | Hong Kong Dollars, the lawful currency of the HKSAR |
| “Hong Kong” or “HKSAR” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Latest Practicable Date” | 23 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information disclosed herein |
| “Options” | the share options granted under the 2002 Share Option Scheme and the 2014 Share Option Scheme to subscribe for Shares in accordance with the 2002 Share Option Scheme and 2014 Share Option Scheme |

DEFINITIONS

| | |
|----------------------|--|
| “Repurchase Mandate” | the general mandate to be granted to the Directors to exercise the power of the Company to repurchase Shares of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing resolution no. 5 set out in the notice convening the Annual General Meeting |
| “SFO” | the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Shares” | ordinary share(s) of US\$0.0001 each in the share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeover Code” | Code on Takeovers and Mergers |
| “US\$” | United States Dollars, the lawful currency of the United States of America |
| “%” | per cent |

Note: Unless otherwise specified herein, amounts denominated in US\$ in this circular have been translated, for the purpose of illustration only, into Hong Kong dollar amounts using the rate of HK\$7.80 = US\$1.00. No representation is made that any amount in US\$ or HK\$ could have been or could be converted at the above rates or at any other rates at all.

LETTER FROM THE BOARD

Healthoo International Technology Holdings Limited
(海滙國際科技控股有限公司)*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8088)

Executive Directors:

Wu King Shiu, Kelvin (*Chairman*)
Chan Suet Ngan
Hu Kenneth
Qian Alexandra Gaochuan

Non-Executive Directors:

Xu Haohao
Guo Qifei

Independent Non-executive Directors:

Fong Janie
Yuen Kwok On
Matsumoto Hitoshi

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Office:

22/F., New World
Tower II, 18 Queen's
Road Central, Central
Hong Kong

*To the Shareholders and the holders
of the outstanding Options of the Company*

29 March 2018

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE 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 resolutions to be proposed at the AGM for (a) the granting to the Directors of general mandates to issue and repurchase Shares; and (b) the re-election of the retiring Directors.

* For identification purpose only

LETTER FROM THE BOARD

GENERAL MANDATES

At the annual general meeting of the Company held on 8 May 2017, ordinary resolutions were passed by the then Shareholders giving general unconditional mandates to the Directors to:

- (i) allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing such resolution;
- (ii) repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing such resolution; and
- (iii) extend the general mandate as mentioned in paragraph (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the general mandate as mentioned in paragraph (ii) above.

The above general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval to renew these general mandates by way of ordinary resolutions at the AGM.

The relevant resolutions are set out as resolutions nos. 4 to 6 in the notice of the AGM. The general mandates, if refreshed in the AGM, will be valid up to: (a) the conclusion of the next annual general meeting of the Company; or (b) 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 law to be held; or (c) the revocation or variation of these resolutions by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,707,140,110 Shares of US\$0.0001 each.

Subject to the passing of resolution no. 4 in relation to the general mandate to issue additional Shares and on the assumption that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company will be allowed under the general mandate to issue a maximum of 2,141,428,022 Shares, representing 20% of issued share capital as at the Latest Practicable Date.

EXPLANATORY STATEMENT

The explanatory statement, required by the GEM Listing Rules to be sent to Shareholders in connection with the Repurchase Mandate, is set out in the Appendix to this circular. The explanatory statement contains all 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 at the AGM.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association, the Directors retiring by rotation at the AGM are Mr. Xu Haohao, Mr. Guo Qifei and Ms. Fong Janie.

In accordance with Article 86(3) of the Articles of Association, the Directors appointed as an addition to the existing Board, Mr. Matsumoto Hitoshi, Ms. Chan Suet Ngan, Mr. Hu Kenneth and Ms. Qian Alexandra Gaochuan, who, being eligible, offer themselves for re-election. As required by the GEM Listing Rules, the biographical information of the aforementioned Directors proposed to be re-elected at the AGM are set out below:

Mr. Xu Haohao

Mr. Xu, aged 33, joined the Board in November 2016, and was appointed as a Non-Executive Director. Mr. Xu has extensive management knowledge and working experience in financial and corporate management. He is currently an executive director and the president of CWT International Limited (“CWT”), which is listed on the Stock Exchange (Stock code: 521). Mr. Xu is a member of each of the executive committee, the remuneration committee and the investment committee of CWT. Mr. Xu is responsible for the business development and day-to-day management of CWT and its subsidiaries. Before joining CWT, he had served as the general manager of the finance department of Hong Kong Airlines Limited.

Mr. Xu obtained a bachelor degree in Financial Administration from University of Winnipeg, Canada.

Except as otherwise disclosed herein, Mr. Xu has not held any other directorship in any other public companies in the past three years.

Pursuant to the terms of appointment, Mr. Xu has been appointed for a fixed term of one year and renewable automatically for a further period of one year unless a written termination notice is given by either party in advance but he is subject to re-election at the AGM and thereafter subject to rotation for retirement every three years in accordance with the Articles of Association of the Company.

Mr. Xu will receive a director’s fee of HK\$300,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s financial performance and prevailing comparable compensations in the market.

For the financial year ended 31 December 2017, Mr. Xu is entitled to a director’s fee of HK\$300,000.

Except as otherwise disclosed herein, Mr. Xu does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Mr. Xu.

Mr. Guo Qifei

Mr. Guo, aged 35, joined the Board in November 2016, and was appointed as a Non-Executive Director. Mr. Guo is currently the vice president of CWT since September 2015, and responsible for managing the operation of assets management and corporate finance as well as business development. He has 10 years of experience in financial investment. Before joining CWT, he worked in the merger and acquisition investment department of multinational corporations and financial institutions, mainly engaged in international acquisition business and financial investment.

Mr. Guo obtained a master degree in International Banking and Finance from Lingnan University.

Except as otherwise disclosed herein, Mr. Guo has not held any other directorship in any other public companies in the past three years.

Pursuant to the terms of appointment, Mr. Guo has been appointed for a fixed term of one year and renewable automatically for a further period of one year unless a written termination notice is given by either party in advance but he is subject to re-election at the AGM and thereafter subject to rotation for retirement every three years in accordance with the Articles of Association the Company.

Mr. Guo will receive a director's fee of HK\$300,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company's financial performance and prevailing comparable compensations in the market.

For the financial year ended 31 December 2017, Mr. Guo is entitled to a director's fee of approximately HK\$300,000.

Except as otherwise disclosed herein, Mr. Guo does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Mr. Guo.

LETTER FROM THE BOARD

Ms. Fong Janie

Ms. Fong, aged 51, joined the Board in November 2016, and was appointed as a Non-Executive Director. Ms. Fong was re-designated from a Non-Executive Director to an Independent Non-Executive Director on 1 June 2017. Ms. Fong is also a member of the Audit Committee of the Board. She is Managing Director of East West Bank, a post she has held since 2007. California-based East West Bank is a wholly-owned subsidiary of East West Bancorp, Inc., a publicly owned company in the United States of America. From 2000–2004, Ms. Fong was appointed by the California Governor to represent the State of California in Hong Kong and the PRC. Through her former post as California’s Chief Representative, Ms. Fong was responsible for creating new economic, trade, and diplomatic ties between the PRC and the U.S.. Ms. Fong practiced law as a licensed California attorney up until 2000 and worked as an executive of Silicon Valley start-up companies from 1998–2000. Ms. Fong served on the Commission on Strategic Development of Hong Kong from 2005–2007. Ms. Fong is a member of the Harvard Kennedy School of Government’s Women’s Leadership Board and currently serves as: an Advisor to ChinaSF, the China Office of the City and County of San Francisco; a Member of The Chi Tung Association of Hong Kong; a Member of the Board of Governors of the Hong Kong-America Center, an Executive Committee Member of Hong Kong Tianjin Business and Professional Women Association, a member of the Hong Kong Federation of Women Lawyers; and a member of the Asia Advisory Council of the University of California, Los Angeles (UCLA).

Except as otherwise disclosed herein, Ms. Fong has not held any other directorship in any other public companies in the past three years.

Pursuant to the terms of appointment, Ms. Fong has been appointed for a fixed term of one year and renewable automatically for a further period unless a written termination notice is given by either party in advance but she is subject to rotation for retirement every three years in accordance with the Articles of Association the Company.

Ms. Fong will receive a director’s fee of HK\$300,000 per annum which is determined with reference to her duties and responsibilities with the Company, the Company’s financial performance and prevailing comparable compensations in the market. There is also an accounting expenses for Options amounting to approximately HK\$223,000 relating to Ms. Fong recognised in the Company’s financial statements.

For the financial year ended 31 December 2017, Ms. Fong is entitled to a director’s fee of approximately HK\$300,000.

As at the Latest Practicable Date, Ms. Fong is interested in 3,000,000 Options and 5,000,000 Options at an exercise price of HK\$0.247 per Share and HK\$0.078 per Share, respectively, to subscribe for Shares.

Except as otherwise disclosed herein, Ms. Fong does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Ms. Fong has confirmed in writing her independence in accordance with the GEM Listing Rules. Based on such information and Ms. Fong past performance, the Board believes that Ms. Fong continues to be independent.

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Ms. Fong.

Mr. Matsumoto Hitoshi

Mr. Matsumoto, aged 63, joined the Board in August 2017, and was appointed as an Independent Non-Executive Director. Mr. Matsumoto is a member of the Nomination Committee, the Remuneration Committee and the Audit Committee of the Board. He has over 30 years of experience in the computer science field. He is the Executive Advisor of Fujitsu Laboratories of America, Inc. (“FLA”). He was formerly the Executive Fellow of FLA from 2011 to 2014, President & Chief Executive Officer of FLA from 2006 to 2011, Vice President of Internet Services Research and Business Development/Alliance of FLA from 2002 to 2006. He moved to Silicon Valley to conduct Multimedia & Internet services projects at Fujitsu Personal Systems, Inc in 1997. He joined Fujitsu Limited in Japan in April 1979.

Mr. Matsumoto received his bachelor degree in Applied Physics and master degree in Information Engineering from Nagoya University, Nagoya, Japan.

Except as otherwise disclosed herein, Mr. Matsumoto has not held any other directorship in any other public companies in the past three years.

Pursuant to the terms of appointment, Mr. Matsumoto has been appointed for a fixed term of one year and renewable automatically for a further period of one year unless a written termination notice is given by either party in advance but he is subject to re-election at the AGM and thereafter subject to rotation for retirement every three years in accordance with the Articles of Association the Company.

Mr. Matsumoto will receive a director’s fee of HK\$300,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s financial performance and prevailing comparable compensations in the market.

For the financial year ended 31 December 2017, Mr. Matsumoto is entitled to a director’s fee of approximately HK\$113,000.

Except as otherwise disclosed herein, Mr. Matsumoto does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Mr. Matsumoto has confirmed in writing his independence in accordance with the GEM Listing Rules. Based on such information and Mr. Matsumoto past performance, the Board believes that Mr. Matsumoto continues to be independent.

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Mr. Matsumoto.

Ms. Chan Suet Ngan

Ms. Chan, aged 47, joined the Board in January 2018, and was appointed as an Executive Director. Ms. Chan was appointed as the Company Secretary of the Company in November 2013. Ms. Chan is currently the Authorised Representative, the Head of Finance and Company Secretariat of the Company and is responsible for overseeing the finance and accounting operations as well as compliance of policies, rules and procedures in relation to accounting matters of the Group. She also acts as director of certain subsidiaries of the Group. Ms. Chan possesses over 15 years experience in the fields of accounting, finance and company secretariat. Before joining the Company, she held senior position in the accounts and finance department in a listed company in Hong Kong.

She is a member of CPA Australia and is also a member of the Hong Kong Institute of Certified Public Accountants. She obtained her Bachelor of Commerce degree from the University of Auckland, New Zealand.

Except as otherwise disclosed herein, Ms. Chan has not held any directorship in any other public companies in the past three years.

There is no service contract between the Company and Ms. Chan. She is not appointed for a specific term except that she is subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. Chan will receive a director's fee of HK\$10,000 per annum as determined by the Board with the authorization granted by the shareholders of the Company at the annual general meeting of the Company. She will receive from the Group emoluments which comprise a monthly salary of HK\$80,000 and a discretionary bonus. These have been determined by reference to her duties and responsibilities with the Group and the Group's remuneration policy.

For the financial year ended 31 December 2017, Ms. Chan received emoluments of HK\$1,201,000 from the Group. There is also an accounting expenses for Options amounting to approximately HK\$488,000 relating to Ms. Chan recognized in the Company's financial statements.

As at the Latest Practicable Date, Ms. Chan owns 397,000 Shares of the Company and is interested in 4,000,000 Options and 12,000,000 Options at an exercise price of HK\$0.247 per Share and HK\$0.078 per Share, respectively, to subscribe for Shares.

LETTER FROM THE BOARD

Except as otherwise disclosed herein, Ms. Chan does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Ms. Chan.

Mr. Hu Kenneth

Mr. Hu, aged 31, joined the Board in January 2018, and was appointed as an Executive Director. He has served various key roles across several functions in the Group since joining the Group in 2015, including director of Brave Entertainment Co. Ltd as well as chief operating officer of HMV Marketing Limited. He is also the special assistant to Chairman of the Board and Head of Strategic Planning of the Company. Mr. Hu has accumulated extensive experience and deep understanding in corporate strategy management, innovation management, financial and investment through these managerial roles within the Group.

Mr. Hu obtained a Bachelor of Commerce degree from the University of Queensland, Australia.

Except as otherwise disclosed herein, Mr. Hu has not held any directorship in any other public companies in the past three years.

There is no service contract between the Company and Mr. Hu. He is not appointed for a specific term except that he is subject to retirement by rotation in accordance with the Articles of Association of the Company. Mr. Hu will receive a director's fee of HK\$10,000 per annum as determined by the Board with the authorization granted by the shareholders of the Company at the annual general meeting of the Company. He will receive from the Group emoluments which comprise a monthly salary of HK\$62,000 and a discretionary bonus. These have been determined by reference to his duties and responsibilities with the Group and the Group's remuneration policy.

For the financial year ended 31 December 2017, Mr. Hu received emoluments of HK\$1,175,000 from the Group. There is also an accounting expenses for Options amounting to approximately HK\$1,047,000 relating to Mr. Hu recognized in the Company's financial statements.

As at the Latest Practicable Date, Ms. Qian Alexandra Gaochuan ("Ms. Qian"), the spouse of Mr. Hu, holds 12,600,000 Shares. Accordingly, Mr. Hu is deemed to be interested in 12,600,000 Shares. Mr. Hu is interested in 4,000,000 Options and 28,000,000 Options at an exercise price of HK\$0.247 per Share and HK\$0.078 per Share, respectively, to subscribe for Shares.

LETTER FROM THE BOARD

Mr. Hu is the spouse of Ms. Qian, an executive Director. Except as otherwise disclosed herein, Mr. Hu does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Mr. Hu.

Ms. Qian Alexandra Gaochuan

Ms. Qian, aged 31, joined the Board in January 2018, and was appointed as an Executive Director, the Compliance Officer and the Authorised Representative. She joined the Group in 2015. She is currently the Assistant Head of Finance and Company Secretariat and Head of Operations of the Company. She also acts as director of certain subsidiaries of the Group. She is the member of the board of director of i-Future Teens International Foundation Limited, a registered charitable organization in Hong Kong.

Ms. Qian obtained a Bachelor of Business degree from RMIT University and a Master of Commerce degree from the University of Queensland, Australia.

Except as otherwise disclosed herein, Ms. Qian has not held any directorship in any other public companies in the past three years.

There is no service contract between the Company and Ms. Qian. She is not appointed for a specific term except that she is subject to retirement by rotation in accordance with the Articles of Association of the Company. Ms. Qian will receive a director's fee of HK\$10,000 per annum as determined by the Board with the authorization granted by the shareholders of the Company at the annual general meeting of the Company. She will receive from the Group emoluments which comprise a monthly salary of HK\$62,000 and a discretionary bonus. These have been determined by reference to her duties and responsibilities with the Group and the Group's remuneration policy.

For the financial year ended 31 December 2017, Ms. Qian received emoluments of HK\$890,000 from the Group. There is also an accounting expenses for Options amounting to approximately HK\$1,047,000 relating to Ms. Qian recognized in the Company's statements.

As at the Latest Practicable Date, Ms. Qian owns 12,600,000 Shares and is interested in 4,000,000 Options and 28,000,000 Options at an exercise price of HK\$0.247 per Share and HK\$0.078 per Share, respectively, to subscribe for Shares.

Ms. Qian is the spouse of Mr. Hu, an Executive Director. Except as otherwise disclosed herein, Ms. Qian does not have any relationship with any directors or senior management, substantial shareholders or controlling shareholders of the Company or any interests in the securities of the Company with the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above and as far as the Board is aware, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of holders of securities of the Company in connection with the appointment of Ms. Qian.

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 issuer. 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.

GENERAL INFORMATION

A notice of the AGM is set out on pages 17 to 20 of this circular.

A form of proxy for the AGM is also enclosed. Whether or not you are able to attend and vote at the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at 22/F., New World Tower II, 18 Queen's Road Central, Central, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish.

RECOMMENDATION

The Directors, including the independent non-executive Directors, are of the opinion that the proposals of (a) the granting to the Directors of the general mandates to issue and repurchase Shares; and (b) the re-election of the retiring Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

Yours faithfully

For and on behalf of

Healthoo International Technology Holdings Limited

Wu King Shiu, Kelvin

Chairman

This explanatory statement contains all the information required pursuant to Rule 13.08 of the GEM Listing Rules to be given to Shareholders to enable them to make an informed decision on whether to vote for or against the resolutions relating to the Repurchase Mandate.

1. SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, the issued share capital of the Company comprised 10,707,140,110 Shares of US\$0.0001 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the assumption that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 1,070,714,011 Shares, representing 10% of issued share capital as at the Latest Practicable Date.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Directors to repurchase Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or 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 the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands. The Company may not repurchase 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.

If the Repurchase Mandate is exercised in full, there might be a material adverse effect on the working capital or gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 December 2017. 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 or gearing levels of the Group which in the opinion of the Directors are from time to time appropriate for the Group unless the Directors determine that such repurchases are, taking into account of all relevant factors, in the best interests of the Company and its Shareholders. On exercise of the Repurchase Mandate, the Directors intend to maintain the Company's public float above 25%.

4. 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 and the applicable laws of the Cayman Islands.

5. CORE CONNECTED PERSONS AND CLOSE ASSOCIATES

As at the Latest Practicable Date, none of the Directors, nor to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules) has a present intention to sell Shares to the Company under the Repurchase Mandate if the Repurchase Mandate is approved by Shareholders.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by Shareholders.

6. SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares during the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest prices at which Shares of the Company have been traded on GEM during each of the twelve months preceding the Latest Practicable Date are as follows:

| Year | Month | Lowest Traded Price (HK\$) | Highest Traded Price (HK\$) | |
|---------------------------------------|--------------|---|--|-------|
| 2017 | March | 0.090 | 0.108 | |
| | April | 0.055 | 0.094 | |
| | May | 0.055 | 0.078 | |
| | June | 0.049 | 0.064 | |
| | July | 0.035 | 0.054 | |
| | August | 0.040 | 0.052 | |
| | September | 0.037 | 0.044 | |
| | October | 0.038 | 0.052 | |
| | November | 0.036 | 0.049 | |
| | December | 0.028 | 0.040 | |
| | 2018 | January | 0.028 | 0.035 |
| | | February | 0.026 | 0.033 |
| March (up to Latest Practicable Date) | | 0.027 | 0.030 | |

8. EFFECT OF 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 of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase in shareholding interest, 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, so far as the Directors are aware, Hong Kong HNA Holding Group Co. Limited ("HK HNA Holding Group Co"), Mr. Wu King Shiu, Kelvin, Mr. Ho Gilbert Chi Hang and Mr. Chang Tat Joel, who are the substantial Shareholders holding 10% or more of voting rights attaching to the Shares.

HK HNA Holding Group Co were interested or deemed to be interested in 1,636,360,000 Shares (representing approximately 15.28% of voting rights attaching to the issued ordinary share capital of the Company). HK HNA Holding Group Co is wholly-owned by HNA Financial Holdings International Co., Ltd. ("HNA Financial"). HNA Financial is wholly-owned by Beijing HNA Financial Holdings Co., Ltd. ("Beijing HNA"). Beijing HNA is wholly-owned by HNA Investment Holding Co., Ltd. ("HNA Investment"). HNA Investment is wholly-owned by HNA Group Holdings Co., Ltd. ("HNA Holdings"). HNA Holdings is wholly-owned by HNA Group Company Limited ("HNA Group"). HNA Group is owned as to approximately 70% by Hainan Traffic Administration Holdings Company Limited ("Hainan Traffic"). Hainan Traffic is owned as to approximately 50% by Sheng Tang Development (Yangpu) Company Limited ("Sheng Tang"). Sheng Tang is owned as to 65% by Hainan Province Cihang Foundation and 35% by Tang Dynasty Development Company Limited ("Tang Dynasty"). Tang Dynasty is owned as to approximately 98% by Pan-American Aviation Holding Company Limited, which is in turn 100% beneficially owned by Jun Guan.

Mr. Wu King Shiu, Kelvin, Mr. Ho Gilbert Chi Hang and Mr. Chang Tat Joel (collectively the "Concert Group") are deemed to be parties acting in concert under the Takeovers Code. Mr. Wu King Shiu, Kelvin, Mr. Ho Gilbert Chi Hang and Mr. Chang Tat Joel owns 194,088,000 Shares (including his family interest), 264,000 Shares and nil Shares, respectively. Hero Sign Limited ("Hero Sign"), Abundant Star Ventures Limited ("Abundant Star") and Vantage Edge Limited ("Vantage Edge") own 507,888,000 Shares, 909,090,909 Shares and 681,818,181 Shares, respectively. Mr. Wu King Shiu, Kelvin, Mr. Ho Gilbert Chi Hang and Mr. Chang Tat Joel are deemed to have interests in 507,888,000 Shares, 909,090,909 Shares and 681,818,181 Shares of which Hero Sign, Abundant Star and Vantage Edge were deemed to be interested by virtue of the SFO since they indirectly own 56% through Billion Power Management Limited, 23% through Elite Honour Investments Limited and 21% through Genius Link Assets Management Limited, respectively, of the issued share capital of AID Partners GP2, Ltd.. AID Partners GP2, Ltd. is the general partner of AID Partners Capital II, L.P. ("AID Cap II"). AID Cap II is interested in the entire issued share capital of Leader Fortune International Limited, which is interested in the entire issued share capital of Hero Sign, Abundant Star and Vantage Edge. The Concert Group is interested in aggregate of 2,293,149,090 Shares, representing approximately 21.41% of voting rights attaching to the issued ordinary share capital of the Company.

In the event that the Company exercises the Repurchase Mandate in full, the shareholdings of HK HNA Holding Group Co and the Concert Group in the Company will increase to approximately 16.98% and 23.79%, respectively, and such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. However, the Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering takeover obligation or the public holding of shares would be reduced below 25% of the issued share capital of the Company.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

NOTICE OF ANNUAL GENERAL MEETING

Healthoo International Technology Holdings Limited

(海滙國際科技控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8088)

NOTICE IS HEREBY GIVEN that the annual general meeting of the Company will be held at hmv kafé, 4/F., Pearl City, 22–36 Paterson Street, Causeway Bay, Hong Kong, on Monday, 7 May 2018 at 11:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2017;
2. To re-elect the Directors and to authorize the Board of Directors to fix the remuneration of the Directors;
3. To re-appoint the Auditor of the Company and to authorize the Directors to fix their remuneration;
4. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) 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 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 which might require the exercise of such powers after the end of the Relevant Period;
- (C) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as defined below), (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company, or any securities which are convertible into shares of the Company, (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company, and (iv) any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or a part

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

of a dividend on shares of the Company pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) shall be limited accordingly;

- (D) the approval in paragraph (A) above shall be additional to the authority given to the Directors at any time to allot and issue additional shares in the capital of the Company; and
- (E) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 law to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors made to the holders of the 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 recognised regulatory body or any stock exchange in, or in any territory outside, Hong Kong).”

- 5. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“THAT:

- (A) subject to paragraph (C) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares in the capital of the Company on 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 of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, rules and regulations of the Stock Exchange or any other stock exchange, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (B) the approval in paragraph (A) above shall authorise the Directors to procure the Company to repurchase the shares of the Company at such prices as the Directors may at their discretion determine;
 - (C) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (A) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the approval in paragraph (A) above shall be limited accordingly; and
 - (D) for the purposes of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (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 law to be held; or
 - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. As special business, to consider and, if thought fit, pass with or without amendments the following resolution as an Ordinary Resolution:

“**THAT**, conditional upon the passing of resolution no. 4 and 5 the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company under resolution no.4 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate, of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5.”

By Order of the Board
Healthoo International Technology Holdings Limited
Wu King Shiu, Kelvin
Chairman

Hong Kong, 29 March 2018

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. 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. A proxy need not be a member of the Company.
2. The form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority shall be delivered to the principal place of business of the Company at 22/F., New World Tower II, 18 Queen's Road Central, Central, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting.
3. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, at the meeting in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be 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 in respect of the joint holding.
4. Delivery of the form of proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy shall be deemed to be revoked.
5. A circular containing important information concerning the resolutions, as required by the GEM Listing Rules, will be despatched to shareholders.
6. This notice will remain on the GEM website on the "Latest Information" page for at least 7 days from the date of its posting and the website of the Company at www.8088inc.com.