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

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

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Jin Bao Bao Holdings Limited
金寶寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01239)

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
PROPOSED CHANGE OF COMPANY NAME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held on Tuesday, 8 August 2017 at 11:00 a.m. at Suites 2005–2006, 20th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should you so desire.

12 July 2017

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DEFINITIONS

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

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Jin Bao Bao Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 8 August 2017 at 11:00 a.m. to consider and, if thought fit, to approve, among other matter, the re-election of independent non-executive Director and the Proposed Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	7 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of EGM”	the notice convening the EGM set out on pages EGM-1 and EGM-2 of this circular
“Proposed Change of Company Name”	the proposed change of English name of the Company from “Jin Bao Bao Holdings Limited” to “Teamway International Group Holdings Limited”, and the existing Chinese name of the Company being “金寶寶控股有限公司” will no longer be adopted
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange” The Stock Exchange of Hong Kong Limited

In the event of any inconsistency, the English text of his circular shall prevail over the Chinese text.

LETTER FROM THE BOARD



Jin Bao Bao Holdings Limited
金寶寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01239)

Executive Directors:

Mr. Ling Zheng (*Chairman*)
Mr. He Xiaoming (*Vice Chairman*)
Ms. Ngai Mei
Ms. Xie Yan

Independent non-executive Directors:

Mr. Lee Chi Hwa, Joshua
Ms. Bu Yanan
Mr. Chan Chun Kau

Registered Office:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

*Principal Place of Business in
Hong Kong:*

Suites 2005–2006, 20th Floor
Tower 6, The Gateway
Harbour City, Tsim Sha Tsui
Kowloon, Hong Kong

12 July 2017

To the shareholders

Dear Sir or Madam,

**RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
PROPOSED CHANGE OF COMPANY NAME;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 5 July 2017 in relation to the Proposed Change of Company Name and the appointment of independent non-executive Director.

The purpose of this circular is to provide you with information relating to the proposed re-election of an independent non-executive Director and the Proposed Change of Company Name and to give you notice of the EGM.

LETTER FROM THE BOARD

RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Bu Yanan (“Ms. Bu”) was appointed as an independent non-executive Director with effect from 5 July 2017. Pursuant to Article 112 of the Articles, Ms. Bu shall hold office until the first general meeting of the Company after her appointment and, being eligible, offer herself for re-election at the EGM. Particulars of Ms. Bu are set out in the Appendix to this circular.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Jin Bao Bao Holdings Limited” to “Teamway International Group Holdings Limited”, and the existing Chinese name of the company being “金寶寶控股有限公司” will no longer be adopted.

The Proposed Change of Company Name is subject to (i) the passing of a special resolution by Shareholders approving the Proposed Change of Company Name at the EGM; and (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar. The Company will then carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name will better reflect the future business plans and development of the Group. The Board believes that the new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates in issue bearing the present name of the Company shall, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the Proposed Change of Company Name becoming effective, the new share certificates of the Company will be issued only in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to the confirmation of the Stock Exchange, the stock short name of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

The Company will make further announcement(s) as and when appropriate on the result of the EGM, the effective date(s) of the Proposed Change of Company Name and the new stock short name and the change of Company's website following the Proposed Change of Company Name. The stock code of the Company will remain as "1239".

EGM

The notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular. The EGM will be held on Tuesday, 8 August 2017 at 11:00 a.m. at Suites 2005–2006, 20th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of, considering and, if thought fit, to approve the proposed re-election of an independent non-executive Director and the Proposed Change of Company Name.

VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the ordinary resolution to be proposed to approve the re-election of an independent non-executive Director and the special resolution to be proposed to approve the Proposed Change of Company Name at the EGM.

ACTION TO BE TAKEN

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire and in such case, the proxy form shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlements to attend and vote at the forthcoming EGM, the transfer books and register of members of the Company will be closed from Thursday, 3 August 2017 to Tuesday, 8 August 2017 (both days inclusive),

LETTER FROM THE BOARD

during which period no transfer of Shares can be registered. In order to be entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 pm on Wednesday, 2 August 2017.

RECOMMENDATION

The Directors consider that the re-election of the independent non-executive Director and the Proposed Change of Company Name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions as set out in the Notice of EGM at the EGM.

RESPONSIBILITY STATEMENT

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

By order of the Board
Jin Bao Bao Holdings Limited
Ngai Mei
Executive Director

**APPENDIX DETAILS OF INDEPENDENT NON-EXECUTIVE DIRECTOR
PROPOSED TO BE RE-ELECTED AT THE EGM**

Set out below are details of the independent non-executive Director proposed to be re-elected at the EGM.

Ms. Bu Yanan (卜亞楠) (“Ms. Bu”), aged 31, was appointed as an independent non-executive Director, the chairman of the remuneration committee, and a member of the audit committee and the nomination committee of the Company with effect from 5 July 2017. Ms. Bu graduated from City University of Hong Kong with a Bachelor of Laws and has completed the Practising Certificate in Law programme to qualify for admission as a barrister of the High Court of Hong Kong in 2011. She is also an Accredited General and Family Mediator of the Hong Kong International Arbitration Centre and of the Hong Kong Mediation Accreditation Association, a fellow of Hong Kong Institute of Arbitrators, Ms. Bu has been in active practice at the Bar in various criminal and commercial matters and has extensive legal experience.

Ms. Bu entered into a letter of appointment with the Company on 5 July 2017 in relation to her appointment as an independent non-executive Director. The letter of appointment is determinable by either party serving on the other not less than three months’ written notice. She is subject to retirement by rotation and re-election pursuant to the Articles. Pursuant to the terms of the letter of appointment entered into between the Company and Ms. Bu, she is entitled to an annual remuneration of HK\$192,000 which is determined by the Board by reference to her experience, duties and responsibilities with the Company, the Company’s remuneration policy as well as prevailing market rates.

Save as disclosed above, Ms. Bu (i) has not held any directorships in any public companies listed in Hong Kong or other major exchanges in the past three years; (ii) did not have or was not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any shares, underlying shares or debentures of the Company or its associated corporations; and (iii) did not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company; and (iv) did not hold other positions within the Group. There is no information that is required to be disclosed by Ms. Bu pursuant to Rule 13.51(2)(h) to (v) of Listing Rules and there is no other matter which needs to be brought to the attention of the Shareholders in relation to the re-election of Ms. Bu.

NOTICE OF EXTRAORDINARY GENERAL MEETING



Jin Bao Bao Holdings Limited
金寶寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01239)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Jin Bao Bao Holdings Limited (the “Company”) will be held at Suites 2005–2006, 20th Floor, Tower 6, The Gateway, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 8 August 2017 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTION

To consider and, if thought fit, passing the following resolution as an ordinary resolution of the Company:

To re-elect Ms. Bu Yanan as independent non-executive director of the Company.

SPECIAL RESOLUTION

To consider and, if thought fit, passing the following resolution as a special resolution of the Company:

“**THAT** subject to the conditions that the relevant approval of the Registrar of Companies in the Cayman Islands has been obtained, the English name of the Company be changed from “Jin Bao Bao Holdings Limited” to “Teamway International Group Holdings Limited”, and the existing Chinese name of company being “金寶寶控股有限公司” will no longer be adopted (the “**Proposed Change of Company Name**”), and that any director (the “**Director(s)**”) or the secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board
Jin Bao Bao Holdings Limited
Ngai Mei
Executive Director

Hong Kong, 12 July 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Thursday, 3 August 2017 to Tuesday, 8 August 2017 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 2 August 2017.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish.
4. In order to be valid, the instrument appointing a proxy and (if required by the board of Directors) 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 Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or adjourned meeting (as the case may be).
5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the EGM if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto to, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
7. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"), all votes of shareholders at the EGM will be taken by poll except where the chairman of the EGM, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.
8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.