
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in My Heart Bodibra Group Limited (the “Company”), you should at once hand this circular, together with the enclosed proxy form, 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 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)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the extraordinary general meeting of the Company to be held at 11:30 a.m. on Friday, 13 August 2021 (or as soon thereafter as the annual general meeting of the Company convened for the same day and place shall have been concluded or adjourned) at 1/F., Lok Kui Industrial Building, 6–8 Hung To Road, Kwun Tong, 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 meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the meeting 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.

28 July 2021

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 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 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 otherwise requires, the following expressions shall have the following meanings:

| | |
|--------------------------|---|
| “Board” | the board of Directors |
| “Change of Company Name” | the proposed change of the English name of the Company from “My Heart Bodibra Group Limited” to “Ocean Star Technology Group Limited” and the dual foreign name in Chinese of the Company from “心心芭迪貝伊集團有限公司” to “海納星空科技集團有限公司” |
| “Company” | My Heart Bodibra Group Limited 心心芭迪貝伊集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM of the Stock Exchange with stock code: 8297 |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company to be convened and held at 1/F., Lok Kui Industrial Building, 6–8 Hung To Road, Kwun Tong, Kowloon, Hong Kong on Friday, 13 August 2021 at 11:30 a.m. (or as soon thereafter as the annual general meeting of the Company convened for the same day and place shall have been concluded or adjourned) to consider and, if thought fit, approve, among other matters, the Change of Company Name, the notice of which is set out on the EGM Notice of this circular |
| “EGM Notice” | the notice convening the EGM which is set out on pages EGM-1 to EGM-2 of this circular |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM of the Stock Exchange |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Share(s)” | ordinary share(s) of nominal or par value of HK\$0.01 each in the share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Share(s) |

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“HK\$”

Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD

My Heart Bodibra Group Limited

心心芭迪貝伊集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

Executive Directors:

Mr. Tam Chak Chi

Mr. Xu Xue

Independent Non-executive Directors:

Ms. Yuan Xiaoxi

Mr. Deng Guo Hong

Mr. Tang Yiu Kay

Registered Office:

Windward 3

Regatta Office Park

P.O. Box 1350

Grand Cayman KY1-1108

Cayman Islands

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

1/F., Lok Kui Industrial Building

6-8 Hung To Road

Kwun Tong, Kowloon

Hong Kong

28 July 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you notice of the EGM and details of the Change of Company Name which will be proposed at the EGM for the Shareholders' consideration and, where appropriate, for approval.

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Company's announcement dated 16 July 2021, the Board proposed to change the English name of the Company from "My Heart Bodibra Group Limited" to "Ocean Star Technology Group Limited" and the dual foreign name in Chinese of the Company from "心心芭迪貝伊集團有限公司" to "海納星空科技集團有限公司".

LETTER FROM THE BOARD

CONDITIONS OF THE CHANGE OF COMPANY NAME

The proposed Change of Company Name is conditional upon the following conditions having been satisfied: (i) the passing of a special resolution by the Shareholders at the EGM to approve the proposed Change of Company Name; and (ii) the approval being granted by the Registrar of Companies in the Cayman Islands for the proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name and dual foreign name in Chinese of the Company and issues a certificate of incorporation on change of name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. Once the Change of the Company Name has become effective, new share certificates for new Shares will be issued in the new name of the Company. All existing share certificates in issue bearing the Company's present name shall continue to be evidence of title to the Shares and continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing the new name of the Company. In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

Further announcement(s) will be made by the Company in due course to inform the Shareholders of the effective date of the Change of Company Name and the new stock short names of the Company.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board is of the view that the Change of Company Name will help to refresh the Company's corporate image and identity which will benefit the Company's future development. Accordingly, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

THE EGM

The EGM Notice is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending or voting in person at the meeting or any adjourned meeting thereof should you so wish.

In accordance with Rule 17.47(2) of the GEM Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by poll unless it relates purely to a procedural or administrative matter and the chairman, in good faith, decides to allow such matter to be voted on by a show of hands. Every resolution put to the vote of the Shareholders at the EGM shall therefore be decided by poll pursuant to Article 72 of the Articles of Association of the Company.

No Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

The register of members of the Company will be closed from Tuesday, 10 August 2021 to Friday, 13 August 2021 (both days inclusive) for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM. During such period, no transfer of Shares will be effected. In order to be eligible to attend and vote at the EGM (or at any adjournment thereof), all transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 9 August 2021.

The Company will publish an announcement on the poll results of the EGM after the conclusion of the EGM.

RECOMMENDATION

The Board is of the view that the proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolution as set out in the EGM Notice.

LETTER FROM THE BOARD

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.

GENERAL

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

My Heart Bodibra Group Limited

心心芭迪貝伊集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8297)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of My Heart Bodibra Group Limited 心心芭迪貝伊集團有限公司 (the “**Company**”) will be held at 11:30 a.m. on Friday, 13 August 2021 (or as soon thereafter as the annual general meeting of the Company convened for the same day and place shall have been concluded or adjourned) at 1/F., Lok Kui Industrial Building, 6–8 Hung To Road, Kwun Tong, Kowloon, Hong Kong to consider, and if thought fit, pass, with or without modifications, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands, the English name of the Company be changed from “My Heart Bodibra Group Limited” to “Ocean Star Technology Group Limited” and the dual foreign name in Chinese of the Company be changed from “心心芭迪貝伊集團有限公司” to “海納星空科技集團有限公司”; and
- (b) any one director of the Company be authorized on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing and to attend to any registration and/or filing in the Cayman Islands and Hong Kong for and on behalf of the Company.”

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

Hong Kong, 28 July 2021

Registered Office:
Windward 3
Regatta Office Park
P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
1/F., Lok Kui Industrial Building
6–8 Hung To Road
Kwun Tong, Kowloon
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. For the purposes of determining the Shareholders' eligibility to attend and vote at the forthcoming meeting to be held 13 August 2021 (Friday), the transfer books and register of members of the Company will be closed from 10 August 2021 (Tuesday) to 13 August 2021 (Friday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on 9 August 2021 (Monday).
3. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time for holding the meeting (or any adjournment thereof).
4. Completion and delivery of a form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
5. Where there are joint holders of any shares of the Company, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the meeting whether in person or by proxy, that one of the joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
6. A form of proxy for use at the meeting is attached herewith.
7. Any voting at the meeting shall be taken by poll.
8. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

As at the date of this notice, the executive Directors are Mr. Tam Chak Chi and Mr. Xu Xue; and the independent non-executive Directors are Ms. Yuan Xiaoxi, Mr. Deng Guo Hong and Mr. Tang Yiu Kay.