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Qianhai Health Holdings Limited

前海健康控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 911)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The board (the “**Board**”) of directors (the “**Directors**”) of Qianhai Health Holdings Limited (the “**Company**”) proposes to amend the existing articles of association of the Company (the “**Articles**”) for the purposes of, among others, (i) bringing the Articles into line with the latest legal and regulatory requirements, including the applicable laws of the Cayman Islands and the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022; and (ii) incorporating housekeeping amendments (collectively, the “**Proposed Amendments**”). The Board also proposes to recommend that the amended and restated Articles which incorporate all of the Proposed Amendments (the “**New Articles**”) be adopted.

Major changes entailed by the Proposed Amendments are set out below:

1. to include certain defined terms to align with the applicable laws of the Cayman Islands, the Listing Rules and the relevant provisions in the Articles including “clearing house”, “close associate(s)” and “substantial shareholder” and to update the relevant provisions of the Articles in this regard;
2. to exclude the application of Section 8 and Section 19 of the Electronic Transactions Act (2003) of the Cayman Islands to the extent it imposes obligations or requirements in addition to those set out in the Articles;
3. to clarify that the Board may accept the surrender for no consideration of any fully paid share;

4. to provide that title to listed shares may be evidenced and transferred in accordance with the Listing Rules that are and shall be applicable to such listed shares, and that the register of members of the Company in respect of its listed shares may be kept by recording the particulars required by the applicable laws of the Cayman Islands in a form otherwise than legible if such recording complies with the Listing Rules;
5. to clarify that any person appointed by the Directors to fill a casual vacancy on, or as an addition to, the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
6. to provide that the Company must hold an annual general meeting in each financial year and that such annual general meeting must be held within six months after the end of the Company's financial year;
7. to clarify that an annual general meeting must be called by at least twenty-one (21) days' notice in writing;
8. to allow any one or more Shareholder holding a minority stake of 10% in the total number of issued shares to be able to convene an extraordinary general meeting and add resolutions to a meeting agenda;
9. to clarify that a general meeting other than an annual general meeting must be called by at least fourteen (14) days' notice in writing;
10. to provide that all Shareholders shall have the right to (i) speak at a general meeting of the Company; and (ii) vote at a general meeting of the Company, except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
11. to allow a Shareholder, who is a clearing house, to appoint representative(s) to attend any general meeting of the Company, and that such representative(s) shall be entitled to exercise the same rights and powers on behalf of the clearing house;
12. to empower the Board to capitalise certain reserves of the Company, including share premium account and the profit and loss account, to pay up unissued shares to be allotted to employees or trustee in connection with the operation of any share incentive scheme or employee benefit scheme that has been adopted or approved by the Shareholders at a general meeting;
13. to clarify that remuneration of the auditor of the Company (the "**Auditor**") shall be fixed by ordinary resolution at a general meeting; and
14. to clarify that removal of the Auditor shall be approved by ordinary resolution at a general meeting.

Other house-keeping amendments to the Articles are also proposed for the purpose of clarifying existing practices and making consequential amendments in line with the Proposed Amendments, and to better align the wording with that of the relevant Listing Rules and the applicable laws of the Cayman Islands.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the upcoming annual general meeting of the Company (the “AGM”), and will take effect when the New Articles, which will incorporate all of the Proposed Amendments, are adopted at the AGM.

A circular containing, amongst other things, further information regarding the Proposed Amendments, together with the notice of the AGM will be despatched to the Shareholders in due course.

By order of the Board
Qianhai Health Holdings Limited
Huang Guanchao
Chairman

Hong Kong, 22 April 2022

As at the date of this announcement, the non-executive Directors are Mr. Huang Guanchao, Mr. Lim Tzea, Mr. Chen Kaiben and Mr. Chen Qi; the executive Directors are Mr. Xu Keli, Mr. Lam Hin Chi and Mr. Chen Li Kuang and the independent non-executive Directors are Mr. Li Wei, Mr. Yuen Chee Lap Carl and Mr. Leung Chun Tung.