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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in doubt as to any aspect of this circular, 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 Qianhai Health 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.

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.

Capitalised terms used in this circular shall have the same meanings as defined in the section headed “Definitions” in this circular.

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

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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 SHARE CONSOLIDATION,  
CHANGE IN BOARD LOT SIZE,  
AND  
NOTICE OF EGM**

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Notice of the EGM of Qianhai Health Holdings Limited to be held at SOHO 2, 6/F, IBIS Hong Kong Central and Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 16 May 2024 at 11:30 a.m. is set out on pages 12 to 14 of this circular.

A form of proxy for the EGM is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions stated thereon and return it to the Company's Hong Kong branch share registrars, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the meeting (no later than 11:30 a.m. on Tuesday, 14 May 2024) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

29 April 2024

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## DEFINITIONS

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

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as may be amended or modified from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for the trading on the Stock Exchange from 5,000 Existing Shares to 10,000 Consolidated Shares
“Company”	Qianhai Health Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consolidated Share(s)”	ordinary share(s) of HK\$0.40 each in the issued share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company be held at 11:30p.m. on Thursday, 16 May 2024 for the Shareholders to consider and, if thought fit, approve, among others, the Share Consolidation, the notice of which is set out on pages 12 to 14 of this circular
“Existing Share(s)”	the issued and unissued ordinary share(s) of HK\$0.04 each in the existing share capital of the Company before the Share Consolidation becoming effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries

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## DEFINITIONS

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Branch Share Registrar”	the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Latest Practicable Date”	24 April 2024, being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Outstanding Options”	the right(s) granted under the Share Option Scheme to subscribe for the Shares in accordance with the Share Option Scheme
“Share(s)”	the Existing Share(s) or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares of par value of HK\$0.04 each into one (1) Consolidated Share of par value of HK\$0.40 each
“Share Option Scheme”	the share option scheme of the Company adopted on 9 June 2014
“Shareholder(s)”	holder(s) of the Existing Shares or the Consolidated Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## EXPECTED TIMETABLE

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*Set out below is the expected timetable for the Share Consolidation and the Change in Board Lot Size. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.*

<b>Event</b>	<b>Hong Kong Time</b>
Latest date and time for lodging transfer of shares in order to qualify for attending and voting at the EGM . . . . .	4:30 p.m. on Friday, 10 May 2024
Register of members of the Company closed for determining entitlements to attend and vote at the EGM . . . . .	Monday, 13 May 2024 to Thursday, 16 May 2024 (both days inclusive)
Latest time for return of proxy form of the EGM . . . . .	11:30 a.m. on Tuesday, 14 May 2024
Date and time of the EGM . . . . .	11:30 a.m. on Thursday, 16 May 2024
Announcement of voting results of the EGM . . . . .	Thursday, 16 May 2024
<b>The following events are conditional on the fulfilment of all the conditions for the implementation of the Share Consolidation as set out in this circular.</b>	
Effective date of the Share Consolidation . . . . .	Monday, 20 May 2024
First day of free exchange of existing share certificates for new share certificates for Consolidated Shares. . . . .	Monday, 20 May 2024
Commencement of dealings in the Consolidated Shares . . . . .	9:00 a.m. on Monday, 20 May 2024
Original counter for trading in the Existing Shares in board lots of 5,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Monday, 20 May 2024
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates for the Consolidated Shares) opens . . . . .	9:00 a.m. on Monday, 20 May 2024

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## EXPECTED TIMETABLE

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Original counter for trading in the Consolidated Shares  
in board lots of 10,000 Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares) re-opens . . . . . 9:00 a.m. on  
Monday, 3 June 2024

Parallel trading in the Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares and  
existing share certificates) commences . . . . . 9:00 a.m. on  
Monday, 3 June 2024

Designated broker starts to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on  
Monday, 3 June 2024

Designated broker ceases to stand in the market to provide  
matching services for sale and purchase of odd lots of  
the Consolidated Shares . . . . . 4:00 p.m. on  
Monday, 24 June 2024

Temporary counter for trading in the Consolidated Shares  
in board lots of 500 Consolidated Shares (in the form of  
existing share certificates) closes . . . . . 4:10 p.m. on  
Monday, 24 June 2024

Parallel trading in the Consolidated Shares (in the form of  
new share certificates for the Consolidated Shares and  
existing share certificates) ends . . . . . 4:10 p.m. on  
Monday, 24 June 2024

Last day for free exchange of existing share certificates  
for new share certificates for the Consolidated Shares . . . . . Wednesday, 26 June 2024

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## LETTER FROM THE BOARD

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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)**

*Non-Executive Directors:*

Mr. Huang Zhiqun (*Chairman*)

Mr. Lim Tzea

Mr. Chen Kaiben

Mr. Chen Qi

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Executive Director:*

Mr. Chen Li Kuang

*Head Office and Principal Place of*

*Business in Hong Kong:*

*Independent non-executive Directors:*

Mr. Li Wei

Mr. Yuen Chee Lap Carl

Mr. Leung Chun Tung

Room 301-3, 3/F

Wing Tuck Commercial Centre

177-183 Wing Lok Street

Sheung Wan, Hong Kong

29 April 2024

## PROPOSED SHARE CONSOLIDATION AND PROPOSED CHANGE IN BOARD LOT SIZE

### INTRODUCTION

Reference is made to the announcement of the Company dated 17 April 2024 in relation to the proposed Share Consolidation and the Change in Board Lot Size.

The purpose of this circular is to provide you with the information in relation to the proposed Share Consolidation and the Change in Board Lot Size and to give you the notice convening the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of HK\$0.04 each be consolidated into one (1) Consolidated Share of HK\$0.40 each.

#### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$200,000,000 divided into 5,000,000,000 Existing Shares with par value of HK\$0.04 each, of which 1,694,450,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and assuming that there are no changes in the authorised share capital of the Company from the date of the circular until the Share Consolidation becomes effective, the authorised share capital of the Company will become HK\$200,000,000 divided into 500,000,000 Consolidated Shares with par value of HK\$0.40 each, of which 169,445,000 Consolidated Shares will be in issue. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

#### The Outstanding Options

As at the Latest Practicable Date, there were 18,615,000 Outstanding Options granted under the Share Option Scheme. Under the relevant terms and conditions thereof, the Share Consolidation may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon exercise of the Outstanding Options pursuant to the terms thereof. Assuming there is no other adjustment event under the Share Option Scheme other than the proposed Share Consolidation becoming effective, the Outstanding Options will entitle the holders thereof to subscribe for up to 1,861,500 Consolidated Shares in aggregate. The expected adjustments to be made in respect of the Outstanding Options as a result of the Share Consolidation are set out as follows:

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## LETTER FROM THE BOARD

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Date of grant	Before adjustments		After adjustments	
	Exercise price per Outstanding Option granted	Number of Existing Shares to be allotted and issued upon full exercise of the Outstanding Options granted	Exercise price per Outstanding Option granted	Number of Consolidated Shares to be allotted and issued upon full exercise of the Outstanding Options granted
12 June 2020	HK\$0.121	1,690,000	HK\$1.21	169,000
3 July 2020	HK\$0.127	<u>16,925,000</u>	HK\$1.27	<u>1,692,500</u>
<b>Total:</b>		<b><u>18,615,000</u></b>		<b><u>1,861,500</u></b>

The Company will appoint an auditor or an independent financial adviser to certify the basis of such adjustment to the exercise price of the Outstanding Options and the number of Consolidated Shares to be issued upon the exercise of the Outstanding Options in accordance with the requirements of the Listing Rules and the terms of the Share Option Scheme. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

The adjusted number of shares available for future grant under the scheme mandate limit under the Share Option Scheme will be 9,896,050.

Save for the aforesaid, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

### Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM; and
- (ii) the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Monday, 20 May 2024.

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## LETTER FROM THE BOARD

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### **Listing application**

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Shares are listed or dealt in any stock exchange other than the Stock Exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 5,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 5,000 Existing Shares to 10,000 Consolidated Shares after and conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.036 per Existing Share (equivalent to HK\$0.36 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 10,000 Consolidated Shares, assuming the Share Consolidation had already become effective, would be HK\$3,600. The Change in Board Lot Size will not by itself affect any of the rights of the Shareholders.

### **OTHER ARRANGEMENTS**

#### **Fractional entitlement to Consolidated Shares**

Fractional Consolidated Shares will be disregarded and not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

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## LETTER FROM THE BOARD

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### **Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed VBG Capital Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Monday, 3 June 2024 to 4:00 p.m. on Monday, 24 June 2024 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Jun Mo of VBG Capital Limited at 21/F, Grand Millennium Plaza, 181 Queen's Road Central, Sheung Wan, Hong Kong at telephone number (852) 2200 7602, during office hours. Shareholders should note that matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

### **Free exchange of Consolidated Shares' certificates and trading arrangement**

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Monday, 20 May 2024 until Wednesday, 26 June 2024 (both days inclusive), submit their existing share certificates in purple colour for the Existing Shares to the Hong Kong Branch Share Registrar, i.e. Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new share certificates in blue colour for the Consolidated Shares (on the basis of ten (10) Existing Shares for one (1) Consolidated Share). Thereafter, existing share certificates of Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each existing share certificate for the Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher. After 4:10 p.m. on Wednesday, 26 June 2024, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

### **REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

Under Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 (and updated on 1 October 2020) has further stated that (i) market price of the Existing Shares at a level less than HK\$0.10 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account that the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

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## LETTER FROM THE BOARD

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In view of the prevailing trading price of the Shares, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size. It is expected that the proposed Share Consolidation and the Change in Board Lot Size would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange. As a result, the proposed Share Consolidation and the Change in Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules. The Company also considers that the Change in Board Lot Size will maintain the trading amount for each board lot at a reasonable level and attract more investors and broaden the shareholder base of the Company.

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next twelve months which may have an effect of undermining or negating the intended purpose of the Share Consolidation and the Change in Board Lot Size.

The Board will not rule out the possibility of undergoing any fundraising activities, e.g, placing and/or subscription of shares, which the Board may consider when it is reasonably necessary for the Group to raise fund to meet its operational needs or for future development of the Group in the next twelve months. However, the Company does not have any concrete plan as at the Latest Practicable Date. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

Save for the relevant expenses, including but not limited to professional fees and printing charges to be incurred by the Company, the implementation of the Share Consolidation and the Change in Board Lot Size will not alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interests of the Shareholders. In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size, will not have any material adverse effect on the financial position of the Group, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **EGM**

The EGM will be held at SOHO 2, 6/F, IBIS Hong Kong Central and Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 16 May 2024 at 11:30 a.m. for the purpose of, among other matters, considering, and if thought fit, approving the Share Consolidation. The notice of the EGM is set out on pages 12 to 14 of this circular.

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 as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (no later than 11:30 a.m. on Tuesday, 14 May 2024) or any adjournment thereof to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. 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 wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders on the resolutions to be proposed at the EGM will be taken by way of poll. An announcement on the results of the poll will be published by the Company after the EGM in the manners prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Board considers that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole and therefore recommends that the Shareholders to vote in favour of the resolution approving the Share Consolidation to be proposed 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 in this circular misleading.

### WARNING

The Share Consolidation is conditional upon the fulfilment of certain conditions and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board  
**Qianhai Health Holdings Limited**  
**Huang Zhiqun**  
*Chairman*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of Qianhai Health Holdings Limited (“**Company**”) will be held at 11:30 a.m. on Thursday, 16 May 2024 at SOHO 2, 6/F, IBIS Hong Kong Central and Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

### ORDINARY RESOLUTION

- (1) “**THAT** subject to and conditional upon the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the approval for the listing of, and permission to deal in, the ordinary shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (“**Share Consolidation**”):
  - (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
    - (i) every ten (10) issued and unissued ordinary shares of HK\$0.04 each in the share capital of the Company be consolidated into one (1) share of HK\$0.40 (each a “**Consolidated Share**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the constitutional documents of the Company; and
    - (ii) all fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (b) the board (the “**Board**”) of directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as it considers necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

By order of the Board  
**Qianhai Health Holdings Limited**  
**Huang Zhiqun**  
*Chairman*

Hong Kong, 29 April 2024

*Registered office:*

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

*Principal Place of Business in Hong Kong:*

Room 301-3, 3/F Wing Tuck Commercial  
Centre 177-183 Wing Lok Street  
Sheung Wan, Hong Kong

*Notes:*

1. A Shareholder entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company but must be present in person to represent him.
2. Where there are joint registered shareholders, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he was solely entitled to do so. However, if more than one of such joint shareholders be present at any meeting personally or by proxy, the joint holder whose name stands first on the register of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect of such joint holding.
3. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar (“**Branch Registrar**”), Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time of the meeting (no later than 11:30 a.m. on Tuesday, 14 May 2024 (Hong Kong time)) or any adjournment thereof.
4. For determining the entitlement to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from Monday, 13 May 2024 to Thursday, 16 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for voting at the meeting convened by the above notice, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar no later than 4:30 p.m. on Friday, 10 May 2024.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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5. (a) If a tropical cyclone warning signal No. 8, or above or “Extreme conditions” caused by super typhoons, or a black rainstorm warning signal is in force at any time between 9:30 a.m. and 11:30 a.m. on the day of the EGM, the EGM may be postponed to a later date and/or time as determined by the Company.
- (b) If postponed, the Company will, as soon as practicable, post an announcement on its website and on the website of the Stock Exchange to notify Shareholders that the meeting has been postponed. When the date, time and venue of the rescheduled meeting has been fixed, the Company will post a further announcement on its website and on the website of the Stock Exchange to notify Shareholders of the date, time and venue of the rescheduled meeting. At least seven clear days’ notice shall be given of the rescheduled meeting.
- (c) The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, members should decide on their own whether or not they would attend the EGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the non-executive Directors are Mr. Huang Zhiqun, Mr. Lim Tzea, Mr. Chen Kaiben and Mr. Chen Qi; the executive Director is Mr. Chen Li Kuang; and the independent non-executive Directors are Mr. Li Wei, Mr. Yuen Chee Lap Carl and Mr. Leung Chun Tung.