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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 2:00 p.m. on Tuesday, 11 September 2018 at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

- (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\$0.004 each in the share capital of the Company be consolidated into one (1) share of HK\$0.04 (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

(b) the board (the “**Board**”) of directors (the “**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.”

(2) “**THAT**

(a) an amount of HK\$1,520,776,000 standing to the credit of the share premium account of the Company be cancelled, in full;

(b) such reduction to take effect on the next business day following the passing of this resolution and the Directors be and are hereby authorised such amount to be credited to retained earnings/accumulated deficits account of the Company; and

(c) any director of the Company be and is hereby authorised to do all acts on behalf of the Company as he/she may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and completion of the foregoing.”

By order of the Board
Qianhai Health Holdings Limited
George Lu
Chairman & Chief Executive Officer

Hong Kong, 23 August 2018

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. 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours (no later than 2:00 p.m. on Sunday, 9 September 2018) before the time of the meeting or any adjournment thereof.
3. 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 Wednesday, 5 September 2018 to Tuesday, 11 September 2018, 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 Tuesday, 4 September 2018.

As at the date of this announcement, the executive Directors are Mr. George Lu and Mr. Wong Kwong Ming and the independent non-executive Directors are Mr. Li Wei, Mr. Yuen Chee Lap Carl and Mr. Wu Wai Leung Danny.