
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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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.



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, PROPOSED CHANGE IN BOARD LOT SIZE, PROPOSED SHARE PREMIUM REDUCTION AND NOTICE OF EGM

Notice of the EGM of Qianhai Health Holdings Limited to be held at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Tuesday, 11 September 2018 at 2:00 p.m. is set out on pages 15 to 17 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 registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, 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 2:00 p.m. on Sunday, 9 September 2018) 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. If such event, the form of proxy shall be deemed to be revoked.

23 August 2018

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DEFINITIONS

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

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the existing Shares for the trading on the Stock Exchange from 10,000 Shares to 5,000 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\$0.04 each in the issued share capital of the Company immediately following the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“Effective Date”	the date on which the Share Premium Reduction shall become effective, being the next business day immediately following the date of the EGM at which the relevant ordinary resolution approving the Share Premium Reduction being passed by the Shareholders

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company be held at 2:00 p.m. on Tuesday, 11 September 2018 for the Shareholders to consider and, if thought fit, approve, among others, the Share Consolidation and the Share Premium Reduction, the notice of which is set out on pages 15 to 17 of this circular
“Group”	the Company and its subsidiaries
“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 Ltd. at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Latest Practicable Date”	20 August 2018, 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 shares of the Company in accordance with the Share Option Scheme
“Share(s)”	existing ordinary share(s) in the Company of HK\$0.004 each
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of par value of HK\$0.004 each into one (1) Consolidated Share of par value of HK\$0.04 each
“Share Option Scheme”	the share option scheme of the Company adopted on 9 June 2014

DEFINITIONS

“Share Premium Reduction”	the proposed reduction of the entire amount standing to the credit of the share premium account of the Company as of the Effective Date to nil
“Shareholders”	holders of the Shares or the Consolidated Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size is as follows:

Event	Hong Kong time 2018
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM.	4:30 p.m. on Tuesday, 4 September
Register of members of the Company closed for determining entitlements to attend and vote at the EGM	Wednesday, 5 September to Tuesday, 11 September (both days inclusive)
Latest time for return of proxy form of the EGM (not less than 48 hours prior to time of the EGM)	2:00 p.m. on Sunday, 9 September
Date and time of the EGM	2:00 p.m. on Tuesday, 11 September
Announcement of voting results of the EGM	Tuesday, 11 September
Effective date of the Share Consolidation.	Wednesday, 12 September
Commencement of dealings in Consolidated Shares.	9:00 a.m. on Wednesday, 12 September
Original counter for trading in the Shares in board lots of 10,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Wednesday, 12 September

EXPECTED TIMETABLE

Event	Hong Kong time 2018
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Wednesday, 12 September
First day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 12 September
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Thursday, 27 September
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Thursday, 27 September
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Thursday, 27 September
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. on Friday, 19 October
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:00 p.m. on Friday, 19 October

EXPECTED TIMETABLE

Event	Hong Kong time 2018
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 Friday, 19 October
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 23 October

All the above times and dates refer to Hong Kong local times and dates. The expected timetable for the Share Consolidation and the Change in Board Lot Size set out above is for indicative purposes only assuming that the Share Consolidation will be approved by the Shareholders at the EGM. The expected timetable is subject to change, and any such change will be further announced by the Company as and when appropriate.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. George Lu

Mr. Wong Kwok Ming

Independent non-executive Directors:

Mr. Li Wei

Mr. Wu Wai Leung Danny

Mr. Yuen Chee Lap Carl

Registered office:

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P.O. Box 2681

Grand Cayman KY1-1111

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Sheung Wan, Hong Kong

23 August 2018

**PROPOSED SHARE CONSOLIDATION,
PROPOSED CHANGE IN BOARD LOT SIZE
AND
PROPOSED SHARE PREMIUM REDUCTION**

INTRODUCTION

Reference is made to the announcement of the Company dated 10 August 2018, in relation to the Share Consolidation, the Change in Board Lot Size and the Share Premium Reduction.

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

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposed that every ten (10) issued and unissued Shares of par value of HK\$0.004 each in the share capital of the Company be consolidated into one (1) Consolidated Share of par value of HK\$0.04 each in the share capital of the Company.

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 50,000,000,000 Shares of HK\$0.004 each, of which 16,943,130,000 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company shall become HK\$200,000,000 divided into 5,000,000,000 Consolidated Shares of HK\$0.04 each, of which 1,694,313,000 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.

At the Latest Practicable Date, there were no overseas Shareholders.

The Outstanding Options

As at the Latest Practicable Date, there were 160,040,000 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 prices of the Outstanding Options and/or the number of Consolidated 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 relevant share option scheme other than the proposed Share Consolidation becoming effective, the Outstanding Options will entitle the holders thereof to subscribe for up to 16,004,000 Consolidated Shares in aggregate. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

LETTER FROM THE BOARD

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 Listing Division of 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.

The Share Consolidation will become effective on the next Business Day immediately following the fulfillment of the above conditions.

Listing application

An application will be made by the Company to the Listing Division of 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.

None of the Shares are listed or dealt in any other 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.

LETTER FROM THE BOARD

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 10,000 Shares. The Company proposes to change the board lot size for trading on the Stock Exchange from 10,000 Shares to 5,000 Consolidated Shares after and conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.042 per Share (equivalent to HK\$0.42 per Consolidated Share) (the “**Closing Price**”) as quoted on the Stock Exchange as at the Latest Practicable Date, the market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation had already become effective, would be HK\$2,100. The Change in Board Lot Size will not, by itself, affect any of the rights of the Shareholders. From Thursday, 27 September 2018, only new share certificates of the Consolidated Shares will be issued in board lots of 5,000 Consolidated Shares each (except for odd lots or where the Hong Kong Branch Share Registrar is otherwise instructed.)

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will 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.

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 Huabang Securities 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 Thursday, 27 September 2018 to 4:00 p.m. on Friday, 19 October 2018 (both days inclusive). Shareholders who wish to take advantage of such services should contact Mr. Louis Cheung or Mr. Felix Wong of Huabang Securities Limited at Unit 2901-02, 29/F, Enterprise Square Two, 3 Sheung Yuet Road, Kowloon Bay, Hong Kong at telephone number (852) 2389 9888, during office hours of such period. 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.

LETTER FROM THE BOARD

Free exchange of Consolidated Shares' certificates and trading arrangement

Subject to the Share Consolidation becoming effective, Shareholders may, on or after Wednesday, 12 September 2018 until Tuesday, 23 October 2018 (both days inclusive), submit existing share certificates for the Shares to the Hong Kong Branch Share Registrar, Tricor Investor Services Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Consolidated Shares (on the basis of ten (10) 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.

Subject to the Share Consolidation becoming effective with effect from after 4:00 p.m. on Friday, 19 October 2018, trading will only be effected in the Consolidated Shares, the share certificates of which will be issued in purple colour. The existing share certificate in green colour for the Shares will cease to be valid for trading, settled and registration purpose, but will remain valid and effective as documents of title.

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. 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 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 Share Consolidation and the Change in Board Lot Size would enable the Company to comply with the trading requirements under the Listing Rules.

It is expected that the Change in Board Lot Size would bring possible increase in the liquidity of the trading of the Consolidated Shares on the Stock Exchange and reduce the effect of odd lot arising from the Share Consolidation. Accordingly, the Board considers that the proposed consolidation of every ten (10) issued and unissued existing Shares into one (1) Consolidated Share and the Change in Board Lot Size is the most feasible option which would be in the interests of the Company and the Shareholders as a whole as the board lot value after Share Consolidation, calculated based on the Closing Price, will be HK\$2,100 which is over HK\$2,000 (the minimum transaction costs for a securities trade), while not making the cost for each board lot being too high.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has no concrete plan for any fund raising activities though the Company may consider to raise fund through fund raising activities in the next 12 months. Having considered any possible fund raising activities to be conducted by the Company in the next 12 months, the Directors consider that the basis of the Share Consolidation and the Change in Board Lot Size is reasonable and sufficient. As at the Latest Practicable Date, besides the Share Consolidation, the Change in Board Lot Size and the Share Premium Reduction, to the best knowledge of the Directors, the Company has no intention to carry out any corporate action or arrangement, including share consolidation, share subdivision and change in board lot size, in the next 12 months which would have a contradictory effect to the Share Consolidation.

Save for the relevant expenses, including but not limited to professional fees and printing charge 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, (i) will not have any material adverse effect on the financial position of the Group; (ii) are fair and reasonable; and (iii) are in the interests of the Company and the Shareholders as a whole.

SHARE PREMIUM REDUCTION

The Board proposes to reduce the entire amount standing to the credit of the share premium account of the Company to nil. The credit arising from the Share Premium Reduction will be credited to retained earnings/accumulated deficits account of the Company.

As at 30 June 2018, the amount standing to the credit of the share premium account of the Company was approximately HK\$1,520,776,000. All amounts standing to the credit of the share premium account of the Company as of the Effective Date will be cancelled in full and will be credited to the retained earnings/accumulated deficits account of the Company, which as at 30 June 2018, accumulated deficits had a balance of approximately HK\$951,274,000.

Other than the expenses to be incurred in relation to the Share Premium Reduction, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders. The Directors believe that the Share Premium Reduction will not have any material adverse effect on the financial position of the Group.

LETTER FROM THE BOARD

The Share Premium Reduction does not involve either the diminution of any liability in respect of any unpaid capital of the Company or the repayment to the Shareholders of any paid-up capital of the Company.

Reasons for the Share Premium Reduction

The accumulated deficits recorded by the Company as at 30 June 2018 are set out above. The Board is of the view that the Share Premium Reduction will allow the Company to eliminate its accumulated deficits, thus enabling Shareholders and investors to have a better appreciation of the financial position of the Company and its current businesses. Furthermore, this would also give the Company the flexibility to declare dividends to Shareholders at the earliest opportunity in the future when the Board considers appropriate. The Board believes that the Share Premium Reduction is in the best interests of the Company and the Shareholders as a whole. At this stage, the Company does not have any present intention to declare any dividends to Shareholders despite the Share Premium Reduction.

Conditions for Share Premium Reduction

The Share Premium Reduction is conditional upon, inter alia, passing of an ordinary resolution by the Shareholders to approve the Share Premium Reduction at the EGM. Subject to the fulfilment of the above condition, it is expected that the Share Premium Reduction shall become effective from the next business day immediately following the date of the EGM.

EGM

The EGM will be held at Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Thursday, 11 September 2018 at 2:00 p.m. for the purpose of, among other matters, considering, and if thought fit, approving the Share Consolidation and the Share Premium Reduction. The notice of the EGM is set out on pages 15 to 17 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 2:00 p.m. on Sunday, 9 September 2018) or any adjournment thereof to the office of the Hong Kong Branch Share Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, 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.

LETTER FROM THE BOARD

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolutions to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, 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 be eligible to attend and vote at the EGM, unregistered holders of Shares shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong Branch Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 4 September 2018.

RECOMMENDATION

The Board considers that the Share Consolidation and Share Premium Reduction are 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 and the Share Premium Reduction 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.

Yours faithfully

By order of the Board

Qianhai Health Holdings Limited

George Lu

Chairman & Chief Executive Officer

NOTICE OF EGM



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

NOTICE OF EGM

(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

NOTICE OF EGM

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 notice, 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.