
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.



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)

RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Qianhai Health Holdings Limited to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 25 June 2025 at 11:30 a.m. is set out on pages 10 to 12 of this circular.

A form of proxy for the Annual General Meeting 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 of 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 Monday, 23 June 2025 (Hong Kong time)) 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 previously submitted shall be deemed to be revoked.

27 May 2025

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DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 10 to 12 of this circular
“Annual General Meeting”	the annual general meeting of the Company convened to be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 25 June 2025 at 11:30 a.m.
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Qianhai Health Holdings Limited (前海健康控股有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	21 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China

DEFINITIONS

“Registrar”	the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of \$0.4 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“treasury shares”	has the meaning as defined under the Listing Rules
“\$” and “cents”	Hong Kong dollars and cents, respectively

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)

Non-executive Directors:

Mr. Huang Zhiqun (*Chairman*)

Mr. Chen Kaiben

Mr. Chen Qi

Executive Directors:

Mr. Tang Yu Yuan

Mr. Yuen Chee Lap Carl

Independent non-executive Directors:

Mr. Li Wei

Mr. Leung Chun Tung

Ms. Wu Hung Yu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and 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

27 May 2025

To the Shareholders

Dear Sir/Madam

RE-ELECTION OF RETIRING DIRECTORS

1. INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105(A) of the Articles, each of Mr. Yuen Chee Lap Carl and Mr. Chen Kaiben will retire as Director by rotation at the Annual General Meeting and, being eligible, will offer himself for re-election as Director by the Shareholders at the Annual General Meeting.

In accordance with Article 109 of the Articles, each of Mr. Tang Yu Yuan and Ms. Wu Hung Yu (“**Ms. Wu**”) shall hold office until the Annual General Meeting and, being eligible, will offer himself/herself for re-election as Director by the Shareholders at the Annual General Meeting.

The Nomination Committee, having reviewed the structure and composition of the Board and the confirmation of independence provided by Ms. Wu pursuant to Rule 3.13 of the Listing Rules, nominated Ms. Wu to the Board for it to recommend to the Shareholders for re-election as an independent non-executive Director at the Annual General Meeting. The nomination was made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, gender, age, cultural and educational background, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account Ms. Wu’s working profile and her extensive experience as set out in Appendix to this circular, contributions of Ms. Wu to the Board and her commitment to her roles and it was satisfied with her independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee considers that Ms. Wu will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted the Nomination Committee’s nomination and recommended Ms. Wu to stand for re-election as an independent non-executive Director by the Shareholders at the Annual General Meeting. The Board is satisfied that Ms. Wu has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Ms. Wu to be independent.

Given the extensive knowledge and experience of each of Mr. Tang Yu Yuan, Mr. Yuen Chee Lap Carl and Mr. Chen Kaiben, the Nomination Committee and the Board believe that their re-elections as Directors are in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect each of Mr. Tang Yu Yuan, Mr. Yuen Chee Lap Carl and Mr. Chen Kaiben as a Director. Separate resolutions will be proposed for their re-elections at the Annual General Meeting.

Particulars of each of these Directors are set out in Appendix to this circular.

LETTER FROM THE BOARD

3. CLOSURE OF THE REGISTER OF MEMBERS

In order to determine the Shareholders who are eligible to attend the Annual General Meeting, the register of members of the Company will be closed from Friday, 20 June 2025 to Wednesday, 25 June 2025, both dates inclusive during which period no transfer of Shares will be registered.

Shareholders are reminded that in order to qualify for voting at the Annual General Meeting, all transfers of Shares accompanied by the relevant share certificate and transfer forms must be lodged with the Registrar no later than 4:30 p.m. on Thursday, 19 June 2025.

4. ACTIONS TO BE TAKEN

Set out on pages 10 to 12 of this circular is the AGM Notice. At the Annual General Meeting, resolutions will be proposed to approve, among other matters, the re-election of retiring Directors.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Treasury shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's Annual General Meeting. An announcement on the results of the poll will be published by the Company after the Annual General Meeting in the manner prescribed under the Rule 13.39(5) of the Listing Rules.

You will find enclosed with this circular a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible and, in any event no later than 48 hours before the time for the Annual General Meeting (no later than 11:30 a.m. on Monday, 23 June 2025 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish. In such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

5. BAD WEATHER ARRANGEMENTS

If a typhoon signal No. 8 or above is hoisted or a black rainstorm warning signal is in force or a or “extreme conditions” caused by super typhoons is in effect at or at any time after 9:30 a.m. on the date of the meeting, the meeting will be postponed and Shareholders will be informed of the date, time and venue of the postponed Annual General Meeting by an announcement posted on the websites of the Company and the Stock Exchange. The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

6. RECOMMENDATION

The Directors believe that the re-election of the Directors are in the best interests of the Company and the Shareholders as a whole.

Accordingly, the Directors recommend that all Shareholders should vote in favour of the ordinary resolutions approving the re-election of the retiring Directors to be proposed at the Annual General Meeting.

7. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular.

Yours faithfully
For and on behalf of the Board
Qianhai Health Holdings Limited
Huang Zhiqun
Chairman

The particulars of the Directors eligible for re-election at the Annual General Meeting are set out below:

EXECUTIVE DIRECTORS**Mr. Tang Yu Yuan**

Mr. Tang Yu Yuan, aged 59, has over 28 years of sales and distribution of electronic components and products, especially in semiconductor distribution business. Mr. Tang, worked for several technology companies in Taiwan and was primarily responsible for brand advertising, value-added services, content development, and sales management. He graduated from the National Southeast University in Taiwan with a bachelor's degree of Electronic Engineering.

As at the Latest Practicable Date, Mr. Tang Yu Yuan did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Tang Yu Yuan has entered into a service agreement with the Company with no specific term. Mr. Tang is entitled to a remuneration of HK\$600,000 per annum and a discretionary bonus. The Board determined the emoluments of Mr. Tang based on recommendation from the remuneration committee of the Company, having considered the factors such as the Group's financial performance, the achievement of special targets and his individual performance, etc..

Mr. Yuen Chee Lap Carl

Mr. Yuen Chee Lap Carl, aged 51, was appointed as an independent non-executive Director on 29 February 2016 and redesignated as the executive Director on 23 August 2024. Mr. Yuen graduated from the University of Houston, U.S. He attained a bachelor's degree and a master's degree in business administration in 1997 and 1998 respectively. He has rich experience in finance and accounting in Hong Kong and the United States. Mr. Yuen commenced his career in the United States and served as chief accountant and managerial position in several companies between 1998 and 2003. In 2004, Mr. Yuen joined Courage Investment Group Limited (stock code: 1145), a company listed on the Main Board of the Stock Exchange and the Singapore Exchange Securities Trading Limited and served as various positions during his tenure, including financial controller, chief executive officer and chief operating officer, until May 2024. Mr. Yuen was responsible for the company's overall operations, and was in charge of the company's finance and accounting control as well as the company's reporting, SGX-ST and Stock Exchange compliance. Mr. Yuen is currently a member of the Hong Kong Institute of Directors and the Association of Hong Kong Accountants.

As at the Latest Practicable Date, Mr. Yuen Chee Lap did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Yuen Chee Lap has entered into a service agreement with the Company with no specific term. Mr. Yuen is entitled to a remuneration of HK\$1,200,000 per annum and a discretionary bonus. The Board determined the emoluments of Mr. Yuen based on recommendation from the remuneration committee of the Company, having considered the factors such as the Group's financial performance, the achievement of special targets and his individual performance, etc..

NON-EXECUTIVE DIRECTOR

Mr. Chen Kaiben

Mr. Chen Kaiben, aged 39, was appointed as a non-executive Director on 3 September 2021. Mr. Chen graduated from Guangdong University of Foreign Studies with a bachelor's degree in business administration in logistics and supply chain management in 2007. He has extensive experience in the logistics, securities and financial industries. Mr. Chen served as an executive director of Solis Holdings Limited (stock code: 2227), a company that the shares of which are listed on the Stock Exchange for the period from October 2020 to August 2021. Mr. Chen was appointed as a non-executive director of Glory Sun Financial Group Limited (stock code: 1282) and Glory Sun Land Group Limited (stock code: 299) for the periods from November 2018 to August 2019 and from December 2018 to May 2019 respectively. The shares of Solis Holdings Limited, Glory Sun Financial Group Limited and Glory Sun Land Group Limited are listed on the Main Board of the Stock Exchange. From March 2016 to February 2018, he served as the deputy director of the operations management department of Shenzhen Bao Da Financial Services Co., Ltd. (深圳寶達金融服務有限公司) and in March 2018, he has been re-designated as the deputy director of the financial and securities department. From June 2012 to March 2016, he respectively served as the supervisor, manager assistant of the securities department and representative of securities affairs of Dasheng Times Cultural Investment Co., Ltd. (大晟時代文化投資股份有限公司) (formerly known as Baocheng Investment Co., Ltd. (寶誠投資股份有限公司)), the shares of which are listed on the Shanghai Stock Exchange under the stock code of 600892.

As at the Latest Practicable Date, Mr. Chen Kaiben did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Chen Kaiben has signed a letter of appointment with the Company with no specific term. He has waived his remuneration as a non-executive Director for the year ended 31 December 2024. The Board determined the emoluments of Mr. Chen based on recommendation from the remuneration committee of the Company, having considered the factors such as the Group's financial performance, the achievement of special targets and his individual performance, etc..

INDEPENDENT NON-EXECUTIVE DIRECTOR**Ms. Wu Hung Yu**

Ms. Wu Hung Yu, aged 44, has previously worked in several international accounting firms and has extensive experience in financial reporting, auditing, mergers and acquisitions and initial public offerings in property development, catering services and trading and manufacturing industry. Ms. Wu obtained a bachelor's degree of arts in Accountancy from the Hong Kong Polytechnic University in 2003 and has become a member of the Association of Chartered Certified Accountants and Hong Kong Institute of Certified Public Accountants since 2008 and 2009, respectively. Ms. Wu currently acts as an independent non-executive director of i-Control Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 1402), Well Link Securities Holdings Limited (a company listed on the Gem Board of the Stock Exchange, stock code: 8350) and Springview Holdings Limited (a company listed on the Nasdaq Stock Market, stock code: SPHL) respectively. Ms. Wu entered into a letter of appointment with the Company and is subject to retirement by rotation.

As at the Latest Practicable Date, Ms. Wu Hung Yu did not have any interest in Shares within the meaning Part XV of the SFO.

Ms. Wu Huan Yu has signed a letter of appointment with the Company with a term of two years and is renewable automatically for successive term of one year from the next day after the expiry of the first appointment. Ms. Wu is entitled to an annual director's fee of HK\$180,000. The Board determined the emoluments of Ms. Wu based on recommendation from the remuneration committee of the Company, having considered the factors such as the Group's financial performance, the achievement of special targets and his individual performance, etc..

Save as disclosed above, in the three years immediately preceding the Latest Practicable Date, all Directors had not held any directorship in listed public companies or other major appointments and qualifications.

Save as disclosed, all Directors did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders in relation to the re-election of each of the abovementioned Directors and there is no information which is discloseable nor is/was any of these Directors being involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Qianhai Health Holdings Limited (the “**Company**”) will be held at 2/F, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Wednesday, 25 June 2025 at 11:30 a.m. for the following purposes:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 27 May 2025 to the Shareholders (the “**Circular**”) unless otherwise specified.

ORDINARY RESOLUTIONS

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the Company’s auditors for the year ended 31 December 2024;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. Tang Yu Yuan as a Director;
 - (b) to re-elect Mr. Yuen Chee Lap Carl as a Director;
 - (c) to re-elect Mr. Chen Kaiben as a Director;
 - (d) to re-elect Ms. Wu Hung Yu as a Director; and
 - (e) to authorise the board of directors to fix the Directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

3. to re-appoint Company's auditors and to authorise the board of Directors to fix their remuneration;

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

Hong Kong, 27 May 2025

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 Monday, 23 June 2025 (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 Friday, 20 June 2025 to Wednesday, 25 June 2025, 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 Thursday, 19 June 2025.

NOTICE OF ANNUAL GENERAL MEETING

5. **BAD WEATHER ARRANGEMENTS:** If a typhoon signal No. 8 or above is hoisted or a black rainstorm warning signal is in force or a or “extreme conditions” caused by super typhoons is in effect at or at any time after 9:30 a.m. on the date of the meeting, the meeting will be postponed and Shareholders will be informed of the date, time and venue of the postponed Annual General Meeting by an announcement posted on the websites of the Company and the Stock Exchange. The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.

As at the date of this notice, the non-executive Directors are Mr. Huang Zhiqun, Mr. Chen Kaiben and Mr. Chen Qi; the executive Director are Mr. Tang Yu Yuan and Mr. Yuen Chee Lap Carl; and the independent non-executive Directors are Mr. Li Wei, Mr. Leung Chun Tung and Ms. Wu Hung Yu.