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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.

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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.

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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)**

**RE-ELECTION OF RETIRING DIRECTORS**  
**AND**  
**RE-APPOINTMENT OF AUDITORS**  
**AND**  
**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Qianhai Health Holdings Limited to be held at 3/F, OfficePlus@Sheung Wan, Nos. 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 17 June 2026 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, 15 June 2026 (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.

13 May 2026

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## DEFINITIONS

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*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 3/F, OfficePlus@Sheung Wan, Nos. 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 17 June 2026 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”	8 May 2026, 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

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## DEFINITIONS

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“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

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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. 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

13 May 2026

*To the Shareholders*

Dear Sir/Madam

**RE-ELECTION OF RETIRING DIRECTORS  
AND  
RE-APPOINTMENT OF AUDITORS**

**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 and re-appointment of auditors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 105(A) of the Articles, each of Mr. Huang Zhiqun (“**Mr. Huang**”), Mr. Li Wei (“**Mr. Li**”) and Mr. Leung Chun Tung (“**Mr. Leung**”) 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.

The Nomination Committee nominated the above retiring Directors, namely Mr. Huang, Mr. Li and Mr. Leung to the Board for it to propose to the Shareholders for re-election at the AGM. The Board proposed that the above retiring Directors be re-elected as Directors at the AGM. Pursuant to code provision B.2.3 of the Corporate Governance Code (“**CG Code**”) set out in Appendix C1 to the Listing Rules, as Mr. Li served as an independent non-executive Director for more than 9 years, his re-election will be subject to a separate resolution to be approved by the Shareholders.

The Nomination Committee, having reviewed the structure and composition of the Board and the confirmation of independence provided by Mr. Li and Mr. Leung pursuant to Rule 3.13 of the Listing Rules, nominated each of Mr. Li and Mr. Leung to the Board for it to recommend to the Shareholders for re-election as an independent non-executive Director at the Annual General Meeting. Mr. Li and Mr. Leung have confirmed that (a) they are independent having regard to each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (b) they have no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company; and (c) there are no other factors that may affect their independence. 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 Mr. Li’s and Mr. Leung’s working profile and their respective extensive experience as set out in Appendix to this circular, contributions of each of Mr. Li and Mr. Leung to the Board and their respective commitment to their roles and it was satisfied with their respective independence having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee considers that Mr. Li and Mr. Leung 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 each of Mr. Li and Mr. Leung to stand for re-election as an independent non-executive Director by the Shareholders at the Annual General Meeting. The Board is satisfied that each of Mr. Li and Mr. Leung has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider each of Mr. Li and Mr. Leung to be independent.

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## **LETTER FROM THE BOARD**

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Given the extensive knowledge and experience of Mr. Huang, the Nomination Committee and the Board believe that his re-election as Director is in the best interests of the Company and the Shareholders, and therefore recommend the Shareholders to re-elect Mr. Huang as a Director. Separate resolution will be proposed for his re-election at the Annual General Meeting.

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

### **3. RE-APPOINTMENT OF AUDITORS**

McMillan Woods (Hong Kong) CPA Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment. The re-appointment of the auditors of the Company has been reviewed by the audit committee of the Company which made recommendation to the Board that the re-appointment be submitted and proposed for Shareholders' approval at the Annual General Meeting.

The estimated audit fee in relation to annual audit agreed with the auditors would range from HK\$800,000 to HK\$1,000,000, which is determined by the Board and the audit committee of the Company with reference to the market rates, scope of work and audit timetable. As McMillan Woods (Hong Kong) CPA Limited is relatively familiar with the Group's financials and affairs, the Board considers that the estimated audit fee agreed with the auditors is a fair and reasonable estimation after due consideration, taking into account of the facts and circumstances known as at the Latest Practicable Date and the audit and other related work in respect of the Group for the year ending 31 December 2026 will be performed more efficiently by McMillan Woods (Hong Kong) CPA Limited, which is in the best interests of the Company and the Shareholders as a whole.

### **4. 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, 12 June 2026 to Wednesday, 17 June 2026, 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, 11 June 2026.

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## LETTER FROM THE BOARD

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### 5. 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 and the re-appointment of auditors.

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, 15 June 2026 (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.

### 6. BAD WEATHER ARRANGEMENTS

If a typhoon signal No. 8 or above is hoisted or a black rainstorm warning signal is in force or a "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.

### 7. 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.

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## LETTER FROM THE BOARD

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

### 8. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix 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:*

**NON-EXECUTIVE DIRECTOR****Mr. Huang Zhiqun**

Mr. Huang Zhiqun (“**Mr. Huang**”), aged 51, was appointed as an executive Director on 12 April 2019 and was re-designated as a non-executive Director on 17 July 2019. Mr. Huang is also a director of certain subsidiaries of the Company. Mr. Huang has over 20 years of management experience in international trading and distribution of electronic components. From 1999 to 2003, Mr. Huang, on his own, operated an electronic components trading company. Subsequently in 2003, Mr. Huang, together with other business partners, founded a Hong Kong-based global electronic components trading and distribution group (the “Trading and Distribution Group”), which supplies electronic components to customers including sizeable manufacturing groups and technology companies. Since the establishment of the Trading and Distribution Group, Mr. Huang has been its chief executive officer, managing its business with presence in Hong Kong, the PRC and the Southeast Asia. In 2005, Mr. Huang, together with other business partners, established another manufacturing and trading group, which is principally engaged in the manufacturing of semiconductor products of a well-known brand that are sold to different markets including Hong Kong, the PRC, Taiwan and other Asian countries. Mr. Huang has been the standing director of Shenzhen Chao Shan Chamber of Commerce since December 2011.

Mr. Huang has signed a letter of appointment with the Company with no specific term. He serves without a Director’s fee.

As at the Latest Practicable Date, Mr. Huang was interested in an aggregate of 89,417,577 Shares, representing approximately 52.77% of the issued Shares, within the meaning of Part XV of the SFO. These Shares comprised (i) 89,248,577 Shares registered under the name of Explorer Rosy Limited, while Mr. Huang is the director and ultimate beneficial owner of Explorer Rosy Limited; (ii) Mr. Huang was directly interested in 169,000 Shares.

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Mr. Li Wei**

Mr. Li Wei, aged 71, was appointed as an independent non-executive Director on 17 May 2016. Mr. Li has over 25 years of experience in establishing and operating businesses in Asia, and particularly in Hong Kong and China. He was educated in China, Germany and Australia. He has been an independent non-executive director of VSTEC Holdings Limited (formerly known as VST Holdings Limited), a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 856) since 2007.

**Mr. Leung Chun Tung**

Mr. Leung Chun Tung, aged 71, was appointed as an independent non-executive Director on 1 March 2022. Mr. Leung had previously worked for Bank of China (Hong Kong) Limited, a company listed on the Stock Exchange (stock code: 2388), for 39 years. Mr. Leung's last position in Bank of China (Hong Kong) Limited was senior corporate loan manager, and was mainly responsible for the development and maintenance of industrial and commercial customers, credit risk assessment, credit management and administrative management. He possesses an executive master degree in business administrations jointly from Sun Yat-sen Business School and International East-West University.

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

Each of Mr. Li and Mr. Leung has signed a letter of appointment with the Company with a term of two years and will hold office until the next forthcoming general meeting of the Company at which he will be eligible for re-election. Each of Mr. Li and Mr. Leung is entitled to an annual director's fee of HK\$180,000. The Board determined the emoluments of Mr. Li and Mr. Leung 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 their respective 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.

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## NOTICE OF ANNUAL 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 THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Qianhai Health Holdings Limited (the “**Company**”) will be held at 3/F, OfficePlus@Sheung Wan, Nos. 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 17 June 2026 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 13 May 2026 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 2025;
2. to consider and approve, each as a separate resolution, if thought fit, the following resolutions:
  - (a) to re-elect Mr. Huang Zhiquan as a Director;
  - (b) to re-elect Mr. Li Wei as a Director;
  - (c) to re-elect Mr. Leung Chun Tung as a Director;
  - (d) to authorise the board of directors to fix the Directors’ remuneration;

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## NOTICE OF ANNUAL GENERAL MEETING

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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, 13 May 2026

*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, 15 June 2026 (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, 12 June 2026 to Wednesday, 17 June 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date for determining the entitlement of the Shareholders to attend and vote at the meeting is Wednesday, 17 June 2026. 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, 11 June 2026.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 “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 Directors 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.*