THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, attorney, certified public accountant or other professional adviser.

If you have sold or transferred all your shares in **BenQ BM Holding Cayman Corp.**, you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

BenQ BM Holding Cayman Corp.
明基醫院集團股份有限公司

(A company incorporated in the Cayman Islands with limited liability)
(Stock Code: 2581)

PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; PROPOSED RE-ELECTION OF RETIRING DIRECTORS; PROPOSED RE-APPOINTMENT OF AUDITOR; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of BenQ BM Holding Cayman Corp. to be held at Diamond Hall, Monarch Plaza Hotel, No. 300, Section 1, Zhuangjing Road, Taoyuan District, Taoyuan City, Taiwan Province on Friday, June 5, 2026 at 3:00 p.m. is set out on pages III-1 to III-6 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the website of the Company (www.benqmedicalcenter.com). Whether or not you are able to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 3:00 p.m. on Wednesday, June 3, 2026, Hong Kong time) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM or any adjourned meeting thereof if they so wish. For the avoidance of doubt, holders of treasury Shares of the Company, if any, shall abstain from voting at the Company's general meeting in respect of such treasury Shares.

April 27, 2026

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

"AGM"	the annual general meeting of the Company to be held at Diamond Hall, Monarch Plaza Hotel, No. 300, Section 1, Zhuangjing Road, Taoyuan District, Taoyuan City, Taiwan Province on Friday, June 5, 2026 at 3:00 p.m., the notice of which is set out on pages III-1 to III-6 of this circular, or any adjournment thereof;
"Articles of Association"	the fifth amended and restated articles of association of the Company, as amended from time to time;
"BenQ BM"	BenQ BM Holding Corp., a private limited company incorporated under the laws of Malaysia on October 30, 2003 and a wholly-owned subsidiary of our Company;
"BenQ Healthcare Consulting"	BenQ Healthcare Consulting Corporation (明基醫務管理顧問股份有限公司), a company limited by shares incorporated under the laws of Taiwan on February 5, 2009 and a wholly-owned subsidiary of our Company;
"Board"	the board of Directors;
"CCASS"	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system;
"Company"	BenQ BM Holding Cayman Corp. 明基醫院集團股份有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange;
"Director(s)"	the director(s) of the Company;
"Extension Mandate"	a general and unconditional mandate to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate;
"Group"	the Company and its subsidiaries;
"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;
"Issue Mandate"	a general and unconditional mandate to the Directors to exercise all powers of the Company to allot, issue or otherwise deal (including any sale or transfer of treasury Shares out of treasury) with new Shares up to a maximum of 20% of the aggregate nominal value of the issued share capital of the Company (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM;
"Latest Practicable Date"	April 21, 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"Listing Date"	December 22, 2025, on which the Shares were listed and from which dealings therein were permitted to take place on the Main Board of the Stock Exchange;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
"Repurchase Mandate"	a general and unconditional mandate to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the aggregate nominal value of the issued share capital of the Company (excluding treasury Shares, if any) as at the date of passing of the relevant resolution at the AGM, and to determine whether such Shares repurchased shall be held as treasury Shares of the Company or otherwise be cancelled;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time;
"Share(s)"	ordinary share(s) of US$1 each in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;

"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time;
"treasury Shares"	has the meaning as defined under the Listing Rules;
"US$"	United States dollars, the lawful currency of the United States of America; and
"%"	per cent.

BenQ BM Holding Cayman Corp.
明基醫院集團股份有限公司

(A company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2581)

Executive Director:
Mr. HSIAO Tze-Jung
(Chief Executive Officer)

Non-executive Directors:
Mr. CHEN Chi-Hong
(Chairperson of the Board)
Ms. HUNG Chiu-Chin
Dr. WANG Liming

Independent Non-executive Directors:
Dr. CHOW Hsing-Yi
Mr. WANG Wen-Tsung
Mr. CHEN Ray-Jade

Registered office:
Vistra (Cayman) Limited
P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman KY1-1205
Cayman Islands

Corporate headquarters:
71 Hexi Avenue, Jianye District
Nanjing Jiangsu Province
the PRC

Principal place of business in Hong Kong:
Room 1901, 19/F, Lee Garden One
33 Hysan Avenue
Causeway Bay
Hong Kong

April 27, 2026

To the shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to give you the notice of the AGM and information about the following proposals to be put forward at the AGM: (a) the grant of the Issue Mandate and the Repurchase Mandate to the Directors; (b) the re-election of the retiring Directors; and (c) the re-appointment of the auditor of the Company.

2. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and to give discretion to the Directors in the event that it becomes desirable for the Company to issue any new Shares (including any sale or transfer of treasury Shares), approval is to be sought from the Shareholders, pursuant to the Listing Rules, for a general mandate to issue Shares. At the AGM, an ordinary resolution no. 4(A) will be proposed to grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares in the share capital of the Company (including any sale or transfer of treasury Shares), not exceeding 20% of the aggregate nominal value of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of the resolution in relation to the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 311,945,001 Shares. Subject to the passing of ordinary resolution no. 4(A), and on the basis that no additional Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to issue a maximum of 62,389,000 Shares under the Issue Mandate.

In addition, subject to the separate passing of ordinary resolution no. 4(C), the number of Shares repurchased by the Company under ordinary resolution no. 4(B) will also be added to extend the 20% limit of the Issue Mandate referred to in ordinary resolution no. 4(A), provided that such additional amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the date of passing of the resolutions in relation to the Issue Mandate and the Repurchase Mandate. The Directors would like to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will remain in effect from the passing of the above resolution until the earliest of the following: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under such ordinary resolution by an ordinary resolution of the Shareholders at a general meeting.

3. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution no. 4(B) will be proposed at the AGM to approve the grant of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal value of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of the resolution in relation to the Repurchase Mandate.

If approved, the Repurchase Mandate will remain in effect until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under such resolution by an ordinary resolution of the Shareholders of the Company at a general meeting.

The Company currently has no intention to exercise the Repurchase Mandate.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the members of the Board comprise Mr. CHEN Chi-Hong, the Chairman and a non-executive Director; Mr. HSIAO Tze-Jung, an executive Director; Ms. HUNG Chiu-Chin and Dr. WANG Liming, both being non-executive Directors; and Dr. CHOW Hsing-Yi, Mr. WANG Wen-Tsung and Mr. CHEN Ray-Jade, all being independent non-executive Directors.

Pursuant to article 15.1 of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if the number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, provided that every Director shall be subject to retirement by rotation at least once every three years. The retiring Directors shall remain in office until the conclusion of the annual general meeting at which they retire and shall then be eligible for re-election.

Pursuant to article 15.1 of the Articles of Association, Mr. CHEN Chi-Hong, Mr. HSIAO Tze-Jung, Ms. HUNG Chiu-Chin and Dr. WANG Liming shall retire from office by rotation and, being eligible, each of them is willing to offer himself/herself for re-election at the AGM.

The nomination committee of the Company has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy, nomination policy for Directors and the Company's corporate strategy.

In addition, the nomination committee of the Company and the Board believe that all the retiring Directors will continue to make contributions to the Board and are satisfied with all the retiring Directors' contributions to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board, thereby contributing to its efficient and effective functioning and diversity. The nomination committee of the Company and the Board therefore recommended the re-election of all the retiring Directors.

Details of the above retiring Directors subject to re-election at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

KPMG will retire as the auditor of the Company at the AGM and, being eligible, is willing to offer itself for re-appointment. Following the recommendation of the Audit Committee, the Board recommends the re-appointment of KPMG as the auditor of the Company for a term expiring at the conclusion of the next annual general meeting of the Company, and recommends that the Board be authorized to fix its remuneration. It is currently estimated that the remuneration for the auditor's audit services for 2026 will range from RMB260 million to RMB300 million, the estimate has taken into account, amongst others, the historic fees of the auditor, the expected audit scope and resources required to be committed by the auditor given the Company's business, and remains subject to the mutual agreement of the actual audit fees between the auditor and the Company. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

6. NOTICE OF AGM

The notice of the AGM is set out on pages III-1 to III-6 of this circular and contains, among other things, ordinary resolutions in relation to the grant to the Directors of the Issue Mandate and the Repurchase Mandate, the approval of the re-election of the retiring Directors, and the approval of the re-appointment of the auditor of the Company.

7. FORM OF PROXY

A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the holding of the AGM (i.e. no later than 3:00 p.m. on Wednesday, June 3, 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the AGM or any adjourned meeting thereof if they so wish.

8. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and Article 10.5 of the Articles of Association, any vote of Shareholders at a general meeting, except for certain procedural or administrative matters, shall be taken by poll. Accordingly, all resolutions set out in the notice of the AGM will be put to vote by poll.

On a poll, each Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share held by him/her. A Shareholder entitled to more than one vote is not required to cast all his/her votes or to cast all the votes in the same way.

9. RECOMMENDATION

The Directors consider that the proposed resolutions in relation to the grant to the Directors of the Issue Mandate and the Repurchase Mandate, the approval of the re-election of the retiring Directors, and the approval of the re-appointment of the auditor of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favor of all the resolutions to be proposed at the AGM.

10. 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 herein or this circular misleading.

Yours faithfully,
By order of the Board
BenQ BM Holding Cayman Corp.
Mr. HSIAO Tze-Jung
Executive Director

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the AGM.

1. Executive Director

Mr. HSIAO Tze-Jung (蕭澤榮) ("**Mr. Hsiao**"), aged 66, is our executive Director and chief executive officer. He was appointed as a Director on April 30, 2015 and was re-designated as an executive Director of the Company on March 22, 2024. He joined the Group in February 2009 when he was appointed as a director of BenQ Healthcare Consulting. Since November 2018, he was appointed as the chief executive officer of the Group, taking the responsibility of overall management of the hospital sector. He holds the following positions in the major subsidiaries of the Group:

Name of subsidiary	Position	Period
Nanjing BenQ Hospital	Director	February 2012 to present
	Chairperson of the board	April 2015 to present
	General manager	September 2018 to present
Suzhou BenQ Hospital	Director	February 2012 to present
	General manager	September 2018 to present

Besides, Mr. Hsiao also holds the position of director, chairperson of the board and/or general manager at other four subsidiaries of us.

Mr. Hsiao has accumulated extensive experience in corporate management and led our business operations for years. He had worked for Eyloon Industrial Co., Ltd. (裕隆工業股份有限公司), a company primarily engaging in manufacturing and sales of polystyrene box, since July 1981. Mr. Hsiao joined AUO Corporation (友達光電股份有限公司), a thin film transistor liquid crystal displays and other flat panel displays and display solutions of smart fields provider listed on the Taiwan Stock Exchange (stock code: 2409.TW) in July 2000 and served as an assistant vice president, where he was responsible for production and operation of factories of AUO Corporation, until August 2007.

In August 2007, Mr. Hsiao joined Qisda Corporation and he has served (i) as senior vice president of Qisda Corporation and the president of the Global Manufacturing Headquarters in charge of relevant business; and (ii) as the chairperson of each of Qisda (Suzhou) Co., Ltd (蘇州佳世達電通有限公司), Qisda Optronics (Suzhou) Co., Ltd (蘇州佳世達光電有限公司), Qisda Electronics (Suzhou) Co., Ltd (蘇州佳世達電子有限公司), Qisda Precision Industry (Suzhou) Co., Ltd (蘇州佳世達精密工業有限公司) and Qisda (Shanghai) Co., Ltd (佳世達電通(上海)有限公司) until March 2024. He also served as the chairperson at BenQ Biotech (Shanghai) Co., Ltd (明基生物技術(上海)有限公司) from August 2019 to March 2024, Shanghai Filter Technology Co., Ltd (上海費爾特科技有限公司) from December 2020 to March 2024 and Qisda Vietnam Co., Ltd from October 2019 to March 2024.

Mr. Hsiao graduated from Tamkang University (淡江大學) in Taiwan, China with a bachelor's degree in engineering in June 1983.

As at the Latest Practicable Date, Mr. Hsiao was interested in an aggregate of 320,000 Shares, representing approximately 0.1% of the total number of issued Shares.

2. Non-executive Directors

Mr. CHEN Chi-Hong (陳其宏) ("**Mr. Chen**"), aged 64, is our chairperson of the Board and a non-executive Director of the Company. He joined the Group in February 2013 when he was appointed as a director of BenQ BM. He was appointed as a Director on May 27, 2013 and was re-designated as a non-executive Director and chairperson of the Board of the Company on March 22, 2024.

Mr. Chen is currently the chairman and chief executive officer of Qisda Corporation, our Controlling Shareholder. He joined Qisda Corporation in 1991 and successively served as (i) the head of Display Product Group from 1991 to 1992, (ii) the manager of Display Product Group from 1992 to 1997, (iii) an associate vice president of Display Product Group from 1998 to 2003, (iv) a vice general manager of Display Product Group from 2003 to 2013, and (v) the general manager of Qisda Corporation from 2014 to 2023. He was appointed as the chairman and chief executive officer of Qisda Corporation in 2022 and guided its development and growth since then. As a chief helmsman of Qisda Group, he takes the lead of the transformation strategy, operation planning and the alliance investment strategy of Qisda Corporation. Mr. Chen has also served as (i) a director at Darfron Electronics Corp. (達方電子股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 8163.TW) since March 2001, (ii) the chairperson at BenQ Medical Technology Ltd. (明基三豐醫療器材股份有限公司), a company listed on the Taipei Exchange (stock code: 4116.TPEx), since April 2010, (iii) a director at Partner Tech Corp. (拍檔科技股份有限公司), a company listed on the Taipei Exchange (stock code: 3097.TPEx), since October 2014, (iv) a director at BenQ Materials Corp. (明基材料股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 8215.TW), since July 1998, (v) the chairperson of DFI Inc. (友通資訊股份有限公司) a company listed on the Taiwan Stock Exchange (stock code: 2397.TW), since December 2017, (vi) a director at Alpha Networks Inc. (明泰科技股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 3380.TW), since June 2018, and (vii) a director at Hitron Technologies (仲琦科技股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 2419.TW), since February 2020.

He currently holds the following positions in the major subsidiaries of the Group and is also a director of three other subsidiaries of the Group:

Name of subsidiary	Position	Period
Nanjing BenQ Hospital	Director	August 2015 to present
Suzhou BenQ Hospital	Director	September 2015 to present

Mr. Chen was awarded a number of reputed honors including, among other things, (i) Entrepreneur of The Year Award of Asia Pacific Enterprise Awards (APEA) by Enterprise Asia in September 2023, (ii) Taiwan Smart City Excellence Contribution Award-Smart Health Award in August 2023 and (iii) Ernst & Young Entrepreneur of the Year Award in November 2019. He serves a fellow of Industrial Technology Research Institute since October 2023.

Mr. Chen obtained his bachelor's degree in engineering from National Cheng Kung University (成功大學) in June 1985 in Taiwan, China and his master's degree in business administration in international management from Thunderbird School of Global Management in December 2001 in Phoenix, Arizona.

As at the Latest Practicable Date, Mr. Chen was interested in an aggregate of 500,000 Shares, representing approximately 0.16% of the total number of issued Shares.

Ms. HUNG Chiu-Chin (洪秋金) ("**Ms. Hung**"), aged 58, is a non-executive Director of the Company. She was appointed as a Director on September 11, 2019 and was re-designated as a non-executive Director of the Company on March 22, 2024. She joined the Group as the supervisor of Suzhou BenQ Hospital on September 1, 2015. She is the vice president, the chief financial officer and the spokesperson of Qisda Corporation. She also holds the following positions in the major subsidiaries of the Group and is also a director or a supervisor of several other subsidiaries of the Group:

Name of subsidiary	Position	Period
Nanjing BenQ Hospital	Director	October 2019 to present
Suzhou BenQ Hospital	Director	October 2019 to present

Ms. Hung has extensive experience in financial management, mergers and acquisitions and communications. She joined Qisda Corporation in October 1997 and eventually served as a financial manager until December 2002. From 2003 to 2005, she was the chief financial officer at the predecessor company of BenQ Materials Corp. (明基材料股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 8215.TW). She served successively as the controller and AVP of Finance Management Department of Qisda Corporation from September 2005 to August 2019 and group chief financial officer from September 2019 to March 2021. Since March 2021, she has been the vice president, the chief financial officer and the spokesperson of Qisda Corporation, where she is responsible for the financial management and merger and acquisition planning of the group and administration for corporate governance.

Ms. Hung is also serving as a director at several public companies, including (i) Data Image Corporation (眾福科技股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 3168.TW), since January 2019, (ii) Darfron Electronics Corp. (達方電子股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 8163.TW), since August 2019, (iii) Metaage Corporation (邁達特數位股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 6112.TW), since September 2019, (iv) Alpha Networks Inc. (明泰科技股份有限公司), a company listed on the Taiwan Stock Exchange (stock code: 3380.TW), since January 2021, (v) Topview Optronics Corp. (勝品電通股份有限公司), a company listed on the Taipei Exchange (stock code: 6556.TPEx), since June 2023.

Ms. Hung obtained her MBA degree from California State University, Fullerton in January 1995 in Fullerton, California. She completed the EMBA course and obtained her MBA degree from National Taiwan University in April 2023 in Taiwan, China.

As at the Latest Practicable Date, Ms. Hung was interested in an aggregate of 50,000 Shares, representing approximately 0.01% of the total number of issued Shares.

Dr. WANG Liming (王黎明) ("**Dr. Wang**"), aged 57, is a non-executive Director of the Company. She joined the Group as a director of Nanjing BenQ Hospital in February 2012. She was appointed as a Director on April 30, 2015 and was re-designated as a non-executive Director of the Company on March 22, 2024. She holds the following positions in the major subsidiaries of the Group and is also a director of three other subsidiaries of the Group:

Name of subsidiary	**Position**	**Period**
Nanjing BenQ Hospital	Director	February 2012 to present
Suzhou BenQ Hospital	Director	October 2012 to present
	Chairperson of the Board	April 2017 to present

She served as a lawyer at Jiangsu Centennial Yinghao Law Firm (江蘇百年英豪律師事務所) from July 1996 to July 1998, professionalizing in company's laws and intellectual property laws. She joined the Qisda Group in August 1998 and served as the general counsel of the China office of the Qisda Group since then.

Dr. Wang obtained her bachelor's degree in economic law in July 1991 from East China Institution of Political Science and Law (華東政法學院) (now known as East China University of Political Science and Law (華東政法大學)) in Shanghai. She graduated from East China Institution of Political Science and Law, majoring in juris master, in July 2001. She completed a doctoral program in Chinese modern and contemporary history from Soochow University (蘇州大學) in June 2008 in Jiangsu Province. She received her legal professional qualification certificate from the Ministry of Justice of the PRC in December 1994 and a Level 2 Certificate of Secondary Psychological Consultant by Shanghai Municipal Bureau of Human Resources and Social Security in March 2015.

As at the Latest Practicable Date, Dr. WANG Liming was interested in an aggregate of 100,000 Shares, representing approximately 0.03% of the total number of issued Shares.

Mr. HSIAO Tze Jung entered into a letter of appointment with the Company on December 3, 2025, and such service contract has an initial term of three years commencing from the Listing Date. The letter of appointment may be renewed in accordance with our Articles and the applicable laws, rules and regulations.

Each of Mr. CHEN Chi Hong, Ms. HUNG Chiu Chin and Dr. WANG Liming entered into a letter of appointment with the Company on December 3, 2025. Each letter of appointment has an initial term of three years commencing from the Listing Date. The letters of appointment may be renewed in accordance with our Articles and the applicable laws, rules and regulations.

Save as disclosed above, none of the Directors has entered into, or has proposed to enter into, any letter of appointment with any member of the Group, other than agreements expiring or determinable by any member of the Group within one year without payment of compensation, other than statutory compensation.

In 2025, each of Mr. CHEN, Mr. HSIAO, Ms. HUNG and Dr. WANG was paid an annual remuneration as a Director of NTD1,000,000 under the relevant letter of appointment. No further remuneration will be paid to Mr. CHEN, Mr. HSIAO, Ms. HUNG and Ms. WANG for the role as a Director under the terms of the letter of appointment. Such amount was determined with reference to their experience, responsibilities undertaken and prevailing market conditions.

Save as disclosed herein, as at the Latest Practicable Date, each of the above Directors did not have, and was not deemed to have, any interests or short positions in any Shares, underlying Shares or debentures of the Company and its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and immediately preceding the Latest Practicable Date, each of the above Directors had not held any directorship in other listed public companies or other major appointments and professional qualifications during the past three years, did not hold any other position with the Company or other members of the Group, and did not have any other relationship with any other Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning the re-election of any of the Directors that need to be brought to the attention of the Shareholders, nor is there any other information required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

The following is an explanatory statement required by the Stock Exchange to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their Shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(i) the Shares to be repurchased by the company shall be fully paid;

(ii) the company has previously sent to its Shareholders an explanatory statement complying with the Listing Rules; and

(iii) all on-market repurchases of Shares by a company with a primary listing on the Stock Exchange shall be approved in advance by an ordinary resolution, either by way of specific approval in relation to specific transactions or by a general mandate granted to the directors of the company to make such repurchases, and a copy of such resolution together with the necessary documentation has been delivered to the Stock Exchange in accordance with the Listing Rules.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 311,945,001 Shares with a nominal value of US$1.00 each. Subject to the passing of the resolution granting the Repurchase Mandate, and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to repurchase a maximum of 31,194,500 Shares, representing 10% of the aggregate nominal value of the issued share capital of the Company, during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in general meeting.

3. REASONS FOR AND FUNDING OF REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its Shares. Depending on market conditions and funding arrangements at the time, such repurchases may lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Funds for repurchasing Shares will be derived from funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Cayman Companies Act provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company, the proceeds of a fresh issue of Shares made for the purposes of the repurchase, or out of capital, subject to and in accordance with the Cayman Companies Act. The amount of premium payable on repurchase over the par value of the Shares may only be paid out of the profits of the Company or out of the share premium account of the Company before or at the time the Company's Shares are repurchased in the manner provided for in the Cayman Companies Act.

The Directors have no present intention to repurchase any Shares and will exercise the power to repurchase only in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate were to be exercised in full, it might not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at December 31, 2025, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels that, in the opinion of the Directors, are from time to time appropriate for the Company.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions at the time of the repurchase and the Group's capital management needs.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements that would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

4. TAKEOVERS CODE

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), could, depending on the level of increase in the Shareholder's interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Qisda Corporation directly and through its subsidiaries owned 232,736,837 Shares, representing approximately 74.61% of the issued Shares of the Company. Such interests include: (i) 108,555,081 Shares directly held by it; (ii) 65,023,956 Shares held by Darly2 Venture, Ltd., which is indirectly wholly owned by Qisda Corporation; (iii) 25,000,000 Shares held by Darly Venture Inc., which is wholly owned by Qisda Corporation; (iv) 20,000,000 Shares held by BenQ Corp., which is wholly owned by Qisda Corporation; and (v) 14,157,800 Shares held by Darly Venture (L), which is wholly owned by Qisda Corporation. Qisda Corporation is a joint stock limited company listed on the Taiwan Stock Exchange (stock code: 2352.TW).

In the event that the Directors exercise the Repurchase Mandate in full, and assuming that there will be no other change in the issued share capital of the Company, the interests of Qisda Corporation will increase to approximately 82.9% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code. The interests of BenQ Corp. and Darly2 Venture, Ltd. will increase to approximately 30.3% and 23.16% of the issued share capital of the Company, respectively. Save as aforesaid, the Directors are not aware of any consequences that would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate. The Directors currently have no intention to repurchase Shares to such an extent as would give rise to such obligation under the Takeovers Code.

The Listing Rules prohibit a company from making repurchases on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the Company would be held by the public. The Directors do not intend to repurchase Shares that would result in the public float falling below the prescribed minimum percentage.

5. DIRECTORS, THEIR CLOSE ASSOCIATES AND THE COMPANY'S CORE CONNECTED PERSONS

To the best of the Directors' knowledge, having made reasonable inquiries, none of the Directors nor any of their close associates (as defined in the Listing Rules) has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company. No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he, she or it has any present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. STATEMENT OF THE DIRECTORS

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed Repurchase Mandate in accordance with the Listing Rules, the applicable Cayman Companies Act and the Memorandum and Articles of Association. Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

7. SHARE REPURCHASES MADE BY THE COMPANY

Since the Listing Date (being December 22, 2025) and up to the Latest Practicable Date, the Company had not repurchased any Shares, whether on the Stock Exchange or otherwise.

8. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each month from the Listing Date (being December 22, 2025) to the Latest Practicable Date were as follows:

Month	**Highest traded price** *HK$*	**Lowest traded price** *HK$*
2025		
December (from the Listing Date)	6.50	4.06
2026		
January	4.49	3.91
February	3.93	3.59
March	3.79	3.39
April (up to the Latest Practicable Date)	3.55	3.37

BenQ BM Holding Cayman Corp.
明基醫院集團股份有限公司

(A company incorporated in the Cayman Islands with limited liability)
(Stock Code: 2581)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "**Meeting**") of BenQ BM Holding Cayman Corp. (the "**Company**") will be held at Diamond Hall, Monarch Plaza Hotel, No. 300, Section 1, Zhuangjing Road, Taoyuan District, Taoyuan City, Taiwan Province on Friday, June 5, 2026 at 3:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and the auditor for the year ended December 31, 2025.

2. (a) To re-elect the following retiring Directors of the Company:

    (i) Mr. HSIAO Tze-Jung, an executive Director of the Company

    (ii) Mr. CHEN Chi-Hong, a non-executive Director of the Company

    (iii) Ms. HUNG Chiu-Chin, a non-executive Director of the Company

    (iv) Dr. WANG Liming, a non-executive Director of the Company

   (b) To authorize the board of directors of the Company to fix the remuneration of the Directors.

3. To appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration.

4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(A) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional Shares in the share capital of the Company (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to them under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited out of treasury)) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company, and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such powers after the end of the Relevant Period;

(iii) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (i) of this resolution above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles of Association in force from time to time; or (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company that carry rights to subscribe for or are convertible into Shares of the Company, shall not exceed 20% of the aggregate nominal value of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

(a) "**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held;

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) "**Rights Issue**" means an offer of Shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares in the capital of the Company or any class thereof whose names appear on the register of members on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay that may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognized regulatory body or any stock exchange applicable to the Company)."

(B) "**THAT**:

(i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"), be and is hereby generally and unconditionally approved;

(ii) the approval in paragraph (i) of this resolution above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to repurchase its Shares at a price determined by the Directors;

(iii) the aggregate nominal value of the issued share capital of the Company that may be repurchased by the Company during the Relevant Period (as hereinafter defined) pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of this resolution, and the said approval shall be limited accordingly;

(iv) subject to the passing of each of paragraphs (i), (ii) and (iii) of this resolution, any prior approvals of the kind referred to in paragraphs (i), (ii) and (iii) of this resolution that had been granted to the Directors and that are still in effect be and are hereby revoked; and

(v) for the purpose of this resolution:

"**Relevant Period**" means the period from the passing of this resolution until whichever is the earliest of:

(a) the conclusion of the next annual general meeting of the Company;

(b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and

(c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in the notice convening this Meeting being passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with new Shares of the Company (including any sale or transfer of treasury Shares), and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to ordinary resolution numbered 4(A) set out in the notice convening this Meeting be and is hereby extended by the addition to the aggregate nominal value of the issued share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted (or sold or transferred out of treasury) by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the issued share capital of the Company repurchased by the Company under the authority granted pursuant to ordinary resolution numbered 4(B) set out in the notice convening this Meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company (excluding any treasury Shares) as at the date of passing of this resolution."

Yours faithfully,
By order of the Board
BenQ BM Holding Cayman Corp.
Mr. HSIAO Tze-Jung
Executive Director

Hong Kong, April 27, 2026

Registered office:	*Corporate headquarters:*	*Principal place of business in Hong Kong:*
Vistra (Cayman) Limited P.O. Box 31119 Grand Pavilion Hibiscus Way 802 West Bay Road Grand Cayman KY1-1205 Cayman Islands	71 Hexi Avenue Jianye District, Nanjing City Jiangsu Province the PRC	Room 1901, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong

Notes:

(i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.

(ii) A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. On a poll, votes may be given either personally or by proxy.

(iii) In the case of joint holders, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined as that one of the persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

(iv) In order to be valid, a form of proxy must be deposited at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), not less than 48 hours before the time appointed for the holding of the above Meeting (i.e. no later than 3:00 p.m. on Wednesday, June 3, 2026 (Hong Kong time)) or any adjournment thereof, in order to be valid. Completion and return of the form of proxy shall not preclude the shareholders of the Company from attending and voting in person at the above Meeting (or any adjournment thereof) if they so wish.

(v) The Company will close its register of members from Friday, May 29, 2026 to Friday, June 5, 2026, both days inclusive. In order to qualify for attending the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, May 28, 2026.

(vi) In respect of ordinary resolution numbered 2 above, all Directors shall retire at the Meeting and, being eligible, have offered themselves for re-election at the Meeting. Details of all the above retiring Directors are set out in Appendix I to the circular dated April 27, 2026.

(vii) In respect of ordinary resolution numbered 4(A) above, the Directors hereby state that they have no immediate plans to issue any new Shares of the Company. The general mandate is sought from the shareholders of the Company solely for the purposes of the Listing Rules.

(viii) In respect of ordinary resolution numbered 4(B) above, the Directors hereby state that they will exercise the powers conferred by the general mandate to repurchase Shares of the Company in circumstances where they consider that such repurchase would be in the interests of the shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution approving the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the circular dated April 27, 2026.